

Special Resolutions 4) and 5) to change Articles of Association of Finderne Development Trust

To be discussed at FDT AGM to be held 9th November 2021.

The Finderne Development Trust (FDT) is a membership organisation, and its Articles of Association must reflect the openness of this status.

Currently Article 28 reads

“The directors shall consider each application for membership at the first directors’ meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application”.

This article allows the Directors of the Board to refuse membership to the FDT to an applicant for reasons other than the eligibility requirements stated in Article 17.

Resolution 4)

It is proposed that the wording of Article 28 is changed to

“The company will confirm to the applicant that their name has been added to the register of members within 21 days of an application, and any associated eligibility check against Article 17, being received by the company.”

It is important that the Articles contain some provision for the expulsion of members who have acted against the interests of the Trust. Whilst this provision is implicit in the current wording of Article 37, namely

“Any individual or organisation may be expelled from membership by special resolution (See article 50), providing the following procedures have been observed: -

- (a) at least 21 days’ notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion*
- (b) the member concerned (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.”*

Resolution 5)

It is further proposed to change the wording of Article 37 to makes its intent more explicit. The revised wording will be

Any individual or organisation, who have been deemed by the Board of Directors to have acted against the objects and activities of the company may be expelled from membership by special resolution (see article 50), providing the following procedures have been observed: -

- (a) at least 21 days’ notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion*
- (b) the member concerned (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.”*