

Special Resolution

Advocacy Highland AGM, 27th September 2022

Introduction by Chairperson, Alistair Ferns

Over the last few years meetings of the Board of Directors have taken place via electronic means. Internet Banking has also been introduced. In addition, a number of meetings have not been quorate, resulting in business being postponed. Consequently, the Board of Directors appointed a sub-group to review and propose updates to the Articles of Association. The proposed changes summarised below take account of the growing normalisation of electronic means for conducting business. They also take a pragmatic approach to membership of both the organisation and the Board of Directors without compromising our desire to be both inclusive and based in the community we serve.

Adoption of New Articles of Association, Special Resolution:

"That the new Articles of Association annexed to the Notice of Annual General Meeting to be held on 27 September 2022 be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association."

Proposed changes:

All references to the Companies Act 1985 be replaced with Companies Act 2006, and all references to sections therein be updated accordingly.

Article 6 – applications for ordinary membership from those who reside or work outside Highland Council area may be accepted.

Article 14 – withdrawal from membership is acceptable via electronic means.

Article 16 – a member failing to attend 2 consecutive annual general meetings, may have their membership terminated by the directors.

Article 20 – reports at an annual general meeting may be given by the chair and any other director.

Article 32 – quorum for general meetings to be 40% or more of membership.

Article 37 – Proxy Forms can be accepted via electronic means.

Article 42 – a secret ballot may be undertaken electronically as approved by the Directors

Article 44 – changes to the required make-up of the Board of Directors:

- (a) where possible one person from each of the 5 districts of Highland Council Area
- (b) persons residing out with Highland Council area may be appointed as Directors
- (c) the majority of the Directors must reside within Highland Council area

Article 70 – quorum for Director Meetings to be 60% of the total number of Directors

Article 89 – the word authorisation replaces 'signature' to allow for internet banking authorisations

Articles 101-108 – the old Memorandum of Association has been added as Articles 101 – 108 in the new Articles of Association.