

Membership changes agreed by the Board of Trustees, on record, on 29 July 25, following full membership write-round with the opportunity to approve, object and/or make alternative suggestions to a proposed recommendation and structure. 100% approval, no amendments. Membership informed in August 2025. To be ratified as changes to the articles (which is within the Trustees gift) at the AGM on 5 December 2025.

Suggested amendments (relevant sections):

Liability of members (amended)

- 3 The liability of the **voting** members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Members (retained in full, as it still applies in our new context)

- 10 (1) Membership is open to other individuals or organisations who:
- a. apply to the charity in the form required by the directors; and
 - b. are approved by the directors
- (2) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable.
- (4) The directors must keep a register of names and addresses of the members.

Classes of membership (amended, as this is the section we used to create the changes)

- 11 (1) The directors may establish classes of membership with different rights and obligations and

shall record the rights and obligations in the register of members.

(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

- (a) three-quarters of the members of that class consent in writing to the variation; or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

(5) As of 29 July 2025, the following re-classification of members and voting rights were approved by 100% of the eligible Community Resource membership and ratified at the AGM on 10 October 2025:

- (a) **Trustees** (= Directors in these Articles): The carefully recruited, responsible and accountable Board members will continue to run the organisation's strategy, direction and holding to account of the employed executive. They become the only 'voting' members for Board business and continue to conduct the whole legal business of the charity.
- (b) **Members**: Individuals or groups who benefit from the services of Community Resource, typically on an ongoing or regular basis, with benefits in return for a membership fee. These no longer vote on Board/AGM matters.
- (c) **Partners**: Individuals or groups who contribute money or services in kind for the benefit of Community Resource and/or its Members and the people we support. These have no vote on Board/AGM matters.
- (d) **People we Support** (for completeness): Those individuals or groups who benefit from the services or grants of Community Resource, typically on a one-off or project basis. These people usually pay no fee (or there may be a one-off fee for a specific activity or service, depending on the nature of the programme).

Termination of membership (minor amendments)

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;

- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two **voting** members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

Notice of general meetings (**retained in full**)

- 15 (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- (4) The notice must be given to all the ~~members and to the~~ directors and auditors.
- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings (**minor amendments only**)

- 17 (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is:
- (a) 2 voting members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - ~~(b) one tenth of the total membership (rounded up to the nearest whole number) at the time whichever is the greater.~~
- ~~(3) The authorised representative of a member organisation shall be counted in the quorum.~~
- 18 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the voting members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20 (1) The voting members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the voting members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration

of the result of, the show of hands a poll is demanded:

- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Votes of members (amended)

24 Subject to article 11, every Trustee/Director shall have one vote.

25 Any objection to the qualification of any voter must be raised at the meeting at which the vote

is tendered and the decision of the person who is chairing the meeting shall be final.

~~26 (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.~~

~~a. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.~~

~~b. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.~~