

Tewkesbury Medieval Festival

Notice of a Meeting

You are invited to the Annual General meeting of Tewkesbury Medieval Festival, which will be held in the Bell Hotel, Church Street, Tewkesbury, on Friday 16th October 2009, commencing at 7.30pm

One third of the directors are required to retire annually, in rotation. The proposal for managing this process was agreed. However, any member who is not a director may put their name forward for consideration. Names must be received, by post or email, by noon on Friday 16th.

AGENDA

- 1 Apologies for Absence
- 2 Minutes of 2008 AGM.
- 3 Chairman's report
- 4 Treasurer's report
- 5 Resignation of directors and appointment of new directors (see appended, paper 1)
- 6 Resolution to amend the Articles of Association (see attached paper 2)
- 7 Resolution to amend the rules (see attached paper 3)
- 8 Resolution to invite Tewkesbury Town Council, Tewkesbury Borough Council and Tewkesbury Chamber of Commerce to become group members of the company.
- 9 List of members
- 10 Any Other Business

Steve Goodchild
Company Secretary



Tewkesbury Medieval Festival

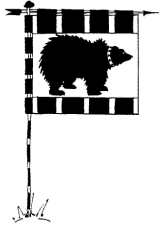
Annual General Meeting Paper 1

Article 29 of the Articles of Association says:

At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

- 1. the maximum number of directors is fixed at twelve*
- 2. the three current directors are put forward for re-election according to the timetable below, as approved at the 2005 AGM and updated to reflect resignations and elections.*
- 3. If there are no other nominations, and hence no election, the vacant positions may be filled by co-option.*

		2009	2010	2011	2012	2013
1	Angie Pope			X		
2	Gary Essex	X			X	
3	Gill Goodchild	X			X	
4	Anton Wylam			X		
5	Martin Smythe		X			X
6	Peggy Clatworthy		X			X
7	Penelope Tubbs		X			X
8	Rose Hardwick				X	
9	Steve Goodchild	X			X	
10	Pauline Woodend			X		
11						
12						



Tewkesbury Medieval Festival

Annual General Meeting Paper 2

The Articles of Association were amended at the 2008 Annual general Meeting, to exclude references to 'the Charity' and 'Trustee'. Two clauses were not amended. These are:

Annual Report.

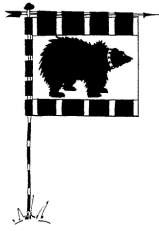
55. The directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return.

56. The directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

As charitable status was not achieved, there is no obligation to the Charities Commission, and no similar requirement is set out in the model articles of association published by Companies House for companies limited by guarantee.

It is therefore RESOLVED that clauses 55 and 56 are deleted from the Articles of Association.



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Annual General Meeting Paper 3

The Articles of Association have a clause on Company Rules:

Rules

62. (1). *The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:*

- (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;*
- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;*
- (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;*
- (iv) the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the articles;*
- (v) generally, all such matters as are commonly the subject matter of company rules.*

(2). The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

This specifically allows for the admission of organisations to membership, though the rules do not allow for this at present. The Directors have approved a proposal to admit organisations as members, and seek the agreement of members to a change in the rules to achieve this.

It is RESOLVED that the rules relating to membership be amended as below to create a class of 'Group Membership'. The changes are shown in italics.

2 Membership

- 2.1 *Individual Membership will be by the purchase of one share, with a value of £1. Membership is by invitation and all applications must be approved at a meeting of Directors.*
- 2.2 *Group membership will be open to incorporated bodies by invitation, subject to the approval of the membership voting at a General meeting. Group members will be invited to appoint one person to attend meetings, with a deputy. Group members may be proposed by any member but must have a connection with Tewkesbury, medieval re-enactment or the Medieval Festival.*
- 2.3 *If an individual member decides to leave the Company, then their share will be surrendered and the £1 value refunded*
- 2.4 *If a resolution is passed by 75% of the membership at a General meeting to withdraw membership from a named individual, then their share must be surrendered, and the value refunded. There will be a right of appeal to the directors, meeting in private with the appellant, and if by a unanimous vote the directors agree the appeal, then the matter will be returned to a general meeting for a final review of the decision*

