

Report to the Annual General Meeting of Members

16th December 2020

Proposed amendments to the Articles of Association

1	Introduction
	Guide Bridge Theatre Ltd (GBT) is a private company limited by guarantee and was incorporated on the 30 th December 2009. It is a not for profit organization. As such it is governed by its articles of association (articles) as may be supplemented from time to time by rules and byelaws. The current articles are the original ones from the date of incorporation and the proposal the subject of this report is to make some minor changes to support the effective operation of GBT.
2	Current Articles
	These are dated 30 th December 2009 and can be viewed on the GBT website at www.gbtheatre.co.uk or alternatively copies can be supplied. Please contact secretary@gbtheatre.co.uk
3	Proposed amendments.
	The proposed amendments are set out in Appendix 1 together with the rationale for the proposed change. The revised Articles can be viewed at www.gbtheatre.co.uk or by contacting secretary@gbtheatre.co.uk
4	New Articles
	A copy of the amended Articles reflecting these changes in attached at Appendix 2
5	Statutory provisions
	To amend the Articles Members must pass a resolution agreeing the changes to be made. This must be by 'special resolution' – Section 283 Companies Act 2006. The notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution. A special resolution of the members of a company means a resolution passed by a majority of not less than 75% of the votes cast by those entitled to vote at the meeting, whether in person or by proxy. Within 15 days of the meeting GBT must submit to Companies House a copy of the special resolution and the amended articles (new articles)
6	Directors recommendation
	The Directors commend these changes to the meeting and seek a special resolution as

	set out in Appendix 3.														
7	Discussion and questions														
8	Voting on the Resolution														
<p>Resolution: THAT the articles of association shall be altered so as to take the form of the articles of association attached to this resolution in substitution for and to the exclusion of the articles of association dated 30th December 2009 previously registered with the Registrar of Companies.</p> <p>Proposed by:</p> <p>Seconded by:</p> <table border="1" data-bbox="263 788 1401 1019"> <tr> <td>Members Present at the meeting entitled to vote</td> <td></td> </tr> <tr> <td>Proxy votes received and valid</td> <td></td> </tr> <tr> <td>Total Members entitled to vote</td> <td></td> </tr> <tr> <td>75% =</td> <td></td> </tr> </table> <p>Requires a 75% vote in favour.</p> <table border="1" data-bbox="263 1126 957 1341"> <tr> <td>Votes in favour</td> <td></td> </tr> <tr> <td>Votes against</td> <td></td> </tr> <tr> <td>Abstentions</td> <td></td> </tr> </table> <p>Motion:</p> <p>Action:</p>		Members Present at the meeting entitled to vote		Proxy votes received and valid		Total Members entitled to vote		75% =		Votes in favour		Votes against		Abstentions	
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Proposed amendment to the Articles of Association

Art. No	Current text	Proposed text	Rationale
Defined terms	The defined terms are all in lower case, some of the terms have been altered to begin with a capital letter.	Articles Chairman Chairman of the meeting Director Member	Consistency across the document and to make it easier to read in relation to these specific terms.
6(3)	<u>Committees</u> Any management general committee will comprise of not less than 10 members who will be elected or re-elected at each annual general meeting of the Company in accordance with the Rules and Byelaws of the Company and who may or may not be directors of the Company.	Delete the clause.	There is no definition of management general committee in the Articles and deletion of the clause does not preclude the formation of any committee as this is permitted in Art 5. Deletion allows committees to be formed of any number.
12(1)	<u>Chairing of Directors' Meetings</u> The directors may appoint a director to chair their meetings	The Directors may appoint a Director to be designated as the chair of the Board of Directors.	Currently the provision is limited to appointing a person to merely chair meetings. This allows a Chair of Directors to be appointed for good governance.
19	<u>Part 3</u> <u>Members</u> <u>Becoming and ceasing to be a member</u> <u>Applications for membership</u> No person shall become a member of the company unless-	All matters pertaining to becoming and ceasing to be a member of the Company shall be contained in the Company's Membership Policy from time to time and as agreed by the Members at a General Meeting.	The provisions as drawn are restrictive and out of date in line with current practices and requirements. Currently the terms can only be changed by amending the articles so this is designed to take the membership policy outside of the articles

	<p>(a) That person has completed an application for membership in a form approved by the directors, and</p> <p>(b) The directors have approved the application.</p>		and into a policy which can be more flexibly changed by the Members.
20	<p><u>Termination of membership</u></p> <p>(1) A member may withdraw from membership of the company by giving notice to the company in writing.</p> <p>(2) Membership is not transferrable.</p> <p>(3) A person's membership terminates when that person dies or ceases to exist or whose conduct in the opinion of the Management General Committee to be improper.</p>		
22	<p><u>Quorum for general meetings</u></p> <p>No business other than the appointment of the chairman is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for any general meeting, including an annual general meeting shall be fifteen.</p>	No business other than the appointment of the Chairman is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for any general meeting, including an annual general meeting shall be ten.	This is to reflect membership trends and ensure quorate meetings.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

GUIDE BRIDGE THEATRE LTD (the Company)

Company Number 07114027

At a general meeting of the above company duly convened and held at

By way of a virtual meeting (Zoom)

On the Wednesday 16 December 2020

The following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the articles of association shall be altered so as to take the form of the articles of association attached to this resolution in substitution for and to the exclusion of the articles of association dated 30th December 2009 previously registered with the Registrar of Companies.

Signed:

Print Name:

Chairman

Date: