

#### Protocol for appointment of Member appointed directors

- 1. The Members appoint the majority of directors in most more recent Articles of Association, so for member appointed directors they are appointed by way of resolution (example attached). Once a majority of Members have signed this then the resolution is passed.
- 2. Going forwards, in order to propose a director to the members for appointment a director nomination form (or other evidence of skills) should be completed by the proposed director and also the Chair of the board and the other members for signature and return.
- Once the company secretary has the necessary signatures (at least 3 out of 5) the resolution needs to be dated as passed (this must be within 28 days of it being circulated) and please can a copy be sent to Suzanne Keenan (scanned is fine) for our records.
- 4. DBS checks will need to be carried out on the director using your usual processes.
- 5. The new appointment will need to be registered in the usual way with companies house using the companies house forms for appointment of a company director and GIAS will need to be updated.





#### Example of a written resolution

COMPANY NUMBER: [

THE COMPANIES ACTS 1985,1989 AND 2006

1

# COMPANY LIMITED BY GUARANTEE

#### WRITTEN RESOLUTION OF

_

Circulation date: [	]
---------------------	---

Passed on.....

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolution as a written resolution and agree that, if duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

## ORDINARY RESOLUTION

## IT IS RESOLVED:-

- That the following persons be appointed as governors pursuant to Article [50] of the Company's Articles of Association ("the Articles") [or re-appointed pursuant to Article []):-
  - [ ]).-[ ] [ ] [ ]

## AGREEMENT

The person(s) named below being persons entitled to vote on the above resolution hereby irrevocably agree(s) to the above resolution.

SIGNED: .....

Signature of eligible member



Diocese of Durham

Blessing our communities in Jesus' name

	Name of eligible member: [	]
	Date:	
SIGNED:		
	Signature of eligible member	
	Name of eligible member: [	]
	Date:	
SIGNED:		
	Signature of eligible member	
	Name of eligible member: [	]
	Date:	
SIGNED:		
	Signature of eligible member	
	Name of eligible member: [	]
	Date:	
SIGNED:		
	Signature of eligible member	
	Name of eligible member: [	]
	Date:	

#### Note

An ordinary resolution will be passed once the members representing a simple majority of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.





