

## **GNAS Resolutions to Revise the Company Articles at 2010 AGM**

Chris Carroll's explanatory notes:

Resolution 1. Appears to confuse the member definitions in Article 1, that can be changed only by the members in General Meeting, with matters concerned with awarding Honorary Memberships that are properly in the province of the Board. I think it is helpful to keep them clearly separated.

I shall vote against this Resolution.

Resolution 2. Changes the basis for electing the Executive Directors. i.e. it proposes to elect Executive Directors directly at the AGM. Currently the Executive Directors become Directors ex-officio by reason of being elected as Chairmen of the three major committees of the Board, i.e. the Operations Committee, the Finance and General Purposes Committee and the Development and Marketing Committee. The changes described weaken the position of the committees and pave the way for moving policy responsibilities from the committees to the individual directors. It is a more subtle approach than was proposed previously but the end consequence is likely to be similar. It is, in my opinion, vital to keep policy making in the hands of these committees and to ensure that the committees are strong and rooted in the membership. They are there to provide the effective checks and balances that come from requiring directors to convince their committees to agree on policy matters.

I shall vote against this Resolution.

Resolution 3. It does not seem to me to add significantly to the line taken in the existing Article 36 and I cannot see why we need to make it a new Article. I want to vote for it in principle but I am really not sure that it fits properly into the structure of the Articles with the new Article 39, so I don't think I can vote for it without actually seeing it in place in a properly finished proposal for a set of Articles.

I shall vote against this Resolution.

Resolution 4. I see value in the aligning of nomination dates and in tightening expenses procedures, but the first part is a bit of a "pig-in-a-poke" and the wording of Article 54(c) is inadequate and needs changing so as not to give the deciding responsibility for regulations to an individual.

I want to vote for this Resolution but will only do so if I am given assurances about changed wording for Article 54(c)

Resolution 5. Is likely to cause more problems than it solves. It is a recipe for confusion about responsibility and likely to cause significant argument and dissent at Board level when times are difficult.

I shall vote against this Resolution

Resolution 6. The ideas in this Resolution have real value, but they have not been thought through to the point where members should be satisfied that their interests are properly safeguarded.

I shall vote against this Resolution, but suggest that it ought to be the subject of further discussion and consultation with the membership.

Resolution 7. The idea behind the Resolution is sound, though it is written in a terribly long-winded way. However, it falls foul of the complications that arise from multiple options. i.e. it refers to Article 37(a) and (c), but there are no such Articles currently. It can only refer therefore to the new Articles set up under Resolution 2, influenced also by Resolution 9 and options from Resolution 10. I cannot therefore vote for it. As the notes say, it is already dealt with in the current Article 36 and that is where any additional (simpler) note should have been placed.

I am forced to vote against this Resolution, though I support its intent.

Resolution 8. This Resolution is concerned only with the creation of paid directors and I am totally opposed to that concept. It is vital that the overall direction of the Society remains in the hands of the members. If we cannot identify or avail ourselves from within the membership of the skills and abilities needed to run the Society, then we need must employ people, but they should always be in positions where they are subordinate to and subject to the direction of, individuals elected from and by the membership. I realise that in the Chief Executive we have an individual standing outside the principles I have just described, but I do not believe that we should extend the exception. When the new Articles were created in 2000 I supported the proposal to give a directorship to the most senior member of our staff. I think on reflection that I may have been wrong in that decision and if the existence of a paid director muddies the water and makes it more difficult to stick to the principles set out above I would be prepared to see the decision reversed.

I shall vote against this Resolution.

Resolution 9. This Resolution is concerned with describing in the Articles the requirements for setting up an Audit Committee and a Nominations Committee. The power to set up such committees already resides with the Board and the proposals are in my view completely inappropriate.

I shall vote against this Resolution.

Resolution 10. This Resolution proposes to write into the Articles powers for one of the committees described at Resolution 9, or if Resolution 9 is not passed, similar powers for the Board. The Board already possesses the powers described and since I shall be voting against Resolution 9 there is no need for this Resolution 10.

I shall vote against this Resolution.

Resolution 11. This ought to have been the absolute "banker" in this list of Resolutions. All that was required of the proposal was that it should display the new words that would result from changing the Articles to comply with and use the changed content of, the Companies Act 2006. That the proposal actually fails to do that simple thing is incredible. In the document that accompanies this email I have tried to fill in the gaps and set out what I think the Articles need to say in order to work with the new Act. It is inconceivable (and I think probably illegal) that the membership should vote against a proposal to comply with the Act, but I think they are entitled to know what are the actual words that they are authorising by their vote.

I shall vote for this Resolution, but I shall seek assurance that members will get a chance to see the actual words of the Articles before they are promulgated as a working document.

Resolution 12. This Resolution looks like a considerable improvement on the material presented at the EGM and subject to listening to the arguments of those who know more than I about the niceties of disqualification from working with children and vulnerable people I shall vote for it. I am still rather surprised that failure to pay a subscription does not feature in the list of reasons for cessation of membership.

I shall vote for this Resolution.

Resolution 13. I am not sufficiently involved in the detail of subscription administration to judge whether this is a good idea. I hope that we have consulted carefully with a sufficiently wide range of club treasurers and particularly county and regional treasurers to be confident about their views. At the moment I can see only the creation of additional complication and opportunity for error and argument, but I shall listen carefully to the views of those involved before making up my mind how to vote and at present have no basis for opposing the proposal.

I shall vote for this Resolution.

I hope you find all of this helpful and that I have not simply added to the confusion.