

AGM 2019 Resolution  
Articles of Association Amendments

Proposer: Matt Tennant

Seconder: Simon Hawthorn

**AGM Notes:**

1. The Articles of Association were first written in 2008 and accepted by the Charities Commission in 2009 to approve our charitable status. Since their original drafting no subsequent changes have been made.
2. The governing documents of the organisation need to allow the charity to operate in the most effective manner and reflect the organisation today compared with when they were first drafted.
3. A sub-group of the board which consisted of Matt Tennant, Ban Barcroft, Danny McKeown, Jonathan Moore and Simon Hawthorn undertook the review and proposed changes. The Trustee Board considered and approved these changes for the AGM consideration in July 2019.
4. Consultation with the Charities Commission has highlighted any changes to *Charitable status, Selection of trustees by third parties or Payment of Trustee's* requires prior permission. The changes we have proposed do not fall into those categories therefore classifies as 'administrative updates'.

AGM Resolves:

1. To agree the proposed changes to the Articles of Association.

Executive summary of the review recommendations:

**Governing Document Review Document**

Area	Rationale for Change	Revision
<b>AGM</b>		
Remote attendance	<p>At past AGM's, attendance via phone/video/facebook has helped us achieve quoracy, though, it's basis and validity for achieving that quoracy needs to be better defined.</p> <p>Our governance needs to be more clearly defined in order for us to have increased legitimacy in allowing remote attendance at the AGM, with the scope in the future to having more and more attending and participate in the AGM remotely.</p>	<p>Allow the provision of remote attendance through video or phone or live 'digital media':</p> <ol style="list-style-type: none"> <li>1. To allow OutdoorLads paid members to fully participate and be part of the 'quoracy' in the AGM so long as the organisation can ensure: <ul style="list-style-type: none"> <li>• Verification of membership status before AGM begins.</li> <li>• They able to participation in discussion (cast question) and voting (vote for membership and any motion).</li> </ul> </li> </ol>
<b>Directors</b>		
Director positions	<p>The governing documents do not define the numbers of trustees that are on the board. This means that elections for roles are never contested and the potential risk for the board to swell in numbers.</p> <p>The 'executive' roles as defined in the governing documents are the Chair, Treasurer and Secretary. Once the AGM votes in the upcoming new trustee's the board annually selects these roles via a vote on a 12-month basis. The Trustee board should allow those holding 'executive roles' more time to establish themselves in position, however, additional controls need to be introduced to remove Trustee's from post if required.</p> <p>Currently, the Vice-Chair position is not defined within the governing documents. The position is designed to support the Chair in the running</p>	<ol style="list-style-type: none"> <li>2. Set number of board positions at a fixed number of 12 Trustees, with up to 10 Internal Trustee's and up to 3 External Trustee's.</li> <li>3. Allow longer tenure for the 'Executive' roles so that they be selected by the board for up to three years in office.</li> <li>4. Strengthen powers to remove a Trustee by the board if required.</li> <li>5. 'Vice-Chair' added to 'Executive' roles alongside Chair, Treasurer and Secretary.</li> </ol>

	<p>of the meetings, but also as a secondary decision maker alongside the chair in day-to-day business running decisions.</p> <p>The 'Secretary' of the group has the portfolio around governance, specifically the AGM, companies house accounts filing and elections. Where appropriate, this could be allowed to a staff member of Outdoorlads.</p>	<p>6. To define the 'Powers' of executive roles around operation, management and strategic decision making.</p> <p>7. To allow provision for company Secretary role to be an executive-staff members of OutdoorLads.</p>
Tenure Limit	<p>Currently, within OutdoorLads governance, Trustee's serve a total of terms of 3-year segments. We do not defy the upper-limit to how many terms can be served. This does cause potential risk for trustees to remain indefinitely on the board.</p>	<p>8. No trustee may ever serve more that 9 years (3 terms) in any of the Executive roles, with no more than 6 years (two terms) in any single Executive role</p>
Lay Trustees	<p>It's very common practice to allow the provision for external, lay or 'Non-exec' directors to be appointed to the board.</p> <p>Currently to become a Trustee/Director you need to be a member of OutdoorLads, which in itself can create conflict of interests in decision making. Lay or external trustees can be appointed based on particular skill sets or background and can act as Independent Reviews for complaints Code of Conduct issues</p>	<p>9. Allow the provision for 'External trustees' (non-OutdoorLads paid members) maximum of 2-3 places on the trustee board for 'External' or 'lay' trustees.</p>
<b>Complaints/Members Conduct</b>		
Removal of membership & Conduct of conduct	<p>To ensure that Outdoorlads can have an effective complaints/code of conduct/disciplinary procedure; it must have the authority with the governing documents to implement any sanctions or appropriate outcomes as a result of breaches or complaints.</p>	<p>10. That the provision of removal of membership and outcomes of code-of-conduct is permitted subject to an Appeals route made available.</p>
<b>Governance</b>		
Review Clause	<p>It's reasonably common and good practice to inset a clause instructing the board to conduct a review of the governing documents.</p>	<p>11. Instruct the board to conduct review the constitution every 5 years to propose any changes at the forthcoming AGM.</p>
Amending of governing documents	<p>The governing documents are currently vague around how to make changes or amendments. This causes problems for establishing the correct avenue via either a general meeting, AGM or all member vote.</p>	<p>12. Provisions on the process of amendments to the governing documents.</p> <ul style="list-style-type: none"> <li>• Via all-member ballot for amendment to the charitable purpose or;</li> </ul>

		<ul style="list-style-type: none"><li>• For adoption of changes requires resolution majority at quorate AGM.</li></ul>
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