



Green End, Landbeach,
Cambridge CB25 9FD
Tel: 01223 863657
Registered Charity No. 1064473
Company No. 3422363

At the Annual General Meeting of Emmaus Cambridge to be held on The following resolution will be proposed by the Emmaus Cambridge Board.

As a Special Resolution that the draft articles of association attached to this paper be adopted as the articles of association for the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including the relevant provisions of the memorandum of the association that would otherwise be treated as provisions of the articles of association under section 28 of the Companies Act 2006.

The proposed changes are:

1. Membership article 11

The Board has proposed that a new clause be inserted in clause 11:

11.2.1 Trustees are members of the Charity'

2. Termination of Membership article 13

The Board has proposed that a new clause be inserted in clause 13:

13.2 that membership is terminated if 'The member is a Trustee and that member ceases to be a Trustee'.

3. Notice of General Meetings article 15

The Board proposes that the current clause 15.1 be replaced with the more comprehensive wording from the Charity Commission's model articles which is: -

15.1 'Subject to article 15.2 below 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'

4. Proceedings at General Meetings article 16

The board proposes that the following words be deleted from clause 16.6

(a) whether or not a member' needs to be deleted.

16.6 A Trustee shall be entitled to attend and speak at any General meeting.



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5. Retirement of Trustees article 25:

The Board has proposed the removal of clause 25.2. Removing the need for retirement for trustees by rotation to bring the charity more in line with modern day practice.

25.2.1 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustee were appointed on the same day those to retire shall be determined by agreement or, failing that by lot.

The board has proposed the addition to clause 25.3 of clause 25.3.1:

25.3 A Trustee who retires having served more than nine continuous years as a Trustee, shall not be eligible for re-appointment for a period of twelve months following such retirement Except.

25.3.1 In exceptional circumstances, such as, but not exclusively because of the absence of a suitable qualified replacement for a Trustee with special skills, a Trustee may be elected or co-opted to serve for an additional period of up to 3 years at the end of which they shall be required to retire from office.