

# Consortium of Voluntary Adoption Agencies UK Limited (CVAA) Company number 05275491 Charity number 1108318 EGM 2<sup>nd</sup> March 2021

## Resolution to make changes to the Articles of Association for the Consortium of Voluntary Adoption Agencies UK Ltd

### 1. Introduction

The Governance Review undertaken early in 2020 identified that the CVAA Governing documents were somewhat out of date and did not reflect the more recent updates to charity and company law: the Charity Act 2011 and Company Act 2006. Trustees agreed to take legal advice in order to properly update the documents and enable a number of other minor changes to the way the Board operated, including ensuring the facility to co-opt additional trustees between AGMs.

Advice was taken from Wrigley's, and experienced and well regarded firm of charity solicitors who have advised on the amendments set out in track changes on the document at Appendix 1. The rationale for these changes is set out below.

### 2. Rationale for changes by clause

#### Articles of Association

**Clause 1.** These updates are to both update interpretation for the Company Act 2006 and indicate that the Charity Act 2011 interpretations take precedence.

**30(1).** This gives protection against decision being not valid when there may a discrepancy in the appointment of one of the directors.

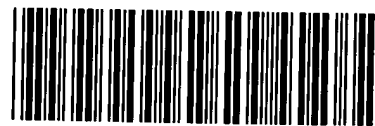
**31(7).** Provides the change we asked for which means if an elected trustee leaves their employing VAA they have to step down from the CVAA Board.

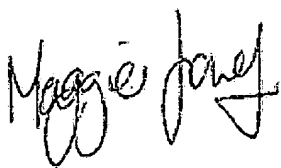
**33(6)** Gives protection against procedural discrepancies making a decision invalid.

**36(1).** In company law, all directors are equal in terms of their responsibilities and liabilities, and this clause reflects that. So the Chair has no extra authority, other than that given to them by the rest of the directors. In our case the independent Chair is elected by our membership, just like all other directors and can not be removed as a director, but as the law stands, can be removed as Chair by the other directors. In effect its an honorary position. We can change this by adding an additional clause to give the CVAA additional protections within our own procedures, but the legal position will remain the same.

### 3. Resolution

The Consortium of Voluntary Adoption Agencies UK Ltd Board is proposing that the above changes be agreed by resolution of the members at todays' EGM.

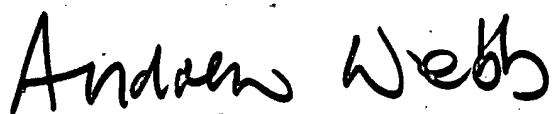




Maggie Jones  
Company secretary

**Resolution passed unanimously on 2<sup>nd</sup> March 2021**

Signed



Andrew Webb  
CVAA Chair of Trustees

Maggie Jones  
Company Secretary