

COMPANIES ACT 2006

**SPECIAL ~~ORDINARY~~ RESOLUTION**

Company Number: **2368562**

Company Name: **The Public Law Project**

On the 3<sup>rd</sup> day of December 2018 the following special resolution was agreed and passed by the members:

To make changes to our Memorandum of Association and to our Articles of Association as set out in the Proposed Amendments document and minutes of the meeting held on 3<sup>rd</sup> December 2018.

Please see the following enclosures:

- Minutes of meeting held on 3<sup>rd</sup> December 2018 – signed
- Proposed Amendments
- Amended Memorandum of Association and Articles of Association – signed

Signed:



CHRISTOPHER IGOE  
PRACTICE MANAGER.

SATURDAY



A28

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22/12/2018

#379

COMPANIES HOUSE

Minute - Annual General Meeting of The Public Law Project		
Time: 5pm	Date: Monday 3 December 2018	Location: Blackstone Chambers

**1. Attendance and apologies**

Attendees	Trustees: James Darbyshire (JD), Angela Hogan (AH), Ruthann Hughes (RH), Savita Narain (meeting chair) (SV), Bryan Nott (BN) Staff: Jo Hickman (JH), Alison Pickup (AP), Chris Igoe (minuting) (CI).
Apologies	Trustees: Ben Jaffey (BJ), Fiona McGhie (FG), Hollie Whyman (HW).

**2. Conflicts of interest**

**Declarations**

No new declarations of conflicts of interest.

**3. Review of Minutes of the last Annual General Meeting**

The board approved the minutes of the 07 November 2017 Annual General Meeting.

**4. Formally approve Trustees and Auditors reports and PLP accounts for 2017-18 (noting that the Articles reserve this business to the AGM).**

The accounts were formally approved.

**5. Appoint the auditors for the 2018-19.**

Director provided an update on quotes sought and received from relevant audit companies including Sayer Vincent, the negotiation process and the good relationship with auditors.

Sayer Vincent appointed as PLP auditors for 2018-19.

**6. Consider, and if the members think fit, approve a Special Resolution to amend PLPs Articles of Association:**

a) As set out in the annex to this notice. This replicates the changes that were agreed in principle in November 2015 but were not formally notified to the Charity Commission or to Companies House at that time; and

b) To replace references to "Committee" with "Board".

SV proposed, JD seconded. Special Resolution(s) approved unanimously.

CI to file Special Resolution with Companies House and Charity Commission.

*SV*

SATURDAY

A07

\*A7KE7ZU3\*  
08/12/2018  
COMPANIES HOUSE

#286

**7. To elect and/or re-elect all members to the Board.**

**SV spoke to the process for elections.**

**AH expressed her decision to stand down as trustee owing to work commitments. Agreed that AH would stand for re-election and resign in the new year when replacement trustees were recruited.**

**BJ, SN, JD, FM, AH, RH BN all opted to stand and were duly re-elected.**

**8. Any Other Business**

**No Any Other Business had been notified nor raised at meeting.**

**Proposed Amendments to PLP's Articles of Association**

*[General note: I have not done a complete rewrite – the purpose is to modernise without starting from scratch.]*

**2 REPLACE WITH**

The Members of the Project and its charitable trustees shall be the Committee from time to time.

*[Explanation: to make the Committee the trustees and the Company's members – this ensures that the trustees are the Company directors, the trustees, and form the 'Committee']*

**3.2 DELETE reference to subscription**

*[Removes membership fees]*

**8.2 REPLACE WITH**

Committee members shall be appointed following an interview. The panel shall include at least one employee of PLP and at least one existing Committee member. Paid employees of the Project may not be Committee members.

*[Duty to hold interviews to appoint, and to ensure staff involvement in selection of Committee]*

**9.1-9.2 REPLACE WITH**

Committee members shall be appointed for a term of 3 years. Existing Committee member shall be eligible for re-appointment by the Committee.

*[Term limits]*

**12.1 AMEND TO**

The Committee shall act as the Project's charitable trustees and exercise oversight over the Project's business...

*[As 2 above]*

**12.3 AMEND TO**

The Committee may delegate decision making authority to the Project's staff and may delegate any of its powers...

*[Express power to delegate to staff, reflecting that day to day management can and should be delegated]*

**13 .1 AMEND TO**

The Committee shall elect a Chairperson, Secretary, Treasurer and such officers as it thinks fit. The posts may be held for a term of 3 years, but may be re-appointed save that the Chairperson may only be reappointed once.

*[Term limits]*

13.1 ADD

- reaches his or her term limit under Article 13.1

*[Term limits]*