



Civic Voice AGM 2018 20th October 2018

Item 9: PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

Section 19. Annual General Meetings

19.2 The first annual general meeting must be held within 18 months of the incorporation of the Charity.

Amendment: Delete entire clause

Reason for change: No longer relevant

Section 38. The Make-up of the Board

38.3 ~~After the first annual general meeting of the Charity, the Board shall consist of:~~

Amendment: Delete struck through words

38.4 The Initial Trustees shall be deemed to have been elected by the members at the first annual general meeting of the Charity pursuant to Article 38.3.1 without the need for a ballot, save for any Initial Trustees whom the Board decides, prior to the first annual general meeting, are to be deemed appointed under Article 38.3.2. The Initial Trustees shall continue to be Trustees until they cease to hold office in accordance with these Articles.

Amendment: Delete entire clause

Reason for changes: No longer relevant

Section 40: Retirement of members of the Board

40.1 At the ~~third~~ ***fourth*** annual general meeting after his/her last election a Trustee (other than any co-opted Trustee) shall retire. He/she shall be eligible for re-election for one further term of ~~three~~ ***four*** years provided that, subject to Article 40.2, no such Trustee may continue to serve after the completion of ~~six~~ ***eight*** years in office without a period of at least a year out of office.

40.2 If at the end of his/her ~~sixth~~ ***eighth*** year in office a Trustee (other than a co-opted Trustee) is holding the post of ***Chairman or*** Treasurer, he/she shall be permitted to stand for election for a third term, but shall cease to hold office after ~~three~~ ***four*** years or when he/she ceases to be ***Chairman or*** Treasurer or when he/she otherwise ceases to be a Trustee pursuant to these Articles, whichever is the earlier.

Amendment: Delete struck out words and insert italicised words

Reason for changes: To ensure greater continuity of board membership in line with the Charity Commission's recommendations for maximum terms.

40.3 At the second and third annual general meetings of the Charity one-third of the Trustees (other than any co-opted Trustees or Civic Panel Trustees) shall retire. In the absence of agreement those to retire shall be selected by lot but shall be entitled to stand for reelection.

Amendment: Delete entire paragraph

Reason for change: No longer relevant

43. Filling vacancies in the Board and Co-option

43.1 The Board may appoint anyone as a Trustee to fill a vacancy in the elected membership of the Board. They will hold office until the next annual general meeting where they may be elected by the members, unless they cease to be a Trustee prior to that by virtue of Articles 44 or 45. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum numbers given in Article 38.3.1 and 38.3.3.

43.2 The Board may also co-opt up to three additional persons onto the Board at any time who shall hold office ~~until the next annual general meeting~~ **for a period to be determined by the board** unless they cease to be a Trustee prior to that by virtue of Articles 44 or 45. A co-opted Trustee may be removed by the Board at any time and may not be co-opted for more than a total period of ~~six~~ **eight** years without taking a year out of office for such period as the Board shall determine, save this shall not exceed two years, ~~save that if at the end of a co-opted Trustee's sixth period of co-option the Trustee is holding the post of Treasurer, he/she shall be permitted to be co-opted up to three more times while he/she continues to be the Treasurer.~~

43.3 For the purposes of the maximum period of office referred to in Article 43.2, ~~any Initial Trustee who was deemed appointed as a co-opted Trustee under Article 38.4 shall be treated as having been first co-opted on the date of the first annual general meeting of the Charity~~ **a co-opted trustee appointed during the year shall be deemed to have been appointed at the beginning of that year.** In the event that a co-opted Trustee goes on to be elected by the members, for the purposes of the maximum terms of office referred to in Article 40 his/her initial appointment shall be the ~~date on~~ **beginning of the year in** which he/she was first co-opted.

Amendment: Delete struck out words and insert italicised words

Reason for changes: To ensure greater continuity of board membership in line with the Charity Commission's recommendations for maximum terms.
