

Minutes of Special General Meeting to consider changing the status of Root & Branch from an *Unincorporated Charity* to a *Charitable Company*.

Thursday 21 July starting at 6:30 pm, at Root & Branch, Westmill Farm, Watchfield, Oxfordshire, SN6 8TH

Members present

Dave Butterworth, Trustee	Susan Hand	Brian Mildenhall, Trustee
Graham Franklin	James Lucas	Peter Moss
Kaye Franklin	Miyuki Langton	Alex Mullins, Trustee
Patrick Hand	Ian Matheson, Chair , Trustee	Paula Tansley, Trustee

1. Chairperson's welcome

The chairperson, Ian Matheson, explained the reason for the change which is to protect trustees from potential personal liabilities that could arise from the new contractual arrangements we have with Restore to provide a service on behalf of the Primary care Trust. In answers to questions, it was pointed out that

- The new charitable company will have the same charitable objects as the existing unincorporated charity.
- The change will have no effect on the services to users.
- We have registered the company name as Root & Branch Westmill, excluding the suffix "Ltd."
- The type of company is "limited by guarantee" which means that, as with the present unincorporated charity, all surplus income in any year is spent to the benefit of the charity in future years (or held in reserve for future needs).
- With the new charitable company, only one third of trustees will stand for re-election at each AGM. (In our current constitution, all trustees stand for re-election at every AGM: an arrangement which could inhibit continuity.)

2. Motion 1

Members to approve the motion that Root & Branch should change from an Unincorporated Charity to a Charitable Company (limited by guarantee) at the earliest practicable date.

Proposed by Peter Moss and seconded by Kaye Franklin, and approved unanimously.

3. Motion 2

Members to approve the motion that on a date to be decided by trustees, but not later than 1 April 2012, the activities, liabilities and funds of the current Unincorporated Charity be transferred to the new Charitable Company.

Proposed by Peter Moss and seconded by Graham Franklin, and approved unanimously.

4. Motion 3

Members to approve the motion that on the same date as in item 3, the current Unincorporated Charity be closed

Proposed by Patrick Hand and seconded by Kaye Franklin and approved unanimously.

The meeting closed at 6:50 pm

*Dave Butterworth
Hon. Secretary
22 July 2011*