



## Notice of Special Resolutions

### Special Resolution: Adapt to the Articles of Association

To alter and make amendments to the Articles of Stirlingshire Voluntary Enterprise Ltd (SVE) for the members to approve the following Amendments to the Articles of SVE

#### 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):**

- (a) 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.
- (b) Each director shall hold office for a term of three years, after which they must retire at the immediately following AGM.
- (c) 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.
- (d) 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:

- a) The period from the date of the formation of the organisation to the first AGM.

- b) The period between the date of appointment of a director and the AGM that next follows.
- c) The period between one AGM and the next.
- d) 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."

## **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 -27 - 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.

#### **Next steps**

Upon the successful approval of these proposed amendments and clarify the process;

**Insertion of Amendments:** Once approved, the amendments to the Articles of Association will be formally inserted into the document.

**Numbering and Referencing:** Each approved amendment will be aligned with the present document with the appropriate reference numbers.

**Publication and Distribution:** The updated Articles of Association, complete with the approved amendments and the new clause numbers will be submitted to both Companies House and the Office of the Charity Regulator (OSCR) and published on our website [sventerprise.org.uk](http://sventerprise.org.uk)

If you have any questions or require further information about the proposed amendments or the process of incorporating them into the Articles of Association, please don't hesitate to contact us.