

Company number: 09186100

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of THE BUCKINGHAMSHIRE BRANCH OF THE CAMPAIGN TO PROTECT RURAL ENGLAND

**Notice of a General meeting to be held on 18 May 2021, to change the Articles to allow meetings to be held virtually, in addition to those allowed under the current Articles. The special resolution to be voted on is set out in detail below, together with the voting instructions.**

A copy of the amended Articles, assuming the resolution is passed is available on the website [www.cprebucks.org.uk](http://www.cprebucks.org.uk)

1 April 2021:

Under Chapter 2 of Part 13 of the Companies Act 2006, and in accordance with Article 17.1 of the Articles of Association the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

### **SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended by including the following new articles 16.3 to 16.5 and 18.4 to the current Articles of association

16.3 A general meeting may be held in person or remotely by electronic or other means and in determining attendance at a general meeting, it is immaterial whether any two or more members or their proxy attending it are in the same place as each other or all or some of the members are in different places to each other.

16.4 where a general meeting is held remotely and provided all members who wish to attend are given the opportunity through technological means to hear what is being discussed and are able to speak and be heard by all other members in attendance and are able to vote on matters put to the vote of the members, then such meeting shall be valid as if held in person at one location and the deemed location of the remote meeting shall be where the Chairperson is located.

16.5 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

18.4 For the purposes of determining whether a quorum is present at any general meeting all those who are present in person or by proxy shall be counted irrespective of whether the meeting is held in one location or remotely. The person appointed as proxy shall be deemed in attendance themselves (if a member) and for each person they hold a proxy for.

As part of the above changes, existing clause 16.3 will be transferred to become 15.2 as clause 15 deals with the topic of Annual General Meetings

16.3 The business to be transacted at an Annual General Meeting shall be the consideration of the accounts and the reports of the Executive Committee and of the Auditors (if any), the appointment of the Auditors (where necessary), and the election of Honorary Officers and members of the Executive Committee.

### **Voting Methods**

1. You may indicate whether you agree or disagree with this proposal by one of the following methods

**By Email to [office@cprebucks.org.uk](mailto:office@cprebucks.org.uk) – Subject Special Resolution April 2021 – Change in articles.**

Please state whether you agree or disagree.

**Post** – same detail as the email to be returned to Paula Buck at 14, The Spiert, Stone, Bucks HP17 8NJ

**Log on to the Survey Monkey link below** , responding to the question in accordance with your preference

<https://www.surveymonkey.co.uk/r/BJNRVRW>