



18/10/2023

## Hastings Commons Community Land Trust - Annual General Meeting 1 November 2023

### Notices of resolutions, decisions and appointment

At the AGM we wish to put a number of resolutions and decisions to the members vote as is provided for in clause 66, 67 and 122 of the Rules of Hastings Commons CLT. So that you have time to consider these or vote in advance if you cannot attend, we have set these out below.

Please note that the resolutions relating to proposed amendments to the Rules of Hastings Commons CLT are extraordinary resolutions (as set out in clauses 66 and 67 of the Rules) and will require a majority of 75% of votes cast at the AGM.

For the ordinary resolutions / decisions to pass at least 51% of the members present have voted in favour.

These are noted below.

If you plan to vote in advance, please email [sarahking@hastingscommons.com](mailto:sarahking@hastingscommons.com) and indicate 'yes' or 'no' to each resolution below quoting the resolution number listed below.



No.	Proposed resolution on which we seek member votes	Reason for proposal	Current Clause (if applicable)
1	The members agree that the draft minutes of the AGM held on 14 September 2022 are an accurate record of the meeting at resolutions passed by the members. Carried with 51% of votes.	Required for approval by members every year.	N/A
2	The members of Hastings Commons agree to approve the Hastings Commons CLT Accounts and Trustees' Report 2023 and ask the secretary to duly file those accounts with the Financial Conduct Authority (FCA). Carried with 51% of votes.	Required for approval by members every year.	N/A
3	The members of Hastings Commons resolve that the board of directors should appoint Third Sector Accountants to act as the auditors of Hastings Commons CLT for the financial year ending. Carried with 51% of votes.	Required for approval every year.	N/A
4	<p>The members of Hastings Commons resolve that Rule 73 to be rescinded and replaced as follows:</p> <p><i>“The Board of Directors shall be elected by and from the Society’s Members. The maximum number of Directors serving on the Board shall be determined by a general meeting of the Society from time to time. The election of Directors shall be conducted according to the following process:</i></p> <p><i>a) All candidates shall demonstrate, prior to full appointment as Directors, that:</i></p> <p><i>(i) they have attended a minimum of two duly called and scheduled Board meetings within a nine-month period; and</i></p> <p><i>(ii) the Board have resolved, by a 75% majority of those present and voting, that the Board is supportive of their appointment (together, “the Threshold Criteria”).</i></p> <p><i>b) Where any candidate has already met the Threshold Criteria and stands for election to the Board at a general meeting of the Society, then if the Members resolve that they should be appointed as a Director then they shall be so appointed.</i></p> <p><i>c) Where any candidate has not met the Threshold Criteria and stands for election to the Board at a general meeting of the Society, then if the Members resolve that they should be appointed as a Director their appointment shall be conditional on their meeting the Threshold Criteria in the period immediately following the general meeting.</i></p> <p><i>d) If at the end of the nine months following the general meeting they have not met the Threshold Criteria they will immediately cease to be a Director, and the Board may fill any vacancy arising under Rule 76.”</i></p> <p>Extraordinary resolution carried with 75% of votes.</p>	<p>The purpose of the proposed changes is to allow a as wide range as possible of individuals to be members of the board; to provide a pathway to learn about the work of the board and the role and demonstrate ability to commit before the position is confirmed.</p>	<p>73. The Board of Directors shall be elected by and from the Society’s Members. The maximum number of Directors serving on the Board shall be determined by a general meeting of the Society from time to time.</p>



No.	Proposed resolution on which we seek member votes	Reason for proposal	Current Clause (if applicable)
5	<p>The members of Hastings Commons resolve that Rule 101 to be amended by the deletion of point (e) and addition of the following wording:</p> <p><i>“e) Where authorised by the court or the Act; or</i></p> <p><i>f) Where the Board acting reasonably deem loss of earnings would prevent a Director from acting as such and it is in the Society’s best interests to do so, by payment of an allowance during each week that such Director is actively engaged in the Society’s affairs, payment by way of fees or other benefit in money’s worth not to exceed £2,000 per year or such other limit as may be agreed by the Members in general meeting, always provided that less than half of the Directors may be paid such allowance in any given financial year.”</i></p> <p>Extraordinary resolution carried with 75% of votes.</p>	<p>The purpose of the proposed change is to remove financial barriers to becoming involved for those who are not in a position to commit their time for free.</p>	<p>101. A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society, except:</p> <p>(a) As permitted under the rule entitled ‘Payment for supply of goods and/or services’ in these Rules;</p> <p>(b) Reimbursement of reasonable out of pocket expenses actually incurred in running the Society</p> <p>(c) The benefit of indemnity insurance as permitted by the Charities Act;</p> <p>(d) An indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings); and</p> <p>(e) Where authorised by the court or the Act.</p>
6	<p>The members of Hastings Commons resolve that if the resolution under agenda item 7 above is approved by the Members of the Society at the meeting, the Secretary be authorised to:</p> <ul style="list-style-type: none"> <li>● submit the revised rules to the Financial Conduct Authority;</li> <li>● agree in consultation with the Board any minor changes required by the Financial Conduct Authority to the submitted rules in order to achieve registration.</li> </ul> <p>Extraordinary resolution carried with 75% of votes.</p>	<p>We are asking the members to vote on the following ordinary resolution in case minor changes are required by the FCA (who will need to approve the amendments to the Rules) so that they can be accepted (if the members vote in favour of the two above resolutions)</p>	<p>N/A</p>
7	<p>The members of Hastings Commons agree that in accordance with clause 73 (whether or not amended) the maximum number of Directors serving on the board will not exceed nine members. Carried with 51% of votes.</p>	<p>To ensure that the board remains a size that allows for effective decision making.</p>	<p>N/A - clause 73 states: The “maximum number of Directors serving on the Board shall be determined by a general meeting of the Society from time to time”.</p>



No.	Proposed resolution on which we seek member votes	Reason for proposal	Current Clause (if applicable)
8	<p>The members of Hastings Commons confirm their support for appointment to the board of trustees of the following candidates standing for election (a profile of each candidate is available on our website under AGM 2023):</p> <ul style="list-style-type: none"><li>• Jenni Carbins</li><li>• Steve Peak</li><li>• Simon Bassey</li><li>• Richard Butchins</li></ul> <p>For you information only the following trustees are standing down at the AGM in accordance with clause 74 of the Rules and are not seeking re-appointment:</p> <ul style="list-style-type: none"><li>• Darren French</li><li>• Lloyd Shackelford</li></ul>	To elect new members and accept resignations	N/A