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**Stirlingshire Voluntary Enterprise Ltd**

Company Limited by Guarantee No SC387876

Scottish Charity No SC041875

Registered Office: Cameron House, Forthside Way, Stirling, FK8 1QZ

**AGM 2023**

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The Annual General Meeting of Stirlingshire Voluntary Enterprise Ltd

will be held at **1.30 pm on** **Wednesday 13th September 2023** in the Conference Room at

The Barracks Stirling

Tea and Coffee will be available from 1.15 pm

**AGENDA**

1. **Special Resolution – Please see Appendix A and B**
2. Apologies for absence
3. Minutes of previous AGM
4. Chair’s Report
5. Finance Report
6. Proposals - Ordinary Resolutions
7. Election of Directors
8. Presentations from Members
	1. Transition Stirling
	2. Fallin Community Voice

**Special Resolution – Please see Appendix A and B (require 75% votes in favour)**

**PROPOSALS: Ordinary Resolutions (require simple (50%) majority)**

**Proposal 1: Adoption of Accounts**

That the accounts for the financial year ending 31st March 2023 be adopted.

Proposed: Emma Macgregor Seconded:

Copies of the accounts are available on the SVE website and also available at the A.G.M.

**Proposal 2: Appointment of Independent Examiners or Auditors (as applicable)**

The Trustees propose that David Nicholls of Brett Nicholls & Associates be appointed as Independent Examiner for the accounts year ended 31st March 2024.

Proposed: Emma Macgregor Seconded:

**Guidance & Instructions for Proxy Voting Form** for the Annual General Meeting of Stirlingshire Voluntary Enterprise Ltd on the **13th September 2023** or at any adjournment thereof.

**Eligibility**

Member groups of SVE are entitled to vote at the AGM, in person or by proxy.

Each member group has one vote only.

**Voting In Person**

Representatives of voting member groups who are attending the AGM will be provided with voting papers at the meeting and should not complete a proxy voting form. Members who have completed a proxy voting form will not be permitted to vote at the meeting unless they have withdrawn their proxy vote, in writing, before the meeting commences.

**Voting By Proxy**

Voting member groups who will not have a representative at the AGM may appoint a proxy to vote on their behalf. They should **complete the Proxy Voting Form and return it** to the: Chairperson, SVE, Cameron House South, Forthside Way Stirling FK8 1QZ or chair@sventerprise.org.uk **by 5:00pm on Wednesday 6th September 2023.**

**Instructions for completing the Proxy Voting Form**

You have 4 options for casting a vote by proxy. Please choose one option and follow the instructions listed:

**Option 1**: You may appoint the Chair of the meeting to cast your vote at his or her discretion. For this option please complete Form A only.

**Option 2**: You may appoint the Chair of the meeting to cast your vote according to your instructions. For this option please complete Forms A and C.

**Option 3**: You may appoint any person who will be present at the meeting to cast your vote at his or her discretion. For this option please complete Form B only.

**Option 4**: You may appoint any person who will be present at the meeting to cast your vote according to your instructions. For this option please complete Forms B and C.

**Please note:**

Proxy votes may only be cast by a person who is personally present at the meeting. Appointing the Chairman of the meeting, whoever that may be, ensures that your proxy vote will be cast.

A proxy may cast your vote or abstain at his or her discretion unless specifically instructed otherwise by Form C. If you use Form C to specify how your vote is to be cast on some items but not others, your proxy may use your vote or abstain, at his or her discretion, on the items which are not specified.

**Proxy Voting Form** for the Annual General Meeting of Stirlingshire Voluntary Enterprise Ltd on **Wednesday 13th September 2023** or at any adjournment thereof.

|  |
| --- |
| **FORM A**We (name of member group)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,hereby appoint the Chair of the meeting as our proxy, to speak on our behalf and cast our vote at his/her discretion, except as specified in Form C Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Position in Group:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_\_\_\_\_\_\_\_\_\_ |

|  |
| --- |
| **FORM B**We (name of member group)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ hereby appoint (Proxy’s name in block letters) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_as our proxy, to speak on our behalf and cast our vote at his/her discretion, except as specified in Form CSignature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Position in Group:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_\_\_\_\_\_\_\_\_\_ |

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| **FORM C** |
| We (name of member group)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_hereby instruct our proxy to cast our vote as follows (please place a cross in one box for each proposal): |
| **Proposal** | **For** | **Against** | **Abstain** |
| 1. Special Resolution 1 : Election, retiral, and re-election of directors
 |  |  |  |
| 1. Special Resolution 2 : Re-registration of members
 |  |  |  |
| 1. Ordinary Resolution: Adoption of Accounts
 |  |  |  |
| 1. Ordinary Resolution: Appointment of Independent Examiners or Auditors
 |  |  |  |
| Signature:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  |
| Position in Group:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_\_\_\_\_\_\_\_\_\_ |

**This form should be returned** to the: Chairperson, SVE, Cameron House, Forthside Way, Stirling FK8 1QZ or chair@sventerprise.org.uk **by 5:00pm on Wednesday 6th September 2023.**

**Appendix 1**

**Special Resolution 1**

**Election, retiral, and re-election of directors**

This revised wording should help clarify the process of election, retiral, and re-election of directors, as well as the determination of length of service.

**Present Clause 76**

“At each annual general meeting, all of the directors shall retire from office but shall be eligible for re-election.

**Clause 76 (Proposed Amendment):**

1. At each Annual General Meeting (AGM), all of the directors appointed under clauses 72 to 75 shall retire from office but shall be eligible for re-election.
2. Each director shall hold office for a term of three years, after which they must retire at the immediately following AGM.
3. Retiring directors may be appointed by ordinary resolution for subsequent two additional three-year terms, but shall not hold office for a continuous period of more than nine years.
4. A director who has served on the Board for a period of nine years shall automatically retire from office on the expiry of that nine-year period and shall not be eligible for re-election until a further year has elapsed."

**Clause 77 (New Addition for Clarification):**

"For the purposes of Clause 76 (a), the following periods shall be deemed to be one year, unless they are of less than six months' duration, in which case they shall be disregarded:

1. The period from the date of the formation of the organisation to the first AGM.
2. The period between the date of appointment of a director and the AGM that next follows.
3. The period between one AGM and the next.
4. If a director ceases to hold office but is reappointed to that office within a period of six months, they shall be deemed to have held office as a director continuously."

**Appendix 1**

**Special Resolution 2**

**New Addition to provide clarification and procedure for membership re-registration in order to maintain an accurate register of members**

New additional clause to be inserted after the present Clause 23

**Clause 24 -26 - Re-registration of members**

24. The board may, at any time, issue notices to the members (either in writing or by email) requiring them to confirm that they wish to remain as members of the company, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

25. If a member fails to provide confirmation to the board (in writing or by email) that they wish to remain as a member of the company before the expiry of the 28-day period referred to in article 24, the board may expel them from membership.

26. A notice under article 24 will not be valid unless it refers specifically to the consequences (under article 25) of failing to provide confirmation within the 28-day period.