

## Extraordinary General Meeting

19 February 2019

6.00pm Woodend, The Crescent, Scarborough



RAINCLIFFE  
WOOD  
COMMUNITY  
ENTERPRISE

### MINUTES

**Directors present:** Robert Sword (Chair), Dave Evans, Karl Gerhardsen, Ian Horton, Cllr Andrew Jenkinson, Robert Peacock, Stephen Parker, James Risker Julie Stewart, Cllr Mark Vesey

**Apologies:** Simon Marrington

**Members present:** Suzanne Carr (proxy), Angela Doherty, Christine Evans (proxy), Chris Hall (proxy), Asher Haynes, Darren Newland, Donald Norman, Geraldine O'Brien-Mead (proxy), Sunni Parker (proxy), Jane Peacock (proxy), Martin Sterling, John Senior, Adam Tildsley (proxy), Ruby Tildsley (proxy), Will Watts (proxy).

**Notes:** Angela Doherty

#### **1. Welcome and Introduction**

Robert Sword, Chair, welcomed the membership and introduced the format and procedures for the meeting. He explained this was an extraordinary general meeting to seek approval for a change of organisation structure for RWCE to a Community Interest Company (CIC).

#### **2. Community Interest Company – background information**

At the AGM in 2018 members had been informed that the Board were considering changing the organisational structure of RWCE to a CIC to enable it to access more funding streams. Since that time different structure options have been considered – information on which has been available to members on the website. On balance, the Board considered the conversion to a CIC to be the best way forward for RWCE. The proposed new Articles (which are based on the model articles for a CIC) together with the summary document of the benefits of being a CIC have also been available to members on website.

JS gave a verbal summary of this information at the meeting and members were invited to ask any questions/seek clarification on any points which were not clear. As there were no questions raised the Chair asked the meeting to consider the resolutions as detailed below.

#### **3. To consider, and if thought fit, approve Special Resolution 1: Change the name of the company to Raincliffe Wood Community Enterprise C.I.C.**

For the record the Chair confirmed that 9 proxy votes had been received in favour of this resolution. The resolution to change the name of the company to Raincliffe Wood Community Enterprise C.I.C. was **APPROVED** with no abstentions and no votes against.

#### **4. To consider, and if thought fit, approve Special Resolution 2: Convert Raincliffe Wood Community Enterprise from a Company Limited by Guarantee to a Community Interest Company.**

For the record the Chair confirmed that 9 proxy votes had been received in favour of this resolution. The resolution to convert Raincliffe Wood Community Enterprise from a Company Limited by Guarantee to a Community Interest Company was **APPROVED** with no abstentions and no votes against.

#### **5. To consider, and if thought fit, approve Special Resolution 3: Approve the new Articles of Association to comply with the requirements in connection with becoming a Community Interest Company**

For the record the Chair confirmed that 9 proxy votes had been received in favour of this resolution. The resolution to approve the new Articles of Association to comply with the requirements in connection with becoming a Community Interest was **APPROVED** with no abstentions and no votes against.

The formal meeting ended at 6.20pm.

*RWCE EGM Minutes 19 February 2019*