



EXPLANATORY NOTE

Proposed amendments to the Articles of Association

The Trustees are proposing amendments to the Articles of Association of The Katherine Low Settlement Limited.

The Articles provide the legal framework for the governance and operation of the Charity. The proposed amendments have been developed as part of a review of the Charity's governing document, with the aim of ensuring that the Articles remain appropriate for the Charity's current governance arrangements and future needs.

The principal changes proposed are as follows:

1. Trustee/director terms of office

The proposed Articles introduce a maximum of **two terms of three years** for directors.

This is intended to provide greater clarity around trustee tenure and support regular renewal of the Board while retaining appropriate continuity and experience.

2. Company Secretary

The proposed Articles remove the requirement for the Charity to have a company secretary.

There is no longer a legal requirement for a charitable company of this type to have a company secretary, and the Trustees have agreed that it is not necessary for this role to be retained within the Articles.

3. General meetings and notice provisions

The proposed Articles update the provisions governing general meetings, including the periods of notice required for different types of meeting.

The Articles retain a requirement for **21 clear days' notice for an AGM or a general meeting called for the passing of a special resolution**, with **14 clear days for other general meetings**.

4. Trustee governance and Board proceedings

A number of provisions concerning the appointment, retirement, removal and conduct of directors, and the conduct of Board meetings, have been updated and modernised.

The proposed Articles also provide for meetings and decision-making using appropriate electronic means.

5. Conflicts of interest and trustee benefits

The Articles have been updated to reflect the current legal framework concerning trustee conflicts of interest, connected persons and payments or benefits to trustees and connected persons.

6. Communications

The proposed Articles update the provisions concerning communication with members and directors, including communication in electronic form.

7. Other modernisation and clarification

The proposed Articles also make a number of drafting and structural changes intended to bring the document into closer alignment with current company and charity law and to improve clarity and consistency.

A full copy of the proposed amended Articles is provided to members with these AGM papers. Members are asked to consider the complete document before voting on the Special Resolution.

Recommendation of the Trustees

The Trustees have considered the proposed amendments and recommend that members vote **FOR** the Special Resolution.