



Gloucestershire Cricket Board

www.gloucestershirecricketboard.com

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Minutes of the Special General Meeting held on Tuesday 20 July 2021 by Zoom.

GCB Attendees – Andy Shield (AS), Steve Silk (SS) and Sue Brees (Minutes).

Introduction

AS welcomed everyone to the meeting.

Why are we becoming a charity?

SS explained that there are 3 main reasons for becoming a charity.

1. Change to a name and organisational structure that is more representative and aligned to the work that we actually do:
 - The public perceives charities as being more credible than organisations that are not.
 - How are we perceived by organisations other than our current members, who don't already know us – what does Board mean?
2. Many charitable organisations will only give to registered charities so this change could really benefit the additional work that we want to do.
3. Charities can reclaim gift aid on many of the donations received from private individuals or companies as well as other financial benefits.

By becoming a charity, it will not affect the GCB in a detrimental way and the GCB will carry on helping and supporting clubs and leagues as it has always done – it is our core work and this will not change. By becoming a charity, the GCB aim to bring in a new team to provide more support for wider community outreach work. Quite a few counties have become a foundation including Somerset who we have used as a basis. SS confirmed that there are no negatives to becoming a Foundation. The 6 new Non-Executive Directors who were appointed at the AGM were appointed for their expertise and skills and will become Trustees of the charity. SS will be standing down, as a trustee cannot be a paid employee, which will leave 3 vacancies for additional trustees to be appointed.

The foundation will have a new set of Articles of Association but there will be no need to wrap up the existing private limited entity, the name will simply change. End of year reports will be made to both the Charities Commission and Companies House.

The foundation will continue to look to invest any surplus/profit to help deliver cricket further. Will clubs have a representative on the new Board? The Trustees will be made up of individuals who all have cricket at their core and some of those will be members of Gloucestershire affiliated clubs.

The GCB has recently been involved with setting up the South Asian Muslim Girl's project and have worked with community leaders and have gone into the mosques to raise awareness. There are currently 108 girls involved and this is a great example of the type of work that could be done with more of a community focus and team.

Will Trustees carry any personal responsibilities? As the GCF will be set up as a charitable company, any liabilities will be limited to a nominal amount of £10, as is current under the GCB articles of association.

Terms of office for each Director have been set out so that no more than 3 finish at any one time.

The meeting was invited to vote on 2 resolutions. Each club and league/association having one vote each.

1. That the registered name of the Company be changed to Gloucestershire Cricket Foundation.

2. That with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

- Resolution 1 – 61 out of 82 people at the meeting voted yes, 8 of 8 who voted via proxy also supported the resolution. Unanimously passed, no one voted against.
- Resolution 2 – 61 out of 82 people at the meeting voted yes, 8 of 8 who voted via proxy also supported the resolution. Unanimously passed, no one voted against.

The next step will be to apply to the Charity Commission to become a charity.

The meeting closed at 8.07pm