

## **Comments received**

### **Articles**

- Several comments were received about the use of gender throughout the document. Company Law does not differentiate, so where you see “he”, “him” etc, take it that it means “she” and “her”. The Articles are directly lifted from The Companies (tables A to F) (amendment) regulations 1985 : Statutory instruments 1985.
- A question was raised regarding Article 8 – quorum required for General Meetings to take place. Again, this is the recommendation from The Companies (tables A to F) (amendment) regulations 1985 : Statutory instruments 1985 and as such is what our Solicitor has recommended.
- Articles 38 and 39 – Directors. The issue of retirement by rotation is not clear to members, particularly since it is stated in the new Articles. Our Solicitor is happy that our current practice of generally three year terms (two for Chairman and Vice Chairman) satisfies this requirement. However, this does raise the issue about who is a Director of IRSO (currently all officers and Area Reps are) . This is something that the Council will be addressing this autumn.

### **Terms of Reference**

It is worth reiterating that the Terms of Reference document is for guidance only and does not form part of the Company's Statutory Constitution. It was felt that in order to honour work carried out over previous years in refining the old Articles and to ensure that the Committees abide by previous agreements, the parts of the old Articles not included in the new ones should be used as a Terms of Reference. This document can be amended at any stage and does not need to be ratified at an AGM through resolution. Our advice is that if anyone is concerned about any of the items within it, to contact the Chair of the appropriate committee direct to make changes.

- **Board of Directors/Council of Management.** Item 1 refers to Council being “not less than 6”, and item 2 states “prescribed maximum” – however we don't say what this maximum is! This will be amended at the Annual Business Planning meeting in the autumn.
- 10c – election of Chairman and Vice Chairman. This issue has been raised through Council and is the main item for discussion at the Annual Business Planning meeting in the autumn. In terms of Company Law, the post of Chairman and Vice Chairman are not recognised; Company Law is only really interested in Directors, hence the reason for Council reviewing this in the autumn.
- 18 – the inclusion of the word “richest” in the second line is purely because it appeared in the old Articles. This is old fashioned legal-speak and so can be taken out when this document is reviewed in the autumn.
- Item 19, and **Membership** items 1 (a), 8 (a) and (b). Again the issue of the Board of Directors and Council will be discussed at the Annual Business Planning meeting in the autumn. Gradually, the role of the Board of Directors has moved towards the more traditional role of a group of Directors in the day to day running of the business. The new Articles serve to underpin this, so that we are much more in line with modern Company Law.
- Item 4 – expulsion of members is a decision to be made by the Board of Directors and so will also be referred to in the Board of Directors section of the Terms of Reference.