

COSCA (Counselling & Psychotherapy in Scotland)

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 Articles of Association and, in accord with the relevant legislation, OSCR and Companies House will thereafter be notified of these changes.

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 of is deleted.

The deletion of the above is only used by new companies, and not established ones like COSCA. Therefore, it is not required/

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.

The above changes have been inserted into the attached draft Articles of Association – see Articles 31-33, 36, 43, 47, and 53.

Currently, COSCA's Articles of Association (Articles 23- 26) do not explicitly permit the above meetings to be held virtually, either digitally or by telephone. The holding of such meetings are not currently legal unless the above articles are changed to permit these to happen virtually.

Given possible future restrictions on large in-person meetings due to pandemics etc., Annual General Meetings and General Meetings would not be able be held safely in a physical location. However, in the interests of the good governance of COSCA, it may wish to hold such meetings even though it is not required to do so. Using audio and/or audio-visual link(s) to do so would permit remote attendance, which would also allow those who could not otherwise attend due to the above restrictions but also barriers involving rurality and bad weather.

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)

The above proposed amendment is included in the revised draft Articles of Association – see article 79.

The reasons for the above proposed are that currently (Article82) the Board may not legally be permitted to have in person meetings and also because in person meetings may be difficult to attend because of bad weather and/or travel distance to meetings by Board members. Therefore, the option to hold Board meetings remotely would permit the meetings to be held when the above restrictions or barriers were deemed by the Board to apply.

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.

The above proposed amendment is included in the revised draft Articles of Association – see Article 61.

Currently, the number of members of the Board shall not be less than 10, but not more than 20 (Article 48). The reason for reducing the legally required numbers of Board members is because if the number of Board members falls below 10 as it currently stands then the Board cannot function even if there are sufficient attendees under the quorum system. For example, all we need currently is a couple of resignations and the required number drops below the threshold and we do not have a functioning Board.

Going for 5 as a minimum would avoid this. Removing the maximum number also frees the Board up to determine for itself the maximum number rather than it being predetermined, but the trend now is for much smaller Boards than before and so the idea here is not that we would have more than the current 20, but that the COSCA Board can be a bit more free to determine itself as needed the number required.

For information, currently, SCIO's are required to have a minimum of 3 trustees with no maximum specified. Charity law does not specify minimum or maximum numbers required, and 3 would be an acceptable minimum. This resolution proposes a minimum of 5 directors, which is above what is seen as good practice. However, it is envisaged that COSCA would have the same number of directors as there are now, unless the Board decided, once it has the powers to do so, to change the number of areas of interest.

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.

The proposed amendment is included in the revised draft Articles of Association – see Articles 21 and 22.

Currently, save as may be otherwise agreed by special resolution from time to time, the Board shall at all times be constituted as laid down in Article 53.

Deleting the named areas of interest from the Articles of Association and including them in Standing Orders would allow them to be much more easily changed by the

Board, depending on changes in COSCA's Development Plan. The Board could decide to change/delete them and a general meeting of members would not be needed to do this, as is we currently the case. This would also provide COSCA with much more flexibility around the areas represented on the Board.

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.

Currently, the Articles of Association require that there shall be a minimum of each of listed areas of interest represented on the Board (Article 53).

If members opt for this proposal to state in the Standing Orders that there can have up to one person representing a particular area of interest, then this would allow COSCA to have no one representing that area, if the Board so decided. Again, this frees COSCA enormously from having to constantly fill vacancies that are difficult to fill. For example, the recent vacancy on the Board was promoted 3 times to members, and no member was put forward. Technically, we would not be following the current Articles if this vacancy had remained unfilled. The vacancy has since been filled but not by a member of COSCA, but through the co-option system. This proposal would avoid this happening and/or reduce the impact of it on COSCA being able to function under the current Articles.

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.

Currently, the procedures for the election of Board members are listed in Articles 61-76.

If this resolution is passed, it would allow the Board to make alterations to the above procedures as it sees fit without recourse to members at a General Meeting.

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.

The proposed amendment is included in the revised draft Article of Association – see Article 78.

Currently, the quorum for the transaction of the business of the Board shall be 5, always provided that the members of the Board present shall represent at least 2 areas of interest Article 83).

The generally accepted way of deciding on the number needed for a Board meeting to be quorate is to divide the required minimum number of board members by 3 and round it up. So, if it was agreed as above in Ordinary Resolution 4 to require 5 for the Board to function, having 3 present at a meeting with at least 2 areas of interest represented is generous.

However, COSCA would never aim to have only 3 at a meeting but it could happen by accident e.g. weather chaos, strikes, illness on the day etc. If this ever were to happen, the above change would allow the meeting to proceed.

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 Board members need to retire automatically following the sixth year in office and that existing Board members can remain in office following the passing of this Resolution.

The above amendment is included in the new draft Articles of Association – see Articles 71-72.

Currently, subject always to the provisions of Article 60, at every annual general meeting one third of the members of the Board who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one member of the Board who is subject to retirement by rotation, she/he shall retire (Articles 58-60).

COSCA is not required to hold an AGM and the requirement for 1/3 of the directors to retire by rotation at the AGM has been removed for private limited companies except for those appointed by the board during the year who must all offer themselves for re-election. Currently, those directors who have been appointed by

the existing directors since the last AGM and those who were not appointed or reappointed at the last two AGMs are required to retire by rotation.

The above amendment would require members to retire automatically following the sixth anniversary of their original appointment and also allow existing Board members to continue in office following this resolution under the Articles immediately in force prior to the Resolution Date.

NOTES

1. Members of COSCA are entitled to appoint another person to act as their proxy to vote on the above Special Resolutions– see the attached proxy application forms.
2. A resolution put to the vote at a General Meeting shall be decided on a show of hands, with each member having an equal number of votes. Special resolutions will be passed when there are 75% of the votes in favour. Ordinary resolutions will be passed when there are 50% of the votes in favour.