



CONSORTIUM

for stronger lgbt+ communities

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22nd January 2024

Consortium Extraordinary General Meeting

Tuesday 13th February 2024, 6pm

EGM to be held virtually via Zoom. Members can register at

www.consortium.lgbt/egm2024.

Notice is hereby given that the Directors are calling an Extraordinary General Meeting (the “**EGM**”) of the Consortium of Lesbian, Gay, Bisexual & Transgender Voluntary & Community Organisations (the “**Consortium**”) that will take place on Tuesday 13th February 2024 at 6pm, to be held virtually via Zoom, with registration at www.consortium.lgbt/egm2024.

The purpose of this EGM is to pass two resolutions as special resolutions, which will enable the Directors to tidy up our governance arrangements as published with Companies House and the Charity Commission, to update the constitution of the Consortium in line with the current legislation and to improve the Consortium’s role as a specialist funder. You will find the text of the two special resolutions, as well as further explanations of the purpose of the proposed changes, in the attached draft EGM agenda, which attachment shall be treated as a part of this notice.

As a Full Member organisation of the Consortium of LGBT VCOs you are eligible to vote at the EGM, whether via your presence at the online meeting or by submitting a Proxy Vote prior to the EGM.

All official documentation for the EGM can be found on our website at www.consortium.lgbt/egm2024, including registering to attend and the ability to submit a Proxy Voting form in lieu of attending in person.

We do hope you will join us for our EGM. If you are unable to attend we actively encourage Members to complete the Proxy Voting Form at the above web address.

Very best wishes

Paul Roberts OBE
Chief Executive Officer and Company Secretary
On behalf of the Board of Trustees



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The Consortium of Lesbian, Gay, Bisexual and Transgender Voluntary & Community Organisations (the “Consortium”)

Extraordinary General Meeting Agenda

Tuesday 13th February 2024

Held virtually via Zoom. Members can register for the link at www.consortium.lgbt/egm2024.

Welcome and Introductions

Welcome, Yatin Mistry, Chair of Trustees

Overview of EGM running procedure & Purpose of EGM, Paul Roberts, Company Secretary

SPECIAL RESOLUTIONS

Special Resolutions

Background to Special Resolution 1

The Consortium has been a grant funder since 2019 and has awarded over £1.75m across 275 grants. To date, the directors of the Consortium (the “**Directors**”) have relied on interpretation of the Consortium’s powers under the memorandum and articles of association of the Consortium (the “**Articles**”) to undertake this activity. Albeit the Directors are confident that the Articles confer on the Company the powers to undertake the above activity, this issue has raised questions from the Consortium’s funders. Therefore, to clarify the regulation under the Articles and to enhance the Consortium’s role as a specialist funder, it is proposed that the Articles are amended to explicitly list the power of the Consortium to make and award grants as set out in Special Resolution 1 below.

The relevant addition is highlighted in yellow, on page [3], in the draft amended articles of association of the Consortium shared with the Notice of Extraordinary General Meeting Letter.



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Special Resolution 1: On amending the Articles to explicitly list the power of the Consortium to make grants to organisations in furtherance of the Consortium's objects.

That with effect from the conclusion of the meeting the Articles be amended by inserting bullet point 'h' in regulation 4 of the part of the Articles entitled "Memorandum of Association" (which will be bullet point 'g' in article 7 of the Articles as amended by Special Resolution 2, provided Special Resolution 2 is passed) reading as follows:

"h. To make and award grants."

Background to Special Resolution 2

It is noted that the Articles were adopted on 23 February 1998, more than 25 years ago, and the legal framework, including the acts governing the Consortium, has changed. It is further noted that the Articles have been amended seven times (including the amendment under Special Resolution 1 above, provided such resolution is passed) since their adoption. This has made the process of consulting with the Articles cumbersome for the Directors, members and counterparties of the Consortium, and raised various questions with the Consortium's counterparties as to the effect of some of the amendments. In order to bring the Articles in line with the current legislation, simplify the constitution of the Consortium and ensure that the Consortium's constitution is duly kept with the Companies House and the Charity Commission, it is proposed that the Articles be amended in the form incorporating all the amendments adopted to this date (including the amendment adopted by Special Resolution 1 above, provided such resolution is passed) and amending the obsolete provisions of the Articles in line with the current legislation as set out in Special Resolution 2 below.

For the avoidance of doubt, the only changes proposed to be made to the Articles by operation of Special Resolution 2 are such changes as are required to bring the Articles in line with the current legislation, without substantive changes to the Consortium's constitution.

Special Resolution 2: On adoption of the amended Articles

That with effect from the conclusion of the meeting the draft amended articles of association of the Consortium as shared alongside the Notice of Extraordinary General Meeting letter dated 22nd January 2024 be adopted as the Articles in substitution for, and to the exclusion of, the existing Articles, including, for the avoidance of doubt, the document which was previously known as the Memorandum of Association.