



SCT *S89XC4NK*
17/07/2019 #323
COMPANIES HOUSE

Company Name: WHALE, THE ARTS AGENCY

Company Number: SC180118

On 20 November 2012 the following resolution was agreed and passed by members:

Proposed amendments to Articles of Association regarding Audit

Background: A Paper entitled '**Proposal to alter clause 56 of the Articles of Association regarding Audit**' was sent out with the papers for the AGM. By law (see www.legislation.gov.uk/ukpga/2006/46/section/283 point six), we are required to publicise the proposed text of the resolution and this paper is being tabled at the AGM. These amendments have been drawn up with advice from Edinburgh Voluntary Organisations Council and we are confident that these comply with all current legislation.

Proposed Amendments to Articles of Association: The proposed changes (which are highlighted in bold) are as follows:

14. The business to be transacted at each Annual General Meeting of the Company shall include:

14.1 consideration of reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting;

14.2 the election of members of the Board of Directors;

14.3 the appointment of the Auditors **or Independent Examiners**.

16. 16.1 Subject to the provisions of Section 369 of the Act, seven clear days' notice of meetings, at least, or (in the case of an Annual General Meeting or a Meeting convened to pass a Special Resolution), twenty one clear days' notice, at least, shall be given to such members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Company's Auditors **or Independent Examiners**. The length of notice in every case shall be calculated exclusive of the day on which the Notice is served or deemed to be served and the day for which it is given.

55 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's **or Independent Examiner's** Report, shall not less than twenty one days before the date of the Meeting be sent to all persons entitled to receive notice of General Meetings of the Company.

Audit or Independent Examination

56 Once at least in every year the accounts of the Company **shall undergo an appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.***

(was previously: Once at least in every year the accounts of the Company shall be audited by one or more properly qualified auditor or auditors. Auditors of the Company shall be appointed and their duties regulated in accordance with the provisions of Section 384 of the Companies Act 1985 and Section 237 of the Act (as amended) or other statutory provisions as to audit for the time being in force, and in construing the said Sections the Board of Directors shall be treated as the Directors mentioned in the said Sections.)

Recommendation: That the meeting votes on the resolution to amend the Articles of Association as proposed. If the resolution is passed, all members will be written to and given twenty one days notice of the above proposed changes and their right to object if they see fit. If an objection is received, an Extraordinary General Meeting will be called.

The resolution was passed on 20th November 2019 at the WHALE, THE ARTS AGENCY AGM

Proposal to alter clause 56 of the Articles of Association regarding Audit

Present:

Gordon Macdonald MSP	Guest Chair
Gordon Miln	Accountant
Alison Reeves	WHALE Arts - Creative Director
David Henderson	WHALE Arts - Enterprise & Development
Sarah Wain	WHALE Arts - Minutes
Doris Brown	Board Member
Christine Brydon	Member
David Corcoran	Board Member
Norman Craig	Board Member
Brian Fotheringham	Board Member
Michelle Herron	Board Member
Beth Jamieson	Board Member
Maureen Clark	Drama participant
Cath Tansey	SW CLD

GM asked for members to propose the resolution that the Articles of Association be amended as per the papers submitted to the meeting so that an Independent Examination rather than full Audit of accounts is required.

PROPOSED: David Corcoran

SECONDED: Doris Brown

GM asked for a show of hands of members, in favour and against. Majority of 75% present passes the resolution. There were 7 in favour, which was 100% unanimous.