

Minutes of the Extraordinary General Meeting of The Whitchurch Waterway Trust at The Dodington Lodge Hotel, Dodington, Whitchurch SY13 1EN on Tuesday 12th November 2019

Present :

Alan Allman (Member)
Helen Brockman (Secretary)
John Burton (Member)
Chris Chambers (Trustee and Chair)
David Smith (Trustee)
Rod Squires (Member)
Bob Sumner (Trustee)
David Torrens (Trustee)
Keith Yarwood

Apologies for Absence

Peter Brown, Joan Crump, Brian Crump, Ray Hatton, Paul Radcliffe

Conversion to CIO – Background

The Secretary outlined the reason for the EGM, which was to be able to progress our application to the Charity Commission to convert The Whitchurch Waterway Trust (WWT) from a charitable company to a Charitable Incorporated Organisation (CIO), as resolved at the AGM in April 2019. On application to the Charity Commission to progress the conversion, it transpired that the Charity Commission regard the Trustee Benefits detailed in the CIO Constitution proposed at the AGM as a widening of Trustee Benefits compared with those detailed in our current Memorandum and Articles of Association and as such this is a Regulated Amendment. Although the Charity Commission gave their approval for this Regulated Amendment on 21st August 2019 (Ref. 1613796 Consent to Trustee Benefit Clause Change CRM:0001802), they will not accept a widening of Trustee benefits in the proposed CIO constitution until after conversion. To be able to progress the conversion, the Committee recommend Special Resolution 2019/3 Option B and anticipate proposing a resolution to include the widening of Trustee benefits at some point after the conversion, so that the Trust can have a more standard CIO constitution which makes what is and isn't permitted more explicit.

Special Resolution 2019/3 Option A

To adopt the widening of Trustee Benefits detailed under 6. Benefits and Payments to Charity Trustees and Connected Persons, 6(1)(a) to 6(1)(d) and 6(2)(a) to 6(2)(f) in the Proposed CIO Constitution as approved at the Annual General Meeting on 17th April 2019

Failed (For 0, Against 8, Abstentions 0)

Special Resolution 2019/3 Option B

To delete clause 6. Benefits and Payments to Charity Trustees and Connected Persons, references to clause 6 (4.4 and 5.3), and the definition of "connected persons" from clause 30 in the Proposed CIO Constitution as approved at the Annual General Meeting on 17th April 2019

Passed (For 8, Against 0, Abstentions 0)

Special Resolution 2019/4

To remove the words "or by proxy" from clause 11 (6) (b) of the proposed CIO Constitution (this was included in error as the Constitution does not provide for proxy voting)

Passed (For 8, Against 0, Abstentions 0)

The meeting closed at 2011.