



## Minutes of Support Staffordshire Annual General Meeting

Charity Number: 8967045

Thursday 21 March 2024 | 2pm

Via Microsoft Teams

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### Voting Members present:

Siobhan Hayes	Dyslexia Association Staffordshire
Alison Holmes	Staffordshire Girl Guiding
Jon King	Mount Road Practice PPG
John Wilson	Rotary Club of Rugeley
Jill Norman	Staffordshire Moorlands Athletic Club
Ian North	East Staffordshire Family Support
John Edwards	SDAC
Phil Pusey	SCVYS
Martin Peake	Individual Member
Sharon Rose	The Sharon Rose Author Project
Lisa Healings	VAST
Samantha Miles	YESS
Phil Pusey	Burton Albion Community Trust
Jayne Ison	Walsall Operatic Society
Emma Paxton	Little Aston Village Hall
Jan Wilson	Individual Member
Elaine Day	Individual Member
Jill Norman	Grow Moorlands
Sharon Jagger	Friends of Hednesford – Community Volunteers
Ian North	

### Guests in attendance:

Benn Minshall	Loggerheads Parish Council
Robin Wiles	Newcastle Borough Council
Jacqueline Small	MPUFT

### Support Staffordshire Staff:

Elaine Denney  
Garry Jones  
Verity Hilton  
Debbie Wellecomme  
Katie Hughes  
Sandra Payne  
George Bevan

### Apologies

Andy Collins	Borderland Voices
Sue Garb	Burton YFC
Catherine Dole	Cheadle Arts
Simmy Akhtar	Individual Member



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Agenda Item	Discussion and Decisions
1.	<b>Welcome and Introductions</b>
	Jan Wilson (Chair) welcomed everyone to the 2024 AGM.
2.	<b>Apologies</b>
	Apologies were given as above.
3.	<b>Identification of Voting Members</b>
	Voting members were asked to remain on camera and vote with their hands. Non-voting members were asked to go camera off.
4.	<b>Declarations of Interests</b>
	No declarations were made.
5.	<b>Trustees Annual Report and Accounts</b>
	<p>The 2022-2023 annual report and accounts have been made available to members in advance of the meeting on the website or in hard copy by request.</p> <p>There were no questions.</p> <p>Members duly noted the Annual Report and Accounts.</p>
6.	<b>Election of Trustees</b>
	<p>Existing trustees were nominated by Rowan Crozier on behalf of the current Board of Trustees as below. They were re-elected unanimously.</p> <ul style="list-style-type: none"> <li>• Elaine Day</li> <li>• Ian North</li> <li>• Jan Wilson</li> <li>• Jon Everett</li> <li>• Martin Peake</li> </ul> <p>Appointed trustee, Emily Hou stood for a first three year term, nominated by Rowan Crozier on behalf of the current Board of Trustees. They were elected unanimously.</p> <p>Jan thanked outgoing trustee Christine Thomas for her 8 years' service. Jan thanked al trustee for their service during the year.</p>



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<b>7.</b>	<b>Special Resolutions</b>
	<p>i. A Special Resolution to adopt updated Articles concerning the election of honorary officers by replacing Article 27(3) and adopting Article 27(6) as set out at Appendix A was proposed by the Board of Trustees.</p> <p>The resolution was approved by at least a two thirds majority.</p> <p>ii. A Special Resolution to adopt the update Articles 31-33 concerning the Membership of the Charity as set out at Appendix A was proposed by the Board of Trustees.</p> <p>The resolution was approved by at least a two thirds majority.</p>
<b>8.</b>	<b>Ordinary Resolutions</b>
	<p>An ordinary resolution that the election of Jan Wilson as Chair of the Board of Support Staffordshire be authorised for a 10<sup>th</sup>, 11<sup>th</sup> and 12<sup>th</sup> term as required, was proposed by the Board of Trustees.</p> <p>The resolution was approved by at least a two thirds majority.</p>
<b>9.</b>	<b>Member Resolutions</b>
	There were no member resolutions.
<b>10.</b>	<b>Close of AGM business</b>
	<p>Jan closed by thanking partners in other organisations, Support Staffordshire staff and volunteers; and member organisations.</p> <p>Jan closed formal AGM business and handed over to Garry for a presentation and to introduce guest speaker Jackie Small from MPFT.</p>



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### Appendix A: Special Resolutions

