

AGM Special Resolutions - Overview

1. Introduction

In addition to the Standard Resolutions that attendees (and proxies) are being asked to approve at the forthcoming AGM on 23 July, the ACO Board of Trustees (“Board”) are submitting two further Special Resolutions – requiring a 75% majority of votes cast – for approval.

2. Special Resolution 1: To Adopt New Articles of Association

Following discussions by the ACO Board of Trustees earlier this year, it was agreed that the current Articles of Association required review in order to ensure that they continued to adequately reflect current Charity Law requirements and best practice in governance.

In particular, the Board wanted to explore options to provide greater flexibility around the appointments to/composition of the Board in order to help maintain a diverse and effective range of skillsets providing strategic oversight of the organisation.

Russell Cooke LLP were subsequently commissioned to undertake a review of the current Articles and proposals to bring these in line with modern practice.

Following Board review of their proposed amendments, a final draft of the revised Articles are recommended to the AGM for approval.

2.1 Key Changes

2.1.1 Board Composition (Section 28):

- 3 – 12 *elected* trustees (no differentiation between member or non-member representatives);
- 1-3 *co-opted* trustees (providing the flexibility to recruit specific skillsets to the Board);
- Removal of previous provision relating to ratio requirement between member and non-member representatives on the Board;

2.1.2 Board Appointments (Section 28)

- Introduction of a new Trustee recruitment process that would see a Nominations Committee review Trustee applications with a view to elections (e.g. online ballot/secret ballot at AGM) where nominations exceed the number of open Board positions;

2.1.3 Trustee Terms of Office (Section 29)

- Maximum terms of office for Trustees now nine years (3 x 3 year terms) as opposed to the current six years (2 x 3 year terms);

2.1.4 Additional changes:

- (Section 4) Powers – standard provisions that Russell Cooke LLP propose;
- (Section 8) – Indemnity of Trustees provisions now included;
- (Section 9) detailed Conflicts of Interest provisions now stated;

Note: that there were no changes proposed to ACO's Charitable Objects.

The Revised Articles are strongly recommended by the Board of Trustees for approval at the AGM, ensuring the Board continues to maintain a wide range of skillsets and experience and that the organisation has an effective governance foundation.

3. Special Resolution: To Re-appoint Jodie Gill as a Trustee notwithstanding terms of office

Under the current Articles of Association, Trustee tenures are limited to two consecutive terms of 3 years (i.e. 6 years). Having been originally appointed in 2019, current Chair Jodie Gill (JG) is due to reach the end of her second term at the 2025 AGM.

However – in line with the changes in the Revised Articles reflecting current practice in the charity sector - the Board of Trustees strongly recommend the extension of JG's term of office for a further three year term.

The Board are highly supportive of JG's role as Chair and believe that extending her term of office (in line with what would then be permitted under the revised Articles) will enable ACO to continue to benefit from her strong leadership of the organisation.

4. Summary

Both Special Resolutions are strongly recommended by the Board for approval at the AGM. If you have any queries/require clarification around any aspect of the Special Resolutions, please contact Donal Watkin (Chief Executive): donal@aco.uk.net

Please also note that if you are unable to attend the AGM you are entitled to appoint a proxy (one per member charity) - see full details in AGM notification.