

### Summary of changes to the Articles of Association

- The Articles have been updated to reflect the Company Act 2006. The Companies Act 1985 is obsolete and no longer accepted by Companies House **[Clause 1.1]**
- The principle objects or purpose of the charity have been expanded to include support for the social and emotional development of gifted children **[Clause 2.1 (b)]**
- The Memorandum, which previously was a separate document, has now been incorporated into the Articles **[Clauses 3 and 4]**
- Members who have voting rights will be held in the register of members. Other supporters or subscribers to the Association are not members and will not be held in the register of members. Generally, the latter are currently Associate members who do not have individual annual subscriptions **[Clause 8.5]**
- The venues and management of Annual General Meetings and General Meetings have been broadened to allow physical, virtual or hybrid meetings **[Clauses 10.2, 11.3 and 12.1]**
- The use of proxies has been modernised **[Clauses 14.1 – 14.9]**
- Written resolutions (which can be circulated by email) have been incorporated as an alternative to a general meeting, but a special resolution still needs 75% of eligible members to support it to be passed **[Clauses 16.1 – 16.10]**
- The maximum number of Directors has been increased from 10 to 12 **[Clause 17.1]**
- It is recommended that a Director does not serve for more than 9 years **[Clause 20.5]**
- The quorum for a meeting of the Board of Management has been set in relation to the size of the Board **[Clause 25.2]**
- Communication channels with members have been modernised to include email and websites **[Clause 35.1]**
- The maximum liability of a member in the event of winding up (a mandatory aspect of being registered as a Company under the Companies Act), is set at £1 **[Clause 7]**