



The Vincent Society (Trading as CMJ UK)
Eagle Lodge, Hexgreave Hall Business Estate, Farnsfield, NG22 8LS

ANNUAL GENERAL MEETING

The Hayes Conference Centre, Hayes Ln, Swanwick, Alfreton DE55 1AU
at 2.30pm on Saturday 13th July 2019

AGENDA

- 1 Prayer
- 2 Apologies for Absence
- 3 Minutes of the Vincent Society AGM held on 7th July 2018
- 4 Matters Arising from the Minutes
- 5 Chairman's Remarks
- 6 Annual Report and Financial Statement
- 7 Appointment of Independent Examiners / Auditors for 2019
- 8 Increase in yearly membership to £30. **The members of The Vincent Society hereby resolve that the annual membership fee of £25 be increased to £30 with monthly payment options.**
- 9 Election of Trustees to the Board
- 10 Conversion of the Vincent Society to become a Charitable Incorporated Organisation (CIO). **The members of The Vincent Society hereby resolve:**
 - (a) **that (subject to approval by the Charity Commission) the company shall be converted to become a charitable incorporated organisation (CIO);**
 - (b) **subject to the notes below, from the date of such conversion, the CIO Constitution attached to this resolution shall take effect as its constitution (in place of the Articles of the company).**

Note 1: The names of the first trustees of the CIO in Schedule 1 of the proposed CIO constitution shall be the persons in office as trustees of the Vincent Society at the time this resolution is passed (including any new trustees/directors elected earlier in the present AGM).

Note 2: The existing trustees shall have the authority on behalf of the members of the company to agree further changes to the proposed CIO Constitution which they consider to be minor in nature, if requested by the Charity Commission prior to the date of conversion, without further reference to members.

Copies of the resolutions and the proposed CIO Constitution (which will replace the Articles of the company) are available at [www.cmj.org.uk/conference/agm] or please contact the office (see below) for a printed copy.

- 11 Any Other Business (to be provided to the Office by 6th July 2019)

Note: According to our Rules of the Society, it is the privilege of the President of CMJ to Chair the AGM. If he is unable to attend, or declines for other reasons, then the privilege falls to the Chair of the Council.

Eagle Lodge, Hexgreave Hall Business Park, Farnsfield, Notts. NG22 8LS

Tel: 01623 883960. Email: enquiries@cmj.org.uk

CMJ UK is the working name of the Vincent Society Ltd. Registered in England no. 256264. Charity no. 1143457

If you are unable to attend, you may appoint a proxy to attend and vote on your behalf. Any appointment of a proxy must be received at Eagle Lodge at least 4 days prior to the meeting.

For any issues relating to the AGM please contact John Brooks by email johnb@cmj.org.uk or by phone on 01623 883960.

Background note on the proposed *direct conversion* of the Vincent Society charitable company to a CIO (*This note is for information but is not part of the resolutions*)

CMJ is the working name of **The Vincent Society**. The Vincent Society is currently structured as a *charitable company* – this means it is formed as a company and registered at Companies House, and it is *also* a registered charity with the Charity Commission.

As a charitable company, in almost all our affairs, requirements of company law *and* charity law have to be considered together. For example, every time a new trustee is appointed, we have to notify both Companies House *and* the Charity Commission. Our annual accounts have to comply with both the charity rules and the company rules. Our procedures at Annual General Meetings (AGMs) and Emergency General Meetings (EGMs) have to comply with company law – but most aspects of company law are designed for commercial organisations.

Since 2013 a new structure has been available for charities known as a *charitable organisation* (CIO) under the Charities Act 2011. A CIO has most of the benefits of our existing structure – it is a corporate body with limited liability – but the CIO structure is designed specifically for charities. A CIO is regulated *only* under charity law (*not* company law) and as a CIO we would *only* have to deal with the Charity Commission (*not* Companies House as well). It is a much simpler way of operating. The vast majority of new charities are now formed as CIOs – more than 13,000 CIOs have now been registered. Since 2018 it has been now possible for a charitable company like The Vincent Society to convert to become a CIO. This is a ***direct conversion*** – we do *not* have to transfer our buildings, staff or funds to a new organisation – the existing company will simply *become* a CIO once the conversion is approved by the Charity Commission.

The proposed CIO Constitution (available at www.cmj.org.uk/conference/agm) follows our Articles as closely as possible. The charitable objects remain the same and all members of the company will continue as members of the CIO and the same trustees will continue. The rules for AGMs and trustees meetings will remain largely the same but will be governed only by charity law (not company law). Members of the CIO will have a clear duty to support the aims of the charity when voting at AGMs but they will no longer have to give a £1 guarantee towards possible windup costs if the charity folded.

The trustees recommend members to support this conversion which will simplify our affairs considerably. In making this proposal they have sought advice from charity consultants The Kubernesis Partnership LLP who took us through the merger in 2014/15 of the former charities CMJ and The Olive Press Publications Ltd into The Vincent Society.