

# CULBOKIE COMMUNITY TRUST

[www.culbokiect.org](http://www.culbokiect.org)



## Special Resolutions – November 2019

### 1 QUORUM AT GENERAL MEETINGS

As membership continues to grow the number of members needed for an AGM to be quorate also increases as in Article 21 of the Articles of Association:

*“The quorum for a General Meeting shall be the greater of (a) 10 Ordinary Members or (b) 10% of the Ordinary Members, in either event being present in person or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.”*

In order to ensure an AGM is quorate the CCT Board proposes the **following change** to Article 21:

*“The quorum for a General Meeting shall be **15 of the Ordinary Members**, in either event being present in person or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.”*

### 2 ELECTED DIRECTORS

The current arrangements include the retirement of one third of Elected Directors annually and that no Elected Director can serve for more than two terms of office as detailed in the Articles of Association 33.2-33.5 stated below. However, a term of office is not specified in the Articles of Association.

*In Article 33.2, “at the second and each subsequent AGM, **one third** of the Elected Directors (or the nearest number upwards) shall retire from office.”*

*In Article 33.3 “a retiring Elected Director shall retain office until the close or adjournment of the the AGM.”*

*In Article 33.4 “a retiring Director shall be eligible for re-election after one term of office, but **no** Director can serve more than **two consecutive terms of office**, without at least one year out of office before being eligible again.”*

*In Article 33.5 “if no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same*

*day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot”*

In order to ensure some continuity and reduce the loss of experience and expertise the CCT Board proposes the **following change** to Articles 33.4:

*“a retiring Director shall be eligible for re-election”*

***Deleting “after one term of office, but **no** Director can serve more than **two consecutive terms of office**, without at least one year out of office before being eligible again.”***

Approval of the proposed Special Resolutions will be in accordance with Article 25:

*“Special Resolutions shall require to be decided upon by not less than 75% of the Ordinary Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting)”*

16 Oct 2019