

**MIDDLE MARCHES**  
**COMMUNITY LAND TRUST**

**Trustees and Decisions for MMCLT members**

**AGM, Saturday 4 October 2025**

**1. Election and Confirmation of Officers and Trustees to the Board of MMCLT**

A. Trustees continuing in their FIRST three -year term; biographies are on the website:

- i. Anne-Helen Harding (Secretary)
- ii. Zannis Mavrogordato

B. Trustees continuing in their SECOND three-year term; biographies are on the website:

- i. Richard Small
- iii. Janet Cobb

C. Trustees continuing in the THIRD three-year term; biographies are on the website:

- i. Richard Keymer (Chair)
- ii. Rob Rowe
- iii. Jonathan Brown

**2. Confirmation of Appointment of Baillie Ltd (Accountants) for Independent Examination of the Accounts**

**3. Resolution to Amend the MMCLT Rules**

By way of clarification and simplification of the Rules;

In keeping with the procedure in Rule G12 of the Rules;

The CLT shall –

- 1. Amend Rule A2.1.2 as follows (amended text in bold):

“A2.1.2 promoting the bio-diversity of the land through its sustainable management, **including the promotion and development of sustainable and environmentally responsible agriculture and forestry**, and habitat re-creation to enhance wildlife populations and by acquiring valuable wildlife sites.”

- 2. Replace the current Rule A13:

“An applicant for any share shall apply in writing to the CLT’s registered office:

C13.1 setting out their reasons for applying in accordance with the CLT’s policies; and

C13.2 pay the sum required to purchase a share or shares (which shall be returned to them if the application is not approved)."

with the following new Rule A13:

"New members shall, generally, be admitted upon completion of the online Shareholder Form and payment of the relevant sum required to purchase a share or shares (<https://middlemarchescommunitylandtrust.org.uk/get-involved/buy-a-share/>, as amended from time to time)."

3. Delete Rules C15.4 and C15.8 (deleted text struck-through):

"C15 A member shall immediately cease to be a member if any of the following occur:

~~C15.4 they do not participate in, nor deliver written apologies in advance for, two consecutive annual General Meetings of the CLT;~~

~~C15.8 having been a Board Member of the CLT, they cease to be a Board Member (unless the Board in its absolute discretion resolves that they shall remain as a member)"~~

4. Amend Rule C24 as follows (amended text struck-through):

"Before any General Meeting can start its business there must be a quorum present. A quorum is one-tenth of all members, ~~with a minimum number of five and a maximum number of 25.~~ As part of the quorum at least two members must be present in person."

5. Delete Rule D7.4 as follows (deleted text struck through):

~~"Any Board Member retiring under rule D7.3 having completed nine years' continuous service on either the Board of the CLT and/or the Board of a group member shall not be eligible for reelection for at least one full term of three years."~~

and, relatedly, amend Rule D12 as follows (amended text in bold):

"Each Board Member elected under rule D7 shall be elected for a fixed term of office expiring at the conclusion of an annual General Meeting (each a "fixed term"). The fixed term shall be for a term of three annual General Meetings unless the Board has set a lower number of annual General Meetings for the relevant Board Member on their election. No fixed term shall be set, **or re-election proposed**, which would cause the relevant Board Member to serve beyond their ninth consecutive annual General Meeting save where the Board agrees that circumstances exist where it would be in the best interests of the CLT for a Board Member to serve for a longer period."

6. Amend Rule G12.3 as follows (amended text in bold and struck-through):

"rules A2; A3; A4; B1; B2; B3; C2; C4; D15; D27; G12 and G14 can only be amended or rescinded by way of a ~~written~~ resolution **approved by at least three-fourths of the members** or by **at least** three-fourths of the votes cast at a General Meeting. Any other rule can be rescinded or amended by **at least** two-thirds of the votes cast at a General Meeting or by way of a ~~written~~ resolution **approved by at least two-thirds of the members.**"

#### 4. MMCLT's Charitable Status (for discussion)

##### **Oranges are not the only fruit**

The Middle Marches Community Land Trust is a charitable Society for the Benefit of the Community, run by volunteers. Our legal structure is set out in the Co-operative and Community Benefit Societies Act of 2014, which superseded the former industrial & provident society model.

We are registered with the Financial Conduct Authority, which has statutory powers of investigation and inspection, and we are also recognised as a charitable trust by HMRC, which enables us to claim Gift Aid on donations.

**Our objectives are wholly charitable; the first and foremost being the advancement of education; 'through the encouragement of community involvement in sustaining and enhancing landscapes, and by supporting rural livelihoods and communities'.**

As a society for the benefit of the community, our co-operative structure allows people to become shareholder members (minimum shareholding is currently £50). Each member has an equal vote, regardless of the number of shares that they hold. This egalitarian approach is in marked contrast to a charity registered with the Charity Commission, where there will be trustees running the charity, and then the beneficiaries of its philanthropic purpose.

We are an Exempt charity. To quote the Charity Commission's own guidance: *"An exempt charity has charitable status and is required to comply with charity law, but unlike other charities it:*

- *Cannot register with the Charity Commission*
- *Is not directly regulated by the Commission and instead has (or will have), a principal regulator.*
- *May only be investigated by the Commission as part of a statutory enquiry at the request of its principal regulator".*

Exempt charities embrace a diverse and eclectic, variety of organisations, including many universities, education academies, museums & galleries, and some church investment funds. We fall into the category of Charitable Registered Societies, which includes charitable community benefit societies, and friendly societies.

The definition of charity in its various legal forms has evolved and developed through time, springing from over 400 years of common law, and framed and amended by successive acts of Parliament. A charity is not like other types of organisation.

To quote the Charity Commission again: "Charities must have purposes that are only charitable. They must deliver public benefit and comply with charity law. Organisations that are not charities do not have to do this".

The Middle Marches Community Land Trust is a charity, and proud to be so.