

THE OLD EDWARDIANS ASSOCIATION: KEY CHANGES TO THE ARTICLES OF ASSOCIATION

- 1 The new Articles of Association (the **New Articles**) do not contain a list of express powers. Instead, article 4 contains a general statement that the Association has the power to do anything within the law which may promote or help to promote the Objects.
- 2 Article 7.5 simplifies the process by which a Member of the Association may be expelled. The right of a Member to appeal remains.
- 3 All members of the General Committee (not only the Officers) are the directors of the Association for company law purposes and will be notified as such at Companies House.
- 4 The General Committee comprises of a President, a Chairman, a Treasurer, five other Members of the Association appointed by the Members and other Members of the Association appointed by the General Committee.
- 5 There will no longer be Vice-Presidents, an Honorary Registrar or an Honorary Secretary although the General Committee may appoint honorary officers if they consider this is appropriate.
- 6 General Committee members will hold office for four years. After having served for two terms of office, a General Committee member must take a one year break unless the General Committee consider it is in the best interests of the Association that he should be re-elected.
- 7 The General Committee (excluding the General Committee member in question) may unanimously resolve to remove a General Committee member.
- 8 The General Committee must meet three times each year.
- 9 Decisions of the General Committee may be taken by written resolution if signed by all of the General Committee members or agreed to in writing by all of them (which could include agreement by email).
- 10 The General Committee may delegate to sub-committee comprised of two or more persons (whether being members of the General Committee, Members of the Association or other persons).
- 11 The General Committee may appoint an advisory board to advise the General Committee on issues affecting the Association.
- 12 Under the Companies Act 2006 there is a statutory duty on all company directors to avoid conflicts of interest. The Act requires all company directors to declare the nature and extent of any interest in any matter relating to the company and to avoid any conflict of interest between that interest and the interests of the company. The existing articles do not deal expressly with conflicts of interest and the New Articles include provisions at articles 15 to 17 which are in line with the Act and which give the General Committee the maximum flexibility in relation to identifying and managing any conflicts that may arise.
- 13 The New Articles allow the Association to communicate with Members by means of a website in addition to by post and by electronic means.

**Veale Wasbrough Vizards
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**YOU CAN READ AND DOWNLOAD THE FULL DOCUMENT ONLINE AT:
WWW.OLDEDS.KES.ORG.UK/AGM2014.**