



(1) To amend the Articles of Association as follows:

Paragraph 3a should read as follows

“Those eligible for membership of the Company shall consist of the subscribers to the Memorandum of Association and individuals who have attained the age of 18

And Are

- (1) People who live or work, or who have interests within the Community of the Rhondda, Cynon and Taff Ely.

And

- (2) People who have volunteered for the Arts Factory for 1 year

And

- (3) The provisions of Section 352 and 353 of the Act as regards to the Register of Members shall be observed by the Company, and every member shall sign and Application and Consent to becoming a member.
- (4) The number of members with which the Company proposes to register is 100 but the Company may, from time to time, register and increase.

Paragraph 3b – Admission Procedure

The Directors

- (1) May require applications for membership to be made in a reasonable way that they decide;
- (2) [shall, if they approve an application for membership, notify the applicant of their decision within [21 days]
- (3) may refuse an application for membership if they believe it is in the best interests of the Arts Factory for them to do so;
- (4) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (5) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application shall be final.

(3c) Transfer of Membership

an Membership of the Arts Factory cannot be transferred to anyone else [except in the case of individual or corporate body representing an organization which is not incorporated, whose membership may be transferred by the unincorporated organization to a new representative. Such transfer of membership does not take effect until the Arts Factory has received written notification of the transfer].

(3d) Duty of members

(2) There should be inserted in paragraph 3d

(1) The Directors decide that it is in the best interests of the Arts Factory that the member in question should be removed from membership and pass a resolution to that effect.

(2) Before the charity trustees take any decision to remove someone from membership of the Arts Factory they must.

(a) inform the member of the reasons why it is proposed to remove him, her or it from membership,

(b) give the member at least 21 days clear notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership.

(c) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership.

(d) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(3) paragraph 22 is amended to read as follows:

New members need to apply to the board when a vacancy arises or the Directors require the approval of 5% of the Board of Directors, no person maybe a member of the management committee if he/she has been a member in two or more similar local community organization which has gone into receivership or liquidation unless there is a unanimous vote of approval of the full board of Directors.

(4) Paragraph 41 is amended as follows:

The Directors may be paid reasonable travelling, hotel, and other expenses properly incurred by them in connection with the attendance at meetings or directors, or committees of directors, and general meetings, or in connection with the discharge of their duties. Any expenses must be approved by the board.

Minutes of Board Approval via email – 15th June 2018

The Board of Directors, Michael Bryan, Shian Pope, Allison Evans and Barry Triggs have all agreed by written emails dated today's date that they are happy to agree to the changes to the Articles of Association of Arts Factory in line with Charitable Registration.

Copies of emails filed with these Minutes.

Next Board Meeting 25th June 2018.