

PROPOSED CHANGES IN GEM'S ARTICLES

1. Introduction

This note outlines and explains five sets of changes that HBRL advise GEM Trustees to put to the next Annual General Meeting of GEM for the agreement of GEM members.

2. The proposed changes

2.1 Increasing the number of elected and co-opted Trustees

The following Articles would be amended so that they read:

Clause 3.2: The Trustees when complete consist of at least six and not more than twelve individuals, all of whom must be personal members or authorised representatives of member organisations.

Clause 3.5: There shall be seven elected Trustees. There shall be up to five co-opted trustees, PROVIDED THAT in the case of a vacancy in the number of elected Trustees the Trustees may at any time co-opt an additional person to fill the vacancy until the next AGM.

Clause 3.7: The seven elected Trustees shall hold the posts of and be elected as Trustees for the positions of:-

- Chair
- Deputy Chair
- Treasurer
- four ordinary Trustees

Arguments for these changes: The combined effect of these changes is to increase the maximum number of Trustees to 12. This enables the Board to better ensure UK wide coverage within the elected members of the Board and access greater range of expertise through co-options. A modest increase in the number of Trustees was proposed in the governance review and agreed by GEM Trustees. The changes in the three clauses alter the number of Trustees, elected or co-opted but not any other aspect of these Clauses.

2.2 Establishing the ability in the Articles for GEM General Meetings to be held virtually

The following Article would be inserted:

Insert new Clause 2.2 and renumber accordingly: A General Meeting may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

Argument for this change: The pandemic has underlined the importance of having provision for virtual decision-making meetings. GEM already has provision in its Articles for the Board of Trustees to meet virtually. The proposed wording follows closely that used to enable virtual meetings of the Trustees. Other provisions affecting the convening and organisation of General Meetings remain unchanged.

Including this provision helps to assure the bona fides of any quorate General Meeting held virtually.

2.3 Proving flexibility to the Board in setting the term of the Chair and Deputy Chair

Clause 3.8 sets out the maximum consecutive term for the period a Chair or Deputy Chair may serve.

The change proposed in Clause 3.8 is to replace the word “three” years by “six” years.

Argument for the change: The existing wording is unnecessarily restrictive. The Board of Trustees should be free to elect a suitable individual to the Chair or Deputy Chair for a longer period should it wish to ensure continuity. Six years establishes a more reasonable maximum term in line with the maximum term of a GEM Trustee. Six years gives Chairs the opportunity to lead and complete major organisational change.

2.4 Removing unnecessary detail from the Articles

Clause 1.5 sets out terms on which membership of GEM may be terminated. The following part of Clause 1.5 would be amended to read:

Clause 1.5.3: is in arrears in paying the relevant subscription, if any, but in such a case the member may be reinstated on payment of the amount due or

Arguments for the change: The detail of what level of arrears should lead to terminating a membership should not be in the formal constitutional documents, but a matter for subsidiary rules. The precise arrangements should be a matter for the Board of Trustees to propose, based on the advice of the Treasurer and Director.

2.5 Updating the disqualification clause for Trustees

Clause 3.11 in the Articles sets out the grounds on which a Trustee shall be disqualified. The following part of 3.11 would be amended to read:

Clause 3.11.1: is disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

Arguments for the change: The Articles should refer to the relevant current legislation and regulations that flow from it regarding the disqualification of

Trustees. This forms a part of regularly updating the Articles to ensure they are consistent with charity law.

3. Actioning these proposed changes

The changes outlined above must be:

- set out in a special resolution circulated to GEM members at least 28 days in advance of a General Meeting;
- agreed by a 75% majority at that General Meeting, which must be quorate;
- once adopted, filed with the Charity Commission and Companies House, at which point they become valid.

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