

Special resolution – changes to the Articles of Association

Members are asked to consider one special resolution:

Alteration of the Charity's Articles of Association

That the Articles of Association annexed to this resolution be hereby adopted with immediate effect from the passing of this resolution as the new Articles of Association of the Charity in substitution for and to the exclusion of the existing Articles of Association.

Background

The Articles of Association are the governing document for Endometriosis UK, which is a charitable company limited by guarantee and not having share capital. The Articles of Association are being reviewed as part of a wider governance review being undertaken by the Board. It is proposed to make two changes to Endometriosis UK's Articles of Association, to facilitate the smooth and efficient running of the charity as it continues to grow. The two changes proposed are:

1. Trustees to be elected for a term of 3 years, with a maximum of 6 years as a Trustee.

At present, the Articles of Association state that each year 1/3rd of Trustees have to stand down and be put up for re-appointment. There is no maximum number of years a Trustee can serve, contrary to Charity Commission best practice. It is proposed that Trustees are elected for a 3-year term, with a maximum of 6 years as a trustee. Please note that Trustees can still retire, or be removed, during their term of service, it doesn't mean a compulsory 3 – 6 years.

The retiring and reappointing of trustees each year is an unnecessary step and is in effect a paper exercise, and can cause confusion as sometimes relatively new trustees are asked to step down. It is proposed to remove the need for 1/3rd of Trustees to retire each year, replacing with appointment for 3 years, with a maximum of 6 years' service. The term of 3 years for Trustees with a maximum of 6 years has previously been agreed by the Board and this is what we follow as our practice, and the Charity Commission recommend a maximum length of service for Trustees is stated.

2. Those considered Company Members of the charity are changed to be the Trustees

Each company must, by law, have Company Members. Company members, have responsibility for approving amendments to the Articles of Association, and appointing and removing Trustees. They also have liability for the charity, and as Endometriosis UK is a limited charitable company, their individual liability is currently limited to a maximum sum of £1.

Currently our Company Members are the same as our subscriber Members, ie those that pay to join as a member of the charity, and can vote at the AGM. Under 1% attend the AGM, and most may be unaware of their liability. These subscriber Members will continue to be

referred to as members and receive exactly the same information going forward as they do now. The Board remain committed to hearing from key stakeholders, such as our volunteers, members and supporters, and will continue to develop ways to gather input and feedback.

Proposed changes to the Articles of Association

To enable the above, the following changes are proposed to the Articles of Association:

Article 27	Trustee appointment process simplified, to state that all Trustees: - will be appointed by resolution of the Board. - may serve a maximum of 6 years in office. Transitional wording is included, in relation to the current Board stating that terms of office already served shall be taken into account.
Articles 28, 30 and 31	Clarification that Company Membership and Trusteeship are linked i.e. one automatically becomes a Company Member upon appointment as a Trustee, automatically ceases to be a Company Member upon retirement as a Trustee etc.
Article 32	As the Trustees are the only members (Company Members), removing the provision regarding creating different classes of membership. Please note that Article 33 allows the Trustees to appoint associate (subscriber) members.
Article 34	Provision which require an AGM to be held each year removed, on the basis that this is not required as Trustees are the only members (and the Trustee retirement provisions are no longer linked to the AGM). References to AGMs deleted throughout.
Article 38	Quorum for members meetings reduced on the basis that the current provision (10) is high given the size of the Board (max 12). The quorum is now the same as for Board meetings.

A copy of the proposed Articles of Association including these changes are provided for your reference.

If you have any questions at all about the proposed resolutions, please email these to assistant@endometriosis-uk.org before 12.00 on 11th November 2022.