

1083231  
On behalf of the Charity Commissioners  
for England and Wales,  
consent is hereby given under  
section 64 of the Charities Act 1993  
to these proposed amendments.

Charity No :1083231

JADal  
4.1.07

The Companies Act 1985 and 1989  
Special Resolution  
Of

Stockton Borough Voluntary Development Agency Limited

Passed on the

At a general meeting held of the above named company, duly convened  
and held at the Stockton Voluntary Development Agency Limited,  
27, Yarm Road, Stockton on Tees, TS18 3NJ

On the 29 th day of November 2006

The following resolution was duly passed:-

That clause 1 of the memorandum of association be removed and  
replaced with:

1. The name of the charity will be Catalyst Stockton on Tees.

That clause 4.11 of the memorandum of association be removed and  
replaced with:

4.11 Of reasonable and proper remuneration of to any member, officer or  
servant of the charity (not being a board member) subject to clause 5.2 of the  
Memorandum of Association.

That clause 5.1.2 of the memorandum of association be removed and  
replaced with:

5.1.2 Of reasonable and proper remuneration of to any member, officer or  
servant of the charity (not being a board member) subject to clause 5.2 of the  
Memorandum of Association.

That clause 3.1, 3.2, 3.3, of the articles of association be removed and  
replaced with

MEMBERS

- 3.0 The provisions of Section 22 of the Act shall be observed
- 3.1 The Board shall at all times comprise no less than 10 and no more than  
15 trustees
- 3.2 At the date of adoption of these articles the current Trustees are as  
listed at Appendix 1.

TUESDAY



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A04

27/03/2007

COMPANIES HOUSE

534

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In the pursuance of clause 3.1 advertisements will be placed to attract trustees, from the following 2 existing directors of SVDA (places transferred to the sector after initial 3 years) 2 directors of Stockton Residents and Community Groups Association, 1 Health Sector, 1 University Sector, 3 Voluntary Sector Organisations based in the Borough of Stockton on Tees, 1 Registered Social Landlord, 1 Banking Sector, 1 Faith Communities, 2 Representatives nominated by Stockton-on-Tees Borough Council, 1 Member of the LSP Thematic Partnership from the Local Strategic Partnership "Stockton Renaissance "

33. The appointment of trustees will be made by the appointments sub – committee, upon receipt of suitable application, and interview.

**That clause 3.4 of the articles of association be replaced with**

- 3.4 Directors appointed will serve for three years, after the three year term of office, directors may self nominate to remain a director. These applications will be considered by the sub-committee as stated at 3.3.

**That clause 3.5 of the articles of association be removed and replaced with**

- 3.5 The provisions of Section 22 of the Act shall be observed by the Charity and every member of the charity shall either sign a written consent or sign the register of members.

**That clause 3.6 of the articles of association be removed and replaced with**

- 3.6 Membership of the Charity is not transferable.

**That clause 3.7 of the articles of association be removed and replaced with**

- 3.7 A person shall cease to be a member if they write to the Chair offering resignation, or the membership is terminated under clause Article 4, or subject to Article 29.

TUESDAY



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That clause 4.1 of the articles of association be re numbered and become Article 4.

That clause 4.2 of the articles of association be re numbered and become Article 4.1.

#### VOTES OF MEMBERS

That clause 21 of the articles of association be deleted and replaced with:

21. Membership of the Board of Directors is not transferable, in accordance with 3.6 and 24.0.

That clause 22.3 of the articles of association be deleted and replaced with 22.4

#### BOARD OF DIRECTORS

That clause 29 of the articles of association be deleted and replaced with:

- 29 In addition without prejudice to the provisions of section 303 of the Act the Charity may by special resolution remove any member of the Board before the expiration of his/her period of office, and may by Special Resolution appoint another member in his/her place; any person appointed will hold office until the next annual general meeting but shall be eligible for re-election, through the self nomination process.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

That clause 33., 34. of the articles of association be deleted and replaced with

33. Subject to the provisions of the Act and to the provisions of these articles, after serving a 3 year term of office, Board Members will retire by rotation these shall be those who have been longest in office since their last appointment or re-appointment. Those persons who have since their last appoint or re-appointment served the same term shall retire.
34. If the Charity at a meeting at which a Board Member retires by rotation,

may request to self-nominate to continue the role of Director, should this be agreeable by a majority vote, should this ballot result in equal votes the casting vote will lay with the chair.

That clause 38. of the articles of association the word fi be replaced with if.

#### **EXPENSES OF THE BOARD**

**That clause 40 of the articles of association be deleted and replaced with:**

40. Board Members may with consent of the Board, be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties, subject to clause 5.2 of the Memorandum of Association.

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