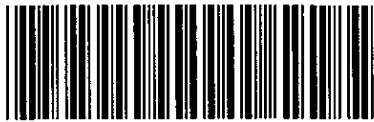


WEDNESDAY



A12 *A85IYYGZ* #249
15/05/2019
COMPANIES HOUSE

SATURDAY

A13 *A81CFYDV* #35
16/03/2019
COMPANIES HOUSE

BRISTOL
POUND

Company number: 07346360

Minutes of a General Meeting of Bristol Pound CIC (“the CIC”)

A general meeting of the members of the CIC held at 53 Queen Square, Bristol BS1 4LH

On: **Wednesday 27 February 2019**

Time: **6.50pm**

1. There were no apologies and the Chair confirmed the meeting was quorate.
2. The following changes to the articles of association were proposed and approved unanimously:

1 Replace Article 5 (Objects) with:

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to:

1. establish and operate local paper and digital currencies in the Bristol city region;
2. promote and be part of a national and international collaborative network of similar initiatives; and
3. promote other initiatives aimed at improving the social, environmental and economic conditions of those living and working in the Bristol city region and contributing to wider networks with similar objectives.

2 Replace Article 15.2 with:

The quorum for Directors’ meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is three, or one-third of the appointed directors for the time being, whichever is the greater.

3 Replace Article 17.3 with:

In case of an equality of votes, the Chair shall not have a second or casting vote.

4 Insert new Article 23.8:

the provisions of Article 24 apply such that he or she may no longer serve as a Director of the Company.

5 Insert new Article 24 (Retirement of Directors by Rotation):

24.1 At least one third of the Non Executive Directors must stand down at each annual general meeting. The members may reappoint them at the annual general meeting. If any Non Executive Director is not reappointed, they will stand down at the end of the annual general meeting.

24.2 The Non Executive Directors who stand down at an annual general meeting will be those Non Executive Directors who have held office for the longest time since their appointment, or last reappointment. The chair may decide by drawing lots who is to be treated as in office for the longest time if more than one Non Executive Director was appointed or reappointed on the same day.

24.3 No Non Executive Director shall serve for a term exceeding six years. This shall not apply to other directors of the Company, and where an individual has served as both a Non Executive Director and a director of the Company in accordance with either (or both) of Articles 24.4 or 24.5, only the period of service as a Non Executive Director shall be taken into account for the purposes of this Article 24.3. Time periods for the purpose of this Article 24.3 shall commence from 29 June 2017. The members of the Company may waive the provisions of this Article 24 in respect of an individual by passing a Special Resolution in accordance with these Articles.

24.4 The individuals acting from time to time as executive officers of the Company shall serve on the board in an ex officio capacity for the duration of their terms of office and Articles 24.1 and 24.2 shall not apply to such individuals whilst serving on the board in that capacity.

24.5 The Company shall hold annual meetings of those individuals and businesses holding Bristol Pound accounts ("Scheme Members"). The Scheme Members will be invited to elect two individuals to serve as directors of the Company. Such individuals may serve for a term of two years and may seek re-election for one further term of two years by the Scheme Members. Article 24.1 and 24.2 shall not apply to such individuals whilst serving on the board pursuant to election by the Scheme Members.

6 Renumber subsequent articles and references to them throughout the articles

7 New Definitions:

Non Executive Director means a director of the Company that is not an ex officio director appointed in accordance with Article 24.4 or a director appointed by the Scheme Members in accordance with Article 24.5.

Scheme Member has the meaning given in Article 24.5.

3. The managing director was requested to make the necessary filings at Companies House.
4. There being no other business the chair declared the meeting closed.

Signed: 

Ben Heald, Chair

28 February 2019