

# **The ME Association**

## **Minutes of an Ordinary General Meeting held on Tuesday 18<sup>th</sup> November 2014 at Apollo Office Court, Gawcott**

### **PRESENT**

*Trustees:*

*In Attendance:*

### **AGENDA**

#### **1. Chairman's welcome**

The meeting started at 1,05pm. [redacted] welcomed everyone.

#### **2. Apologies**

#### **3. Discussion on the Special Resolution**

As explained in papers circulated with the Autumn 2014 issue of our ME Essential membership magazine:

“The purpose of the GM is to consider and vote upon proposed changes to the Articles of Association (“The Articles”) of The Company. The Articles, in addition to the general law, govern how the Company is run. Previously the law required that a Company had both a Memorandum (which stated the objects of the Company among other

items) and Articles of Association. The law has now changed and only Articles of Association are needed.

“Since the present Memorandum and Articles were adopted by the Company, there have been substantial changes made by The Companies Act 2006 and The Charities Act 2011 regarding how a company and a charity may operate. The Companies Act provides for a new model form of Articles for Companies. The Board proposes to adopt the major part of that model form for its new Articles. The principal reason for this is to bring the rules under which the Company operates in line with current legislation. In the past few years many companies and charities have done this. In addition the Board of Trustees (“The Board”) of The Company believes that there are some specific amendments (“Specific Amendments”) of which you need to be aware and which the Board believe will benefit the Company. The reasons for making those are set out below. **The Board recommends that you VOTE in favour of these changes.**

“You can VOTE upon these changes either by attending and casting your vote at the meeting or by completing the voting slip on page 3 and returning it to The Company at the Registered Office at least seven clear days before the meeting takes place.

“The Company has placed on its website – [www.meassociation.org.uk](http://www.meassociation.org.uk) – a copy of the new form of Articles which was previously adopted last year. For those members who request it a printed copy of those Articles will be sent to them. There are 50 separate Articles which when printed out amount to 17 pages of A4 paper.

**“You can VOTE for or against all the changes or some of them.**

“The reasons for the Specific Amendments are:

**“As to Article 24:**

“At present one third of the trustees must retire each year and put themselves forward for re-election. The change proposed is that this would happen every two years. The reason for this is that the current rule imposes upon the Company additional work and cost that could be used in more constructive ways for the Company. In addition there have been

few new people willing to come forward to become trustees and voting by members on the re-election of trustees has been less than 10% of those entitled to vote. This amendment will not prevent any person who wishes to become a trustee putting themselves forward to the Company at any time. The Company can still co-opt that person to be a trustee and the Board always welcomes such applications.

***“2. As to Article 28:***

“To allow the payment to a trustee of the Company for special services rendered to the Company. At present no payment may be made to a current trustee for the provision of a specific service to the Company, even where that trustee is providing such service at cost without profit to them. We have several professional people who are also trustees. One is willing to host and design a website for the Company at a very reasonable charge simply because he wishes to help our charity. There are safeguards for the Company in that any decision on whether to use that trustee’s services would be taken without that trustee being present in discussions and the trustee carrying out the work could not vote on the decision. In addition, comparable quotes for the work would be obtained and considered.

**“SPECIAL RESOLUTION**

**“The proposal to be put forward as a Special Resolution at the GM is:**

**“That the new form of Articles of Association referred to in a notice given to the members of the charity known as the ME Association in accordance with the regulations governing the charity and a copy of which Articles is attached hereto, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.”**

#### **4. Proposal of the Special Resolution and Vote Thereon**

It is reported that the results of the post vote which closed on 23<sup>rd</sup> October 2014, were as follows:

257 members voted.

Article 24 – 252 For and 2 Against

Article 28 – 247 For and 7 Against

Abstention – 2

Spoiled paper – 1

It is proposed, seconded by [redacted], that the Trustees accept the proposal and this was agreed unanimously.

#### **5. Declaration of Result of Vote**

[redacted] declared the result.

#### **6. Close**

The meeting closed at 1.17pm

**Signed**

**Date** 15th February 2016.