

Notice of General Meeting

Manchester Makers Ltd (T/A Hackspace Manchester) Company number 08012547
registered at Wellington House, Pollard Street East, Manchester, M40 7FS

Dear Member

Manchester Makers Ltd will be holding a general meeting of members on Saturday 26th September at 15:00 hours via Online Video Conferencing. (A separate link will be provided closer to the date). Please ensure that you are technically enabled to attend the meeting in advance of this time. If you have any concerns about set-up arrangements, please contact the board via email at board@hacman.org.uk who will be able to assist you.

All members are welcome to attend the general meeting and if unable to do so may appoint a proxy please follow the process as outlined in the constitution available at <https://docs.hacman.org.uk/Operations/governance/constitution/>

At the meeting you will be asked to vote on a number of resolutions as set out in the following pages.

Special Resolutions

The Membership will vote to make the following changes to the articles of association, in order for any of these resolutions to be implemented they must receive the support of at least 75% of those attending the meeting who are eligible to vote.

*Note the wording in quotes will be the wording that will appear in the new version of the constitution where the resolution is approved **Text that appears in red is the proposed changes to existing text or added clauses**. Original wording can be found in the constitution available at <https://docs.hacman.org.uk/Operations/governance/constitution/>*

Resolution 1

Proposed Resolution: The company's constitution should become gender neutral by amending the liability of membership section to change he/she to they

"Liability of Members

2. *The liability of the members is limited to £1, being the amount that each member undertakes to contribute to the assets of the association in the event of its being wound up while **they** or it is a member or within one year after **they** or it ceases to be a member, for:
 1. *payment of the association's debts and liabilities incurred before **they** or it ceases to be a member;*
 2. *payment of the costs, charges and expenses of winding up; and*
 3. *adjustment of the rights of the contributories among themselves."**

Resolution 2

Proposed Resolution: The company's constitution should include the requirement that a membership fee is payable

"Members

4. *Agree to pay the membership fee as set by the directors*

Resolution 3

Proposed Resolution: The company constitution should allow for electronic notification of termination of membership to be given

“Termination of Membership

7. Membership is terminated if:

1. the member dies or, if it is an organisation, ceases to exist;
2. the member resigns by written notice to the association unless, after the resignation, there would be fewer than three members;
 1. For the purposes of this section written notice may be given using an electronic system providing such an option

Resolution 4

Proposed Resolution: The company constitution should allow the ability for the membership to direct the board to take or not take a specific action”

“Member’s reserved powers

1. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.
3. The directors shall not be compelled to take or refrain from taking such action that would involve any breach of law or regulations. “

Resolution 5

Proposed Resolution: The company constitution should include the requirement to hold an annual general meeting”

“General Meetings

1. *The Board may convene a General Meeting whenever they think fit.*
2. *General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 304 of the Companies Act 2006.*
3. *An Annual General Meeting (AGM) must take place each calendar year, within 200 days of the end of Manchester Makers Ltd financial year*
4. *All members must be given 21 Clear Days notice of an AGM as detailed by Notice of General Meetings section 1 of these articles*
5. *Submissions for the AGM agenda will be invited from the membership by the Directors when the notice of the AGM is given and Members will have 7 days to submit items*
6. *All submitted items will be considered by the Directors and will be categorised into AGM business or Member's Meeting Business.*
7. *All members will receive an agenda at least 7 clear days prior to the AGM with details of all submissions and reasoning for how they have been categorised”*

Resolution 6

Proposed resolution “To amend the directors section of the constitution to increase the number of minimum directors from 1 to 3”

“Directors

2. *The Company shall have a Board of Directors comprising not less than **three**.”*

Resolution 7

Note this resolution has multiple possible changes. The change accepted should be that with the highest number of votes over the 75% quorum

Proposed resolution A “To amend the maximum number of directors from 5 to 9”

“The Company shall have a Board of Directors comprising not less than one and no more than **nine.**”

Proposed resolution B “To amend the maximum number of directors from 5 to a floating amount based on the number of members at the time of the election”

“The Company shall have a Board of Directors comprising not less than one and no more **than the total of 1 board place per 15 members at the time that the election is proposed.**”

Resolution 8

Proposed resolution “To amend the directors section of the constitution to include a minimum time commitment for directors”

“Directors

5. Directors agree that their appointment is subject to a minimum time commitment per week set annually by the directors and approved at the annual general meeting of the members. “

Resolution 9

Proposed resolution “To amend the directors section of the constitution to add in protections around co-option of directors”

“Directors

6. The Board of Directors may at any time fill a casual vacancy on the Board by co-option provided that the number of co-opted Directors does not exceed more than one third of the total number of Directors. Co-opted individuals need not be Members of the company“

Resolution 10

Proposed resolution “To amend the directors section of the constitution to add in a commitment for directors to undertake any required training or development in their first year”

