Annual General Meeting

Monday October 16th 2018.

The Banqueting Suite, New Armouries, the Tower of London

Amendments to the Constitution

Some points of information in the governance of WH UK have arisen over the last couple of years. They concern the length of term of Trustees of the CIO Board, and of the Officers of the Board.

The present Constitution allows for amendments to be made under clause 28. The Constitution can be amended: (a) by resolution agreed in writing by all members of the CIO, or (b) by a resolution passed by 75% majority of votes cast at a general meeting of the members of the CIO.

The amendments proposed do not contravene the provisions of the Charities Act 2011

The current constitution was agreed in 2015. It is proposed to make two amendments to clarify the situation.

1. The length of term of office of Trustees
   a) Various matters relating to the powers, appointments and rotation of trustees are properly covered in the current 2015 Constitution.
   b) For reference they are:
      • Clause 12 which deals with the numbers of Charity trustees, the power to co-opt non-trustee individuals;
      • Clause 13 which deals with appointment of Trustees and their rotation. Sub-clauses (2) and (3) set out the rotation requirements and retirements.
      • Clause 15 deals with removal of trustees, and
      • Clause 16 deals with re-appointments and states” Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for re-appointment. A charity Trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least two years”.
   c) At present we have 12 Trustees. Nine were agreed in August 2015. During 2016 one Trustee retired for personal reasons, and at the AGM 2016 all remaining 8 trustees retired and were re-elected (to accord with clause 13 (1)). Three new trustees were elected and joined the Board.
d) In 2017 clause 13 came into play. Two Trustees retired and were re-elected. One new person joined the Board. These three persons were elected for an undefined term. The total Board membership is currently 12 persons.

e) The word ‘term’, is used in Clause 16. It is proposed that a ‘term’ is defined as three years. This allows for continuity and space in the re-election process. If agreed the effect of this addition should apply to trustees elected or re-elected from the AGM this year, October 2018.

2. **Length of term of Officers of the Board.**

   This is not currently included in the Constitution. Although this is a matter for the Board to decide it is agreed that this should also be stated in the Constitution. The Board has agreed that this term should be 3 years and renewable only once i.e. a maximum of six years in total. To be consistent with the conditions for Board members, it is proposed that Officers may be re-appointed after an interval of at least two years. An amendment to clause 19 is proposed to be added to the Constitution.

   This provision is to apply from October 2018.

**Recommendations:**

1. That an addition is made to Clause 30 of the Constitution “Interpretation”, as (f) to read as follows: ‘The length of the term of office of WH UK CIO Trustees is three years’.

2. That a new paragraph is inserted into Clause 19 “Meetings and Proceedings of charity trustees” as section 2, as follows:

   (2) **Officers of the Board**
   
   (a) The Board shall appoint a Chair, Vice-Chair, Treasurer and Secretary and any other position it deems necessary to fulfil its duties, from amongst the Trustees.
   
   (b) The appointments will normally be for a term of three years and renewable only once, to a maximum of six years in total. An Officer may be re-appointed after an interval of at least two years.

   The subsequent paragraphs in Clause 19 are to be re-numbered.