

Chair:
Chief Executive:

Jan Kerr
Brian Magee



COSCA (Counselling & Psychotherapy in Scotland)

NOTICE AND AGENDA OF GENERAL MEETING

Notice of General Meeting

NOTICE is given that a general meeting of COSCA (Counselling & Psychotherapy in Scotland) will be held in person on Monday 4th March 2024 at 2pm-3pm at the Barracks Conference Centre, Stirling.

The General Meeting has been called by the Board of COSCA to decide on proposed changes to COSCA's Memorandum and Articles of Association.

The General Meeting of the members of COSCA (Counselling & Psychotherapy in Scotland) is being held to consider, and, if deemed fit, pass the Special and Ordinary Resolutions outlined in the agenda below.

Following the meeting, the resolutions passed will be inserted into COSCA's revised Articles of Association and, in accord with the relevant legislation, OSCR and Companies House will thereafter be notified of these changes.

Please see the following documents attached to this Notice and Agenda:

1. Current COSCA Memorandum and Articles of Association
2. Proposed Revised COSCA Articles of Association
3. Paper explaining the reasons for the Resolutions
4. Event Flyer and Booking Form
5. Proxy Voting Form (to authorise a Representative or Chair to vote on your behalf)
6. Directions to Venue

Agenda

1. Welcome and Apologies

2. Special and Ordinary Resolutions:

Special Resolution Number 1

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that the Memorandum on page 1 of the Memorandum and Articles of Association is deleted.

Special Resolution Number 2

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that COSCA's Articles of Association permits General Meetings of Members, including Annual General Meetings be held either in person or by way of audio and/or audio-visual link(s). These changes will allow virtual meetings of COSCA's Board of Trustees and also will allow Annual and Extraordinary General Meetings to be held virtually.

Special Resolution Number 3

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that COSCA's Articles of Association permits Board meetings to be held either in person or by way of audio and/or audio-visual link(s)

Ordinary Resolution Number 4

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that the number of directors on COSCA's Board be reduced to a minimum of 5 and no maximum number required.

Special Resolution Number 5

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that the list of areas of interest be deleted from the Articles of Association and included in Standing Orders.

Special Resolution Number 6

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that in the list of Areas of Interest 'a minimum of one' to be replaced by 'up to one', and for this article to be deleted from the Articles of Association and included in Standing Orders.

Special Resolution Number 7

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that the procedures for the election of Board members be deleted from the Articles of Association and included in Standing Orders.

Special Resolution Number 8

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that the quorum for Board meetings be reduced from 5 to 3.

Special Resolution Number 9

That the terms of Articles of the current Articles of Association of the Company are amended to accept and include the proposed changes highlighted below:

- that the retirement by rotation articles be deleted from the Articles of Association and replaced with a statement that those appointed by the Board during the year must all offer themselves for re-election.

3. Close

By Order of the Board

Brian Magee,
Chief Executive, Registrar and Company Secretary
January 2024