“Directors

7. *Before accepting a position as Director an individual must agree to undertake any training during their first year of office deemed appropriate by the Board. This training will include information on the roles and responsibilities of being a Director of a company”*

Resolution 11

Proposed resolution “To amend the directors election section to include the requirement to appoint a returning officer and to set out the election procedure

“Directors Elections

1. *Directors elections must be called by the Board, who shall appoint a Returning Officer who is a member, but who is not a director.*
 1. *in the case of the first election: before the end of the calendar year following the year in which the association was created.*
 2. *in the case of subsequent elections: before the end of the calendar year following the year in which the last election was held.*
2. *The directors election must be carried out by electronically polling the membership as follows:*
 1. *The Meek STV voting method with a “no further places” candidate must be used.*
 2. *All members of the association at the time the election commences are eligible to vote.*
 3. *The voting period of the election must be no less than 14 days and no more than 28 days.*
 4. *The quorum of the election must be at least 10% of eligible voters.*
3. *A director standing for re-election will remain a director until the successful conclusion of the election.*
4. *A director retiring and not standing for re-election will cease to be a director at the start of the election.*
5. *Notice of the election must be given at the time the election starts to all members eligible to vote who have registered an electronic mail address with the association.*
6. *The candidates standing shall consist of*
 1. *Any directors due to retire who have indicated to the returning officer their intent to stand for election.*
 2. *Any members, not prohibited from being directors of a company, nominated by any other member in a manner to be determined by the returning officer. The returning officer shall ensure that each person nominated is willing to stand, and should they be elected, comply with the requirements of this Constitution. and Should they not be, the returning officer shall not reveal their identity.*

Resolution 12

Note this resolution has multiple possible changes. The change accepted should be that with the highest number of votes over the 75% quorum

Proposed resolution A “To amend the process of director retirements to have all directors serving a term of over 20 months to retire or stand for re-election”

“Retirement of Directors

- 1. At the first directors election, all the directors must retire from office unless the election fails to elect sufficient directors to hold a quorate meeting of the directors.*
- 2. At each subsequent directors election, any director who has served for on the board for at least 20 months must retire*
- 3. Retiring directors may stand for re-election.”*

Proposed resolution B “To amend the process of director retirements to have all directors serving a term of over 1 year to retire or stand for re-election”

“Retirement of Directors

- 4. At the first directors election, all the directors must retire from office unless the election fails to elect sufficient directors to hold a quorate meeting of the directors.*
- 5. At each subsequent directors election, any director who has served for on the board for at least 12 months must retire*
- 6. Retiring directors may stand for re-election.”*

Resolution 13

Proposed resolution “To amend the disqualification and removal of directors section to include the following”

“Disqualification and Removal of Directors

31. *[director-cease] A director shall cease to hold office if he or she:*

1. *ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;*
2. *ceases to be a member of the association;*
3. *becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, and the directors resolve that his or her office be vacated.;*
4. *resigns as a director by notice to the association (but only if at least two directors will remain in office when the notice of resignation is to take effect); or*
5. *is absent without the permission of the directors from all their meetings held within a period of six consecutive months or failure to comply with the requirements for directors under either the directors section of this constitution or the proceedings of directors section and the directors resolve that his or her office be vacated.”*

Resolution 14

Proposed resolution “To amend the proceedings of directors section - minutes of meetings to include a requirement that board minutes are made available to members within 7 days of the meeting”

“Minutes of directors meetings:

1. *may be held in electronic form, and in particular using the Governance System;*
2. *must be held for ten years from the date of the discussion in accordance with section 248 of the Companies Act 2006.*
3. *Must be made available to the members no more than 7 days from the date of the meeting, excepting any portions*

that must be withheld due to data protection or other confidentiality requirements.”

Resolution 15

Proposed resolution “To introduce the requirement to create, regularly review and follow a code of governance to improve the governance arrangements of the company by adding the following wording to the proceeding of directors section”

“Directors agreed to comply with the code of governance in conducting their business and regularly agree to review this code and ensure it is in line with the latest good practice for Governance”

Resolution 16

Proposed resolution “To amend the delegation section to ensure members can be on subcommittees”

“Delegation

The directors may delegate any of their powers or functions to a committee of two or more directors and any number of ordinary members,”

Resolution 17

Proposed resolution “To amend the appointment of directors section to tidy it up based on the changes made in previous resolutions”

“Appointment of Directors

27. The association may by ordinary resolution:

1. appoint a person who is willing to act to be a director;

28. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days’ notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

1. A director appointed by a resolution of the other directors must retire at the next directors election and must not be taken into account in determining the directors who are to retire”

General Resolutions

These resolutions require a simple majority vote of at least 50% of the members attending and eligible to vote at the General meeting

Resolution 1

Proposed resolution “To accept the new proposed board structure of 2 co-chairs and directors with the named responsibility for areas of operations”

Resolution 2

Proposed resolution “To introduce a governance calendar that sets the dates for specific actions to be take place by those dates”