

THE COMPANIES ACT 2006
SPECIAL RESOLUTION

To amend and add clauses in the articles of association.

Company Name: CAMBRIDGE ETHNIC COMMUNITY FORUM

Company Number : 04175678

At the Annual General Meeting of the above company, duly convened and held at:

**Meadows Community Centre,
299 Arbury Road,
Cambridge,
CB4 2JL.**

On the following date:

15th November 2023

The following 2 Resolutions listed to be passed as special resolutions:

RESOLUTION

That :

- 1) The following clauses in the articles of association shall be amended, or added as agreed and approved at the Board meeting of Wednesday 14th June 2023.

| Clause | Comment |
|---------------------------|---|
| 1. | 'If one appointed' text inserted withdrawing the legal need to have a company secretary and making optional. There is not a legal requirement for us to have a Secretary |
| 3. (l) | Regarding Associate members 'board or' text deleted as not required. Board members already have discretion to invite anyone to Directors meetings as observers |
| 5. | Clause regarding membership acceptance, refusal or termination amended to include 'associate member' and clarifying that in the case of full membership the individual or representative shall have the right to be heard by the Management Committee. There is no right of appeal for associate members but the Charity shall endeavour to reach a mutual agreement for refusal or non-continuation. |
| 6. 7. 8. | New section 'Virtual Meetings' with Clauses added on virtual or hybrid meetings. To meet legal requirements regarding online meetings and it being in our governing document |
| Was 6. now 9. | Clause changed to reflect AGM should normally be in November and option of in person or virtually |
| Was 7. now 10. | Clause amended to reflect general meetings can be held in person or virtually |
| Was 8. now 11. | Clause amended to include text regarding virtual or hybrid meetings |
| Was 10. now 13. | Clause amended to include being present in person or virtually |
| 31. | Clause added to reflect being able to vote via virtual attendance |
| 34. 35. 36. | New section 'Meetings of Charity Trustees' with clauses added setting out criteria for meetings held electronically or virtually |
| Was 32. Now 39. | Wording 'a secretary' to be deleted and text added allowing elected Trustees to appoint officers at a subsequent Trustee meeting |
| Was 34. (1& 2) now 41.(1) | Wording 'the officers specified in the preceding clause' to be deleted. Clause also amended to specify number of Trustees elected. Text added to allow 2 Trustees to be appointed who are individuals and can bring community knowledge, or expertise relevant to the charities work. |
| Was 34. (3) now 41. (2) | Clause amended to reflect total Trustees that can be nominated or elected. Wording 'representatives of the member organisations' to be deleted |
| Was 35. now 42. | The word 'silent' to be deleted from the clause |
| Was 44. now 51. | Clause amended with regards to appointment of a secretary. |
| Was 45. now 52. | Reference to in person or virtual attendance added |
| Was 52. now 59 | Clause amended with regards to appointment of secretary |
| Was 58 -61. now 65-68. | All notice clauses amended to include electronic communication and virtual attendance |

2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Register of Companies.

Chairman:

Name -

Signature -

Date -