- i. To replace Article 27(3) and adopt Article 27(6) concerning the election of honorary officers as follows:
  - 27(3) Honorary Officers shall serve until the start of the first meeting of the Trustees following the next Annual General Meeting, unless they have retired at the annual general meeting. Honorary Officers may usually stand for re-election up to a maximum of nine terms of office, notwithstanding clause 27(6), after which they must stand down for at least one year. Honorary Officer roles shall be automatically revoked if a person ceases to be a Trustee.
  - 27(6) Where the Board supports, by majority vote, the election of an ongoing trustee to an honorary officer position beyond nine terms, they may put this to a general meeting of Members for approval by a simple majority. A general meeting may approve up to 3 further terms of office only, but may do so via one or more meetings according to the Board's proposal.
- ii. To replace and where necessary to adopt Articles 31-33 and all sub-clauses concerning the Membership of the Charity as follows:

#### Members

- 31(1) Full Membership is open to individuals ("Individual Members") and to Voluntary, Community and Social Enterprise Organisations ("General Members") who:
  - (a) apply to the Charity in the form required by the Trustees; and
  - (b) are approved by the Trusteesprovided that at no time shall the number of Individual Members exceed one-quarter of the number of General Members.
- 31(2)(a) The Trustees may refuse an application for membership if, acting reasonably and properly, in accordance with membership criteria and the member code of conduct, or for any other relevant reason, they consider it to be in the best interests of the Charity to refuse the application.
- 31(2)(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 31(2)(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 31(3) Membership is not transferable to anyone else.



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- 31(4)(a) The Trustees may create honorary forms of membership in order to recognise significant relationships with a significant body of service users, where they deem it is in the best interests of the charity to do so.
- 31(4)(b) Honorary forms of membership have the right to attend and to speak at general meetings, but otherwise hold no other constitutional rights or powers. They may not vote and they may not contribute or be included for quoracy or any other administrative purposes.
- 31(4)(c) The Trustees may delegate the approval process for honorary forms of membership as they deem appropriate.
- 31(5) The Trustees must keep a register of names and contact details of the members in a suitable format.
- 31(6) The Trustees may not otherwise alter the constitutional rights attached to members unless three-quarters of all the members entitled to vote either consent to the amendment in writing or pass a special resolution in a general meeting agreeing to the variation.

### Criteria, Code of Conduct and Service Classes for Membership

- 32(1) The Trustees may establish criteria for membership applications and retention, covering member purpose, geographic coverage, legal status, profit or not for profit status, constitutional or governance arrangements, policy arrangements; and any other criteria deemed relevant by Trustees.
- 32(2) The Trustees may establish a code of conduct for membership applications and retention, covering generally agreed standards in public life, compliance with members' own governance, our own organisational values or other behaviours deemed appropriate by Trustees.
- 32(3) The Trustees may establish service classes for membership applications and retention, covering services, products, benefits, entitlements, fees and payments.

### Termination of Membership

- 33(1) Membership is terminated automatically if the member dies, or an organisation ceases to exist
- 33(2) Membership is terminated automatically upon receipt of a valid resignation, received in writing from the governing body of the member organisation or individual member, unless after the resignation, there would be less than two members.
- 33(3) The Trustees may resolve to terminate Full Membership by a simple resolution of trustees where an existing member ceases to meet membership criteria. There shall be no right to appeal such termination.



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- 33(4) The Trustees may resolve to terminate Full Membership by a simple resolution of trustees where an existing member shows disregard for the member code of conduct. Such a resolution to terminate membership must be notified to that member at least seven days prior to the meeting at which the resolution will be proposed, giving the reasons why it is to be proposed. The member or a notified representative must be permitted to make representations to the meeting. There shall be no further right to appeal such termination.
- 33(5)(a) Membership is terminated automatically if any sum due from the member to the Charity, that is linked to their service class, 32(3), is not paid in full within three months of it falling due. There shall be no right to appeal such termination.
- 33(5)(b) The Trustees may resolve to terminate membership if any other sum due from the member to the Charity, is not paid in full within three months of it falling due. There shall be no right to appeal such termination.
- 33(6) The Trustees may delegate the process for termination or lapsing of honorary forms of membership as they deem appropriate. There shall be no right to appeal such termination.
- 33(7) Members may be removed from membership by a special resolution of the Charity voting in a general meeting that it is in the best interests of the Charity that the membership is terminated. Such a resolution to terminate membership must be notified to that member at least twenty-one days prior to the meeting at which the resolution will be proposed, giving the reasons why it is to be proposed. The member or a notified representative must be permitted to make representations to the meeting. There shall be no further right to appeal such termination.