



Endeavour Training Ltd Annual General Meeting

Tuesday the 23rd of April 2024 at 5.00pm

Endeavour Centre, Earl Marshal Road, Sheffield, S4 8FB / Microsoft Teams

As ENDEAVOUR TRAINING LIMITED (the Company)
Company number 01157897 a PRIVATE COMPANY LIMITED BY GUARANTEE

In accordance with the Companies Act 2006, the directors of the Company propose to alter the Company's memorandum and articles of association. The directors propose that the following resolution is passed as a special resolution.

The proposed amendment was unanimously approved by the members and Trustees.

Voting Members present were:

Dave Poulson, Jane Haywood, Phil Allcock, Ingrid Cranfield

SPECIAL RESOLUTION

That the articles of association be modified as follows:

- A. By removing articles 10 (1) to 10 (5) and implementing the new attached articles numbered 10 (1) to 10 (3)
- B. By removing articles 11 and 12 and altering the subsequent numbering accordingly

**REGISTERED OFFICE
Endeavour Centre
Earl Marshal Road
Fir Vale, Sheffield, S4 8FB**

**T: 0114 243 8219
E: info@endeavour.org.uk**

Patron HRH The Duke of Kent KG, GCMG, GCVO, ADC

Registered Charity Number 275061 Registered Company Number 1157897

endeavour.org.uk

- C. By removing article 25 and implementing the new attached article numbered 25
- D. By removing article 38 and altering the subsequent numbering accordingly.

This special resolution is proposed in line with our governing document.

The following articles to be implemented:

Members

10.

- (1) Members shall automatically be the persons appointed from time to time as the Directors of the charity. The Directors are also charity Trustees as defined by section 177 of the Charities Act 2011.
- (2) A Member shall cease to be a Member automatically upon ceasing to be a Director.
- (3) The Directors may from time to time establish other categories of membership, including informal or supporter membership, and may set out the rights and duties of such members (and may vary or revoke such rights and duties from time to time) and may from time to time require the payment of a subscription fee.

Votes of members

25 Every member shall have one vote.

The following articles to be removed:

Members

10

- (1) The subscribers to the memorandum are the first members of the charity.
- (2) Membership is open to other individuals or organisations who:
 - (a) apply to the charity in the form required by the directors; and

REGISTERED OFFICE
Endeavour Centre
Earl Marshal Road
Fir Vale, Sheffield, S4 8FB

T: 0114 243 8219
E: info@endeavour.org.uk

- (b) are approved by the directors.
- (3)
 - (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

Classes of membership and supporters

11

- (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) Membership shall be open on such terms and conditions as determined by the directors from time to time subject to articles 11(3) to 11(7) below and to review by the charity at a general meeting.
- (3) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership except as set out in article 11 (4) below.
- (4) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (5) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- (6) The directors may establish supporter groups for organisations and/or individuals (not being members) who are in sympathy with and support the Objects of the charity.
- (7) The directors may, where they deem it appropriate, invite beneficiaries actively participating in the charity's activities to become supporters or members of the charity.

REGISTERED OFFICE
Endeavour Centre
Earl Marshal Road
Fir Vale, Sheffield, S4 8FB

T: 0114 243 8219
E: info@endeavour.org.uk

Termination of membership

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within 1 month of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting
- (5) the member fails to notify the charity of a change of address within three months after the change.

Votes of members

25 Subject to article 0, every member, whether an individual or an organisation, shall have one vote.

Appointment of directors by the board

38

- (1) The directors may appoint a person who is willing to act to be a director.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting but will be eligible for reappointment unless article 40 shall apply.

REGISTERED OFFICE
Endeavour Centre
Earl Marshal Road
Fir Vale, Sheffield, S4 8FB

T: 0114 243 8219
E: info@endeavour.org.uk

Patron HRH The Duke of Kent KG, GCMG, GCVO, ADC

Registered Charity Number 275061 Registered Company Number 1157897

endeavour.org.uk