

## Agenda Item 3

Notice of Motion AGM 16<sup>th</sup> September 2011

To consider the following recommendations

### **Changes to the Articles of Association and Memorandum of Association**

Members are being asked to consider recommended changes in four areas to assist in the smooth running of the charity

*i As the membership gets bigger a change from 55% of the total voting right of the meeting to 20*

### **NOTICE OF GENERAL MEETINGS OF THE CHARITY**

15 An Annual General Meeting and a Special General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice All other Special general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is agreed as follows

- a in the case of an Annual General Meeting, by all Members entitled to attend and vote, and
- b in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 20 of the total voting right at the meeting of all Members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such

The notice shall be given to all Members and to the Board and auditors

*ii 39 Until otherwise determined by Members in a general meeting the number of Board Members shall not be less than 8 no more than 12*

### **PROCEEDING AT GENERAL MEETINGS OF THE CHARITY**

- 16 No business shall be transacted at any General meeting unless a quorum is present
- 17 A quorum shall be 20 or one fifth of all Members entitled to vote upon the business to be transacted
- 18 If
  - 18 1 the quorum is not present within half an hour of the time appointed for the meeting or,
  - 18 2 during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the

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notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting

### **BOARD OF TRUSTEES**

- 32 The Board shall at all times comprise of no less than 6 and no more than 12 Trustees

*iii The ability for the board to ratify electronically to improve the efficiency of the board*

- 50 Board members can ratify through the use of electronic means items raised at a non-quorate meeting provided such electronic ratifications are minuted at the next board meeting

*iv Clarify the organisations area of benefit to enable Executive Team to develop relationships and partnerships for the benefit of the borough*

- 3 The objects for which the Charity is established are primarily within the Borough of Stockton ('The Area of Benefit')