

Dear members,

The trustees have received a proposal from Geoffrey Greatrex to modify the charity's constitution. The text of the proposal, which was seconded by Geoffrey Sutton and Sally Phillips, is as follows:

*I hereby propose that the constitution approved by the AGM in 2014 be replaced by the previous version (approved in 2010), save that paragraph 18 of the 2014 constitution, which states that 'A meeting may be held by suitable means agreed by the Committee in which each participant may communicate with all the other participants in real time', should be retained and will become paragraph 17 of the revised 2010 constitution; both can be viewed on the EAB website at [http://www.esperanto.org.uk/eab/org/eab\\_constitution\\_2014.htm](http://www.esperanto.org.uk/eab/org/eab_constitution_2014.htm) (with a link to the 2010 one)*

*Justification: The minimum number of trustees would therefore be six, not four, as it has been lately; and the new article 10, which allows the 'management committee', i.e. the trustees, to expel members deemed to be behaving against the association's interests, would be removed. I make the proposal in order to ensure that a broad spectrum of the membership is involved in the running of the association. At the same time I am concerned that the exclusion of members from the association should be determined not by the trustees but rather by the membership more broadly; for this reason I wish to remove the new article 10 (which did not exist in the 2010 constitution). Should someone be acting against the interests of EAB, the membership can pass a resolution concerning the matter at the AGM.*

This proposed amendment has been added to the agenda of the 2017 AGM for discussion, and a vote will be held during the AGM on whether the amendment should be accepted. The current trustees (Ian Carter, Edmund Grimley Evans, Ed Robertson, Clare Hunter) **will be voting against the proposed amendment and would like to recommend to the membership that they vote likewise.** We outline the reasons for this below.

The constitution as it currently stands **was approved unanimously** during the 2014 AGM in Sheffield.

From the 2014 AGM minutes:

*"The resolution to accept the revised constitution was approved unanimously. Terry Page proposed and Elizabeth Stanley seconded the motion".*

If anyone had concerns about the constitutional changes then we feel that voicing those concerns during the 2014 AGM itself and then voting would have been more useful and constructive than attempting to reverse the decision taken in that meeting three years later.

At the time we explained our justification in proposing these changes via an insert which was circulated to all members with *Update* 65 in 2014. As that insert explained, there were **four changes being made to the 2010 constitution**, only one of which the current proposal seeks to retain.

- 1) The 2010 constitution stated that the committee must consist of at least six and not more than ten members of the association. Over recent years it had become increasingly difficult to recruit

enough trustees to maintain a minimum number of six. We therefore amended the minimum number to four, with the quorum for meetings of the committee remaining as four, except in cases where there are only four trustees, when it would reduce to three.

The implications of this were discussed quite thoroughly during the 2014 AGM. As the 2014 AGM minutes record:

*“Paul Gubbins explained that over recent years it has been increasingly difficult to recruit enough trustees to satisfy the existing minimum number required, despite requests in Update, and that there was no buffer should one of the current trustees leave or be unable to continue in the role. Hilary Chapman alerted that requiring a smaller number facilitates a takeover but that he understood the need to lower the limit; Tim Owen explained how the current safeguards wouldn’t permit anyone to act not in accordance with the aims of the association. A discussion ensued with members offering reasons to explain the general reluctance to become trustees. Terry Page suggested that people were apprehensive because of personal financial implications should things go wrong. Tim Owen explained that so long as trustees took advice from experts there would never be any personal risk and reaffirmed that being a financial expert wasn’t expected of a trustee. Helen Fantom questioned whether EAB trustees were protected by personal indemnity insurance; Clare Hunter confirmed that it wasn’t needed. Helen suggested that EAB get a quote as this form of reassurance may encourage people to come forward in the future”.*

Following the 2014 AGM the trustees did indeed follow this suggestion to take out trustee indemnity insurance and have reported it in *Update*. While we are heartened to see that a number of new people have put themselves forward as trustees this year following our latest appeal in *Update*, we cannot be complacent and assume that we will always be able to maintain a minimum of six trustees. In recent years we have seen a trustee die whilst serving, another one suffer a stroke, another remain in place whilst being treated for cancer so as not to push us below the threshold, and another unexpectedly die within months of stepping down. One of our current trustees is also not in the best of health.

Had we not dropped the minimum requirement when we did, then we would have run the risk of having fewer trustees than mandated. We should be clear what the consequences of that situation mean: we would have to inform the Charity Commission that we were unable to run our charity in accordance with the legal requirements. The Charity Commission would have to investigate and may appoint its own trustees to run the charity instead. It was to avoid this highly undesirable scenario that we proposed the change to the constitution in 2014.

We do not believe, as the proposal seems to suggest, that increasing the minimum number of trustees will automatically mean that more people come on board. At the time we made the change, we required six trustees and only had the minimum six, with one of the trustees seriously ill. There wasn’t any buffer of extra trustees.

It may be useful to add here that while a diverse and numerous trustee board is undoubtedly an asset, four is considered to be a perfectly valid number of trustees as far as the Charity Commission is concerned. Another Esperanto charity, The Norwich Jubilee Esperanto Foundation, currently functions

with a mere three trustees. Some other charities function successfully with as few as two. While we would not want EAB to have fewer than four trustees, we wish to emphasise that six trustees is not a magic number and is not driven by any external requirements.

- 2) The 2010 constitution made reference in three places to “postal ballot”. There might come a time in the future when the charity wants to introduce an online voting system rather than requiring the use of physical post. The Charity Commission advises that references to postal voting in a constitution exclude the possibility of online voting. In the 2014 constitution, we therefore replaced all references to “postal ballot” with the phrase “distance-voting”.

The phrase “distance-voting” is therefore now included in clauses 11, 13 and 28 of the current constitution. The amendment on which you have been asked to vote proposes replacing this with the old phrase “postal ballot” again. While the charity currently has no plans to implement a system of voting other than by post, we feel it would be a significant step backwards to remove this possibility for future generations. The aim of the 2014 constitution was to keep our options open.

- 3) A new clause was added to the constitution, which states that a meeting may be held by any suitable means agreed by the committee in which each participant can communicate with all other participants in real time. This enables the trustees to keep the cost of trustee meetings as low as possible by holding some conversations via Skype. The proposed amendment suggests retaining this new clause.
- 4) A second new clause was added to the constitution in 2014 to allow the charity to exclude members who are deemed to bring it into disrepute, following a suitable appeal process. The trustees suggested this after it came to our attention in 2013 that the Charity Commission’s best practice guidance for membership associations recommends the inclusion of a constitutional clause giving associations the ability to terminate the membership of individuals in certain circumstances. According to the Charity Commission, “A [constitution] should set out the minimum procedures relating to the expulsion/suspension of members”.

The new clause was discussed in some detail during the 2014 AGM, as described in the minutes of that meeting:

*“Tim Owen informed those present that our constitution currently doesn’t have a clause that explains the procedure by which membership could be terminated. The Charity Commission’s best practice guidance (from which he quoted) recommends the inclusion of such a clause. He explained that UEA too has such a clause (number 18) in its governing document. Peter Bolwell suggested that a policy and procedure be developed and included in the Trustees’ Handbook. Bill Walker suggested that we adopt the Charity Commission’s guidance by including the new clause. Helen Fantom stated that most voluntary organisations have such a policy”.*

Since the introduction of the clause the charity has not had any need to invoke it and we all hope that a circumstance necessitating the expulsion of a member is something which will never arise. Nevertheless,

as trustees we felt it was our responsibility to follow best practice guidance once we became aware of it. The 2014 AGM agreed.

The 2014 constitution was submitted to the Charity Commission for their review prior to the 2014 AGM and the Charity Commission gave their approval to the amendments, subject to them being accepted by the members at the 2014 AGM. Given that both the Charity Commission and the AGM accepted the new constitution and there have been no significant changes to the charity's circumstances since that point, it is unclear to us what benefit we would gain from trying to revert to an earlier constitution.

Finally, the trustees would like to point out that, if the membership vote in favour of this proposed amendment at the 2017 AGM, the resulting constitution would have to be submitted to the Charity Commission once again for their review and approval before it became binding. At this point the trustees would have to explain to the Charity Commission which changes have been made and why, and there is no guarantee that the Charity Commission would accept the amendment, particularly as it undoes wording which they have already approved.

Hopefully the above explanations will make it clear why **the trustees are recommending voting against the proposed amendment**. If you have any queries before the AGM, please feel free to contact one of the trustees to discuss further.

Yours sincerely

Clare Hunter

Ian Carter

Edmund Grimley Evans

Ed Robertson

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#### Voting on the proposal to modify the charity's constitution

You will have the opportunity to vote on the proposal during the AGM. **Please bring the voting slip with you.** Alternatively, you may use it to vote by post in advance. Please refer to the instructions about postal voting for the management committee on the ballot sheet; those instructions apply for this too. You can place the slips for electing the management committee and voting on the proposal to amend the constitution within the same envelope.

Proposal	For	Against	Abstain
To modify the charity's constitution as proposed by Geoffrey Greatrex, Geoffrey Sutton and Sally Phillips			