

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To alter clauses in the articles of association

Part A

Company name: Harrogate & Area Council for Voluntary Service Limited

Company number: 7760477

At a general meeting of the above company, duly convened and held at:

Friends Meeting House, 12a Queen Parade, Harrogate, HG1 5PP

On the following date: Thursday 13th October 2022

The following two resolutions listed in Part B were passed as special resolutions:

Part B

RESOLUTION

That:

(1) The following clauses in the articles of association shall be amended as follows:

1 (1) Add-

“Virtual meeting”: a meeting of members of the charity or a meeting of the charity trustees where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

“Hybrid meeting”: a meeting of members of the charity or a meeting of the charity trustees at which some participants are attending the meeting in person and others are attending virtually.

Proceedings of trustees

22(2) The trustees may call a meeting of the trustees. A meeting may be in person, an entirely virtual meeting or a hybrid meeting, as the circumstances allow. The Secretary must call a meeting of the Trustees if requested to do so by any three trustees.

24(1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. A trustee shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

General meetings

34(2) An annual meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. These meetings may be in person, entirely virtual or hybrid as circumstances allow.

Proceedings of general meetings

38(2) A quorum is:

- 5 members present and entitled to vote upon the business to be conducted at the meeting; or
- one twentieth of the total membership at the time whichever is the greater.

A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

- (2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

Chairman

Date

NOTES

- (1) This precedent is drafted, as a certificate of passing of the special resolution which a company must pass to alter its articles of association. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document, which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (2) You must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006)