

The ME Association

**Minutes of an EGM held at Apollo Office Court, Gawcott, at 2pm on
Tuesday 19th November 2013**

PRESENT

Trustees:

In attendance:

1. Welcome

thanked everyone for their attendance and opened the meeting.

2. Apologies

3. Changes to the Articles of Association

Trustees proposed two changes to the Articles of Association.

Special resolution to be put to the members of the Myalgic Encephalopathy Association Limited at an Extraordinary Meeting of the company

That The Myalgic Encephalopathy Association Limited (The Company) adopts changes to the Articles of Association (The Articles) of The Company. The Articles, in addition to the general law, govern how The Company is run. Previously the law required that a Company had both a Memorandum (which stated the objects of The Company amongst other items) and Articles of Association. The law has now changed and only Articles of Association are needed.

Since the present Memorandum and Articles were adopted by The Company, there have been substantial changes made by the Companies Act 2006 and the Charity Act 2011 to the law regarding how a company and charity may operate. The Companies Act provides for a new model form of Articles for Companies. In addition, the Board of Trustees (The Board) of The Company

believes that there are some specific amendments which The Board believe will benefit The Company.

The Company proposes that, with effect from the passing of this resolution by the members of The Company, the form of Articles attached to this Special Resolution be adopted in substitution for, and to the exclusion of, the existing Memorandum and Articles.

Substantive changes to clauses 24 & 28

It is proposed that The Company adopts the following specific changes to previous Articles of Association:

Retirement of Directors by Rotation

24 Every two years at the annual general meeting for that year one-third of the currently elected Board of directors who are subject to retirement by rotation shall retire but all are eligible for re-election. Those longest in office since election shall retire first. In the case of an equal period of service, in default of agreement between the members, those to be retired shall be selected by lot. If their number is not a multiple of three the number nearest to one-third shall retire from office

Allowed payments

28 The company may pay: –

- a Reasonable and proper payment to any officer or servant or director of the company for any services to the company. For the purpose of clarity no payment may be made for the normal duties of a charitable trustee. Payment for services to a director may only be made where: –
 - 1) there is a written agreement between the charity and the person who is to be paid
 - 2) the agreement sets out the exact or maximum amount to be paid
 - 3) the director concerned may not take part in decisions made by the Board of directors about the making of the agreement, or about the acceptability of the service provided
 - 4) the payment is reasonable in relation to the service to be provided
 - 5) the directors are satisfied that the payment is in the best interests of the company
 - 6) the Board of directors follows the 'duty of care' set out in the 2000 Charity Act
 - 7) the total number of directors who are either receiving payment or who are connected to someone receiving payment are in a minority
- b Reasonable out-of-pocket expenses to any member of the Board of directors;

- c Any premium in respect of any indemnity insurance to cover the liability of the Board of directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company; provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of the company knew to be a breach of trust or breach of duty or which was committed by the Board of directors in reckless

reported that the results of the postal votes in respect of these changes were:

Votes received: 304

Votes in favour of both changes: 271

Votes in favour of changes to clause 24 only: 12

Votes in favour of changes to clause 29 only: 4

Votes against making any changes: 1

Abstentions: 8

Spoilt papers: 2

The proposal to make both changes was therefore carried.

There being no other business, declared the closure of the EGM at 2.15pm

Signed

Date 18 Nov 2014