

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Stratford-upon-Avon Town Trust (a company limited by Guarantee) will be held at The United Reformed Church, Rother Street, Stratford-upon-Avon CV37 6LU, on **Wednesday 10 September 2025 at 7pm** for the purpose of considering and, if thought fit, passing the resolutions as set out herein.

Resolutions 1 and 2 will be proposed as **Ordinary Resolutions**

1. To receive and adopt the report of the Trustees and the financial statements for year ended 31 December 2024, together with the report of the auditors.
2. To re-appoint Sayer Vincent as auditors and to authorise the trustees to fix their remuneration.

Resolutions 3 & 4 will be proposed as **Special Resolutions**.

*(Please note that a copy of the Memorandum & Articles with proposed amendments marked as track changes will be uploaded to the website and paper copies are available upon request.)*

3. To amend the Memorandum of Association as follows:

| Clause | Proposed amendment  | Explanation  |
|--------|---|--|
| 4.6    | Delete the words “ <i>but not by means of taxable trading</i> ” | STT does not carry out any taxable trading, this clause is therefore unnecessary |
| 4.21   | Insert “ <i>and running</i> ” between forming and the Charity   | To cover running costs as well as the initial set up costs                       |
| 7      | Amend gender references   | To reflect modern gender references  |

4. To amend the Articles of Association as follows:

| Clause  | Proposed amendment   | Explanation   |
|---------|--|---|
| 1.1(3)  | Delete “sign the Register of members or” and “in writing”  | Membership applications are now dealt with on line. No signature is required on the Register                              |
| 1.6     | Delete “a general meeting takes place and the results of the election are announced” and insert “the ballot closes”              | To reduce the time that the register remains closed.  |
| 2.1     | Delete the sentence “Every notice....” To the end of the paragraph.  | This paragraph is repeated in clause 2.2  |
| 2.6     | Amend final sentence to read, “...the members present are entitled to appoint one of their number to be chair.”                  | Clarifies wording   |
| 2.12(5) | Amend clause to read “approve the appointment of auditors for the Charity and authorise the Trustees to fix their remuneration.” | Previously worded “appoint auditors for the Charity”. Members can only approve a recommendation by the Board of Trustees. |
| 2.17(3) | Insert “in writing” after “delivered”  | To be specific  |
| 3.2     | Insert “maximum” before “number”   | To be specific  |
| 3.5(2)  | Delete the words “whether mentally or physically”  | Unnecessary wording   |
| 3.8     | Delete clause  | No longer relevant  |
| 5.1     | Insert “Board” before “meetings”   | To be specific  |
| 5.2     | Insert “Board of” before “Trustees”  | To be specific  |
| 5.6     | Replace “signed” with “agreed” and “signature” with “vote”   | This procedure is now carried out electronically  |
| 6.3     | Insert “& Governance” before committee and “a minimum of” before two Trustees  | Correction to name of Committee and to be specific about membership of that Committee                                     |

| Clause | Proposed amendment  | Explanation  |
|--------|---|--|
| 7.1(3) | Insert "(statutory accounts)"   | For clarity  |
| 7.2(1) | Insert "reports and" before "proceedings"   | For clarity and consistency  |
| 7.2(2) | Insert "reports and" before "proceedings" and "Board of" before "Trustees"  | For clarity and consistency  |
| 7.2(3) | Insert "and proceedings" before "of committees"   | For clarity and consistency  |
| 7.4    | Replace "statement of account" with "statutory accounts"  | For clarity  |
| 8.1    | Delete references to "facsimile"<br>Replace "twenty-four" with "forty-eight" and "forty-eight" with "ninety-six"<br>Delete "service or" before "delivery" on each occasion                    | No longer relevant<br>Postage delivery times are no longer reliable within these time frames<br><br>No longer relevant |
| 8.3    | Delete "on two consecutive occasions"   | Unnecessary. Membership is deleted at first return.  |
| 10.3   | Delete reference to facsimile   | No longer relevant   |
| 15     | Insert "Chair means the Chair of the Board of Trustees or in the event that the Chair cannot perform their duties it should be taken as meaning the Deputy Chair of the Board of Trustees"    | For clarification*   |
| 15     | Delete "Chairman" means the Chairman of the Trustees  | Replaced with sentence above   |
| 15     | 'Co-opted Trustee' means the Trustee appointed by resolution of the remaining Trustees (previously read 'Trustee appointed by resolution of the Nominated Trustees and the Elected Trustees') | To be consistent with clause 3.2 (previously amended Sept 2020)  |
| 15     | Delete "Deputy Chairman means the deputy Chairmen of the Trustees"  | No longer necessary (see * above)  |
| 15     | Insert "Stratford-upon-Avon Town" before "Council"  | For clarification  |
| 15     | Remove reference to "taxable trading"   | To be consistent with amendment to clause 4.6 in the Memorandum of Association   |

|                     | Proposed amendment   | Explanation                             |
|---------------------|--|---|
| Throughout document | Amend gender references  | To reflect modern gender references     |
| Throughout document | Amend Chairman to Chair and Deputy Chairman to Deputy Chair      | To reflect modern language              |
| Throughout document | Replace references to Charities Act 1993 with Charities Act 2011 | Update reference to current legislation |

A Member may vote in person at the AGM or appoint a proxy to attend and vote on their behalf. Alternatively, the Member may appoint the Chair of the meeting as his/her proxy. The proxy need not be a Member of the Town Trust. A proxy must be appointed in writing and the completed proxy form (enclosed) must be delivered to the Town Trust no later than 48 hours before the start time of the meeting.

If the Chair declares that the meeting is to be **adjourned**, then it shall re-convene at **7pm on Wednesday 24 September 2025** at The Community Hub, Venture House, Avenue Farm Industrial Estate, Stratford upon Avon, CV37 0HR. The same arrangements for a re-convened meeting will apply as set out in the Notice.

By Order of the Board  
Sara Aspley  
Chief Executive  
**13 August 2025**  
Company Registration Number: 04222949  
Company Registered Office:  
14 Rother Street  
Stratford upon Avon CV37 6LU