

The Stroudwater Textile Trust

(Company No. 03792787 Charity No. 1078398)

DRAFT Minutes of the Extraordinary General Meeting

Held at Egypt Mill, Stroud Road Nailsworth GL6 0AE
Sunday 5 October 2025, following the Annual General Meeting at 4.00 pm

AGENDA

- 1) The Chairman welcomed those present, some 37 members.
- 2) Apologies for absence were received from 20 members.
- 3) The Chairman introduced the Special Resolutions, the purpose of which is to convert the Trust from a Company Limited by Guarantee to a Charitable Incorporated Organisation, and to adopt an appropriate constitution, in order to simplify the regulatory framework within which the Trust operates and streamline its administration.

In response to a member's question, he explained the provisions governing Trustees' terms of service.

- 4) Mr D Elford proposed and Mr IDM Mackintosh seconded Special Resolution No.1:

"The Company shall apply to convert to a Charitable Incorporated Organisation ("CIO") pursuant to s228(1) Charities Act 2011 ("the Act") and the Charitable Incorporated Organisations (Conversion) Regulations 2017 ("the Regulations"). This resolution shall be treated as a conversion resolution pursuant to s228(3)(a) of the Act and the Directors are authorised to take such steps as are necessary in order to ensure that the Company converts to a CIO."

The motion was carried unanimously.

- 5) Mr D Elford proposed and Mrs A Taylor seconded Special Resolution No.2:

"In the event that the Company is converted to a CIO the constitution attached to this resolution shall be adopted in substitution for and to the exclusion of the Company's existing Articles of Association. This resolution shall be considered a resolution adopting the CIO constitution in accordance with s228(3)(c) of the Act."

The motion was carried unanimously.

- 6) There was no other business, and the Chairman thanked members for attending, and invited them to stay for refreshments and conversation.