

FOLK CAMPS SOCIETY LTD

**Minutes of the Extraordinary General Meeting held on Sunday 19<sup>th</sup> June 2005, 12 noon at Newbold Rugby Club, Rugby.**

**1) Present and Apologies – as per circulated list.**

**2) Introduction to meeting by Pete Hendy – Chairman** EGM has been called because FCS has charitable status and the Charities Commission has suggested that organisations look at their Memorandum and Articles of Association and update them. We have discovered that we should have been updating them regularly and have therefore not been working strictly to these requirements. Therefore these resolutions are an attempt to bring them up to date and to the position that we thought we were in. We need 75% (of those available on the day) in favour of an amendment to carry it through. A working group comprising of Chris Butler, Mick Green, Sue Malleson, Pat Kiernan and Claire Mycock has compiled the revision of the resolutions.

**3) Introduction of resolutions by Chris Butler, on behalf of working group**

This is mainly a tidying up exercise because we need to put the resolutions to the Charities Commission: whilst they have been validly passed in the past, they simply weren't lodged. Those working on the resolutions will help Chris to explain where the resolutions have been tweaked and where there are additional resolutions. We are applying these to two separate documents: Memorandum (founding document) and then Articles of Association. Suggested voting on these first and then applying to Articles.

**4) Resolutions**

First four, relating to the *Memorandum* to be taken separately.

**Resolution 1 – introduction of sub-clause numbering**

Changing from double set of Roman numerals to one set with ordinary numbers for sub-clauses. Carried unan.

**Resolution 2 – Trade unions and political activity**

Carried unan.

**Resolution 3** different from others, basically clarification of **status of members**, particularly associate members. We need to define the liability of associate members – nominal liability of 1p. Updating 10/- liability of Governing membership to £10. An important tidying up exercise.. Carried unan.

**Resolution 4 – Winding up** minor amendment – wording has been changed to allow assets to be given to more than 1 object. and specific reference to EFDSS taken out. Carried Unan.

**Articles**

**Resolutions 5 & 7 numbering** of clauses should follow the original articles.

Clarification of number of days notice to be given – bringing into line with Companies Act. Bob Kiernan pointed out that wording doesn't allow for future changes of Companies Act. Carried unan.

**Resolution 6 - Name** of Organisation. voted for by most of members at AGM

Voting – 12 for, 1 against

**Resolution 8 – No of Members.** Change needed because we are approaching 250 members. Discussion about regulation of past members. Addition of clause re: non-voting members. Lose hyphen in 'un-limited' Carried unan.

**Resolution 9 - restrictions.** Reintroducing an amendment made about 20 years ago, changing requirement for members to also be EFDSS members – Charities Commission is not in favour of limitation of membership. Carried Unan.

**Resolution 10** Council will need to firm up rules for **Associate membership**. RMC – in addition to rule 7. Sue Malleson proposed amendment to remove word 'Associate'. Seconded by Pat Kiernan Carried unan.  
Resolution 10 – as amended. Carried unan

**Resolution 11**

Delete reference to EFDSS Carried unan.

**Resolution 12. General Meetings.** Sue Malleson clarified meaning of wording – same as original except for the election of the Chairman.

**Resolution 13. GM Quorum.** Currently 7 – need to think further about this in light of number of members. Unan. against.

**Resolutions 14 & 15** Re: **number of Council** and co-opted members. Carried unan.

**Resolution 16 Eligibility** Amendment proposed. Item C – delete word 'consecutive' Proposed and sec. Carried unan. Altered amendment to read camps and delete 'consecutive' Proposed RMC Sec. Sue Malleson. Resolution 16 as amended. Carried unan.

**Resolution 17 – Removal.** As before with addition of H). Carried unan.

**Resolutiond 18 and 19 - Council elections.** need to look at this in terms of numbers in future. Council need to look at this. AGM may need to decide it with a resolution. Discussion of this linked to resolution 14. Revisited 14

**PH proposed an amendment to Resolution 14** to change maximum number from twelve to nine. Voting: In favour -12 Against – 1. Amendment passed.

Resolution 14 As amended: In favour- 12 Against – 1. Council to revisit this to clarify wording.

**Return to Resolution 18.** Carried unan. **Resolution 19.** Carried unan.

**Resolution 20** Conflicts with Res. 22. 12- against, 1- abstention Needs to be revisited in next amendments

**Resolution 21 – Timescale** Carried unan.

**Resolution 22** new resolution **Proxy voting** – standard terminology SM has asked for tidying up of forms. Changing 'previous' to personal or proxy Carried unan. Pat Kiernan commented that people should avoid meddling with the Articles; resolutions should only be used for major amendments. We need an operating framework which would have to work within the Articles.

Chris Butler expressed his thanks to all those working with him on these revisions.

Close of meeting 1.40 pm