

### **Special Resolution proposed for the members meeting:**

- (1) The company name shall be changed to:  
  
Nourish (Scotland)
- (2) That the clause containing the following wording shall be deleted from the company's memorandum or articles of association:  
  
"The company shall be a community interest company."
- (3) The articles of association shall be altered so as to comply with requirements in connection with becoming a charitable company. The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

### **Time and place of vote**

Meeting at 3:30 for 3:45 vote  
*Charteris Centre, Edinburgh EH8 9RR*

### **What is a Special Resolution?**

A Special Resolution is a vote by members that requires 75% support to pass – this is higher than the usual 50% needed for most resolutions because it authorises a significant change. As a member you are entitled to vote.

### **Explainer of proposed changes**

In order to change legal status from a Community Interest Company (CIC) to a Charitable Company we need to amend our constitutional documents.

Part 1 of the Special Resolution changes our legal name from Nourish (Scotland) CIC to Nourish (Scotland).

Part 2 of the Special Resolution takes out the reference to being a CIC in our articles of association – these are our governing documents.

Part 3 of the Special Resolution amends our articles of association so as they meet the requirements of being a Charitable Company.

A summary of all the changes is available on our website:  
[www.nourishscotland.org/members-evening-papers-2017](http://www.nourishscotland.org/members-evening-papers-2017)

We will also have paper copies available on the day, and Board members available to answer questions.

