



- 1. Diary date to note! The 2011 Annual General Meeting of Hebden Bridge Community Association will take place on Thu Nov 24th, 7pm, in HB Town Hall (Council Chamber)**
- 2. Now is the time to put your name forward if you want to stand as a trustee. Nomination form enclosed. Don't be bashful!**
- 3. If you can't come on Nov 24th, legally you have the right to appoint a proxy. Full details enclosed.**
- 4. There'll be plenty of time for discussion and debate. If you want something more formally discussed, you can put forward a members' motion for discussion (motions need to come from four or more members). Details enclosed.**
- 5. Later on, you'll get final details and your trustee ballot paper by post.**

Formal notice.

The AGM of Hebden Bridge Community Association will take place on Thursday November 24th at 7pm in Hebden Bridge Town Hall

Agenda

- 1. Apologies for absence. Minutes of 2010 AGM.**
 - 2. Trustees' report to members**
 - 3. Annual accounts 2010-11 and financial report**
 - 4. Special resolutions to amend Memorandum and Articles (details below)**
 - 5. Ordinary resolutions from trustees and member**
 - 6. Questions and answers, discussion**
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Ordinary resolutions

1. This AGM:

a) reaffirms that it is important the Hebden Bridge Community Association is accountable to the whole Hebden Bridge community. A strong membership base is an important element in ensuring this accountability.

b) notes that the vast majority of current members joined in 2008 or 2009

c) resolves to move to an annual membership subscription, with subscriptions due on 1st January 2012, at current subscription levels

d) resolves that members joining after 30 June 2010 will be deemed to be members for 2012 as well

e) resolves that members' membership will otherwise expire on 30 November 2012

f) invites members to pay where possible by standing order or direct debit

Proposed by the Board of Trustees

(Other resolutions may be proposed by members; form below)

Special resolutions (requires 75% majority)

(Trustee explanations of reasons for proposing these resolutions given below. Changes are in bold. All special resolutions proposed by the Board of Trustees)

1. To change the name of the company to Hebden Bridge Community **Trust** Ltd

2. To amend Article 27 and 28 as follows:

27 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

(1) he or she is recommended for re-election by the Directors; or

*(2) not less than **twenty-one** nor more than **eighty** clear days before the date of the meeting, the charity is given a notice that:*

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a Director;

(c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

(d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than **twenty-one** clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

3. To amend Article 29 as follows:

29 (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 and must not be taken into account in determining the Directors who are to retire by rotation.

*(3) No more than **four** persons at any one time shall be Directors under the provision of article 29 (1).*

(4) The period between the date of appointment and the next annual general meeting shall not be included as a term of office for the purpose of article 25 (3)

4. To amend Articles 24 as follows:

24 **(1)** *At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.*

(2) *If in the period between annual general meetings any Director (except those appointed under the provision of Article 29 (1)) has resigned or been removed from office, the number of serving Directors required under this Article to retire under Article 24 (1) shall be reduced proportionately. Notwithstanding this clause, no Director shall serve for more than three years without retiring.*

25 (1) *The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.*

(2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

(3) A retiring Director who retires may be re-appointed for a maximum of two consecutive terms of office, which for the avoidance of doubt shall, in the case of Directors appointed prior to the first annual general meeting, not include the period up to the first annual general meeting. A Director who has served two consecutive terms of office may be re-appointed for further terms of office but only when a period of at least one year (taken as the time between two annual general meetings) has elapsed after any two consecutive terms.

5. To amend Article 31 as follows:

31 A Director shall cease to hold office if he or she:

(1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;

(2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(3) ceases to be a member of the charity;

(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(5) resigns as a Director by notice to the charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

(7) is removed at a properly constituted meeting of the Directors, by a majority vote of at least two-thirds of all Directors of the charity (to be taken to include any Directors not present at the meeting, who shall be deemed to have voted against), on the basis that his or her actions or omissions have created a serious reputational risk for the charity. Provided that notice of the intention to take such a vote shall have been communicated to all Directors not less than fourteen days before the date of the meeting.

1. We feel 'Community Trust' explains a little better than 'Community Association' the role of the organisation

2. This gives us an extra week to get out voting papers for trustee elections. At the moment, we only have 14 days – it has been very tight.
3. This allows us to coopt four rather than two people. Useful if elected trustees stand down during the course of the year.
4. This clarifies an ambiguity in our existing rules. It maintains the principle of no more than 2 terms of 3 years for a trustee.
5. This is an ‘emergency’ provision we hope will never be needed. Intended in the eventuality that a trustee comes out, eg, with racist or homophobic comments or does something else very detrimental to the organisation.

The existing constitution is on our website (under ‘Library’)

Right to appoint a proxy.

This is a legal right. We reproduce the relevant part of our constitution here for your information. We can offer you further informal advice if you want to use your proxy rights.

14. (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.

(2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"charity name

*I/We,, of, being a member/members of the above named charity, hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on 20....., and at any adjournment thereof.
Signed on 20.....".*

(3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"charity name

I/We,, of, being a member/members of the above named charity, hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No. 1 *for *against*

*Resolution No. 2 "for *against.*

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this day of 20.....".

Members' resolution

If you would like to submit a resolution for discussion at the AGM, please give us the wording (closing date Nov 10th, but please be earlier than this if at all possible). Members' resolutions need to be from 4 or more members.
