

HENFIELD COMMUNITY PARTNERSHIP LTD

**THERE WILL BE AN EXTRAORDINARY GENERAL MEETING TO BE HELD ON
13 DECEMBER 2018, IN COMMITTEE ROOM, HENFIELD HALL AT 7.00 pm**

AGENDA

1. Welcome and Apologies for Absence
2. Declaration of Members' interests
3. Having received a requisition signed by or on behalf of at least 10 per cent of the members, to consider and vote on the Resolution to alter the Articles of Association in the following way

Deleting Articles 38 and 39 in their present form and inserting the following Articles 38 and 39 in their place

Board of Directors

38. The Partnership shall have a Board of Directors comprising 3 directors.

39. Any person who is willing to act as a director, and is permitted by law to do so may be appointed to be a director

- a) by ordinary resolution, or
- b) by a decision of the directors.

4. To confirm the appointment as directors of

Carol Eastwood
Richard Kendall
Anthony Druce

Explanatory note.

The current Articles of Association of the Company contain the following provisions.

Honorary Officers

37. A Chairman, a Vice-Chairman and a Treasurer shall be elected by the Members from amongst their own number at the Annual General Meeting

38. The Honorary Officers shall also serve as Directors of the Partnership during their continuance in office

Board of Directors

39. The Partnership shall have a Board of Directors comprising the three Honorary Officers, elected at the Annual general Meeting

This was possibly done at the time for simplicity but there does not appear to be any reason why the officers of the Company have to be directors or vice versa. An officer may not be willing or able to take on a directorship. E.g. Contracts of employment or partnership agreements can limit or prevent outside directorships. The provisions as they stand can therefore restrict anyone standing for office. It is proposed that the link between officers and directors be broken and a new article provide a mechanism for the election of directors.