



Potential Amendments to the Articles of Association

This document is a list of changes that could be made to the [Articles of Association](#) in order to improve them. Amendments to the Articles of Association require consent from at least three-quarters of the members present and voting at a meeting of the organisation.

The proposed amendments are as follows:

1. **Allow the Board to call Extraordinary General Meetings (EGMs):** Currently only the Membership can call for an EGM. This makes it very difficult to organise a Membership meeting to vote on Ordinary and Special Resolutions outside of the Annual General Meeting (AGM), for example: to pass amendments to the Articles of Association.

- a. **Proposal:** Insert new clause in section 6:

The Board may convene an Extraordinary General Meeting (EGM) at any time.

2. **Enable Online General Meetings (AGMs & EGMs):** Electronic voting is already allowed by our Articles of Association, but electronic meetings are not. This makes it difficult to organise EGMs because they are required to take place in-person. The proposed amendment would allow these meetings to occur online:

- a. **Proposal:** Insert new clause in section 6:

General Meetings, including EGMs and the Annual General Meeting, may be held in person, by electronic means, or by a combination thereof.

3. **Prevent Concentration of Votes:** The Articles of Association currently allow members to “nominate a representative to attend and vote during General Meetings” but contain no limitations or provisions that would mitigate the risk of bulk voting via proxy or power of attorney (PoA). The proposed amendment would aim to mitigate this risk:

- a. **Proposal:** Insert a clause in section 6.d:

Each Member may nominate one individual to act as their representative at a General Meeting. No person may act as the representative, proxy, or attorney for more than one Member at any given General Meeting. Any appointment of a representative, proxy, or attorney that would result in one person representing more than one Member shall be deemed invalid.

4. **Improve Board Resilience:** Ensure that the board can be reconstituted in unusual and extreme circumstances:

- a. **Proposal:** Insert a new clause after 2.b.vii:

Where the Board has been dissolved or no Directors remain in office, the Members may, by ordinary resolution at a General Meeting called by not less than twenty percent of the Members, appoint new Directors for the purpose of reconstituting the Board.

- b. **Proposal:** Revise 4.d.i:

Original: The Board shall organise an election following the closing of each Annual General Meeting for those places vacated by retiring Directors.

New: The Board shall organise elections to fill vacancies, whether due to retirement, resignation, removal, death, disqualification, or any other cause.

- c. **Propose:** Revise 4.e.viii:

Original: If, at any time, the total number of Directors is below the minimum prescribed by these articles, it shall be lawful for the Directors available to act as the Board for the purpose of filling up vacancies in their body or of summoning a General Meeting, but for no other purpose.

New: If, at any time, the total number of Directors is below the minimum prescribed by these articles, it shall be lawful for the Directors available to act as a quorate Board for the purpose of filling vacancies in their body or for summoning a General Meeting, but for no other purpose.

5. **Ranked Choice Voting as Default:** The articles do not specify a voting system. We typically use ranked choice voting (RCV) as the default for our elections, but we may need to allow for alternate systems from time to time.

- a. **Proposal:** Insert a new clause to section 4.d:

Elections shall, by default, be conducted using a ranked-choice voting system. For multi-seat elections, the Single Transferable Vote (STV) system shall be used. For single-seat elections or tiebreakers, Instant Runoff Voting (IRV) may be used. The Board may approve the use of an alternative voting method if it determines there is a compelling operational or legal reason to do so, provided that the method is fair, transparent, and consistent with the objectives of the Association.

6. **Breaking Ties:** The articles do not specify how to handle ties in elections. When we faced this situation, the board chose to hold a run-off vote, which ended in another tie, and then chose to have the Chair break the second tie.

- a. **Proposal:** Add new tie-breaker clause to section 4.d:

In the event of a tie, a runoff election shall be held between the tied candidates. If the runoff election also results in a tie, the Chair of the Board shall cast the deciding vote. If the Chair is a candidate in the election or otherwise has a conflict of interest, the Vice Chair shall cast the deciding vote. If both the Chair and Vice Chair have conflicts of interest, the deciding vote shall be cast by the longest serving Director who is not a candidate in the election and has no conflict of interest. If no such Director is available, the decision shall be made by drawing lots, administered by an independent third party.

7. **Election Timing:** The articles state that board elections should occur after the AGM, but we typically hold them before the AGM. The current language doesn't prohibit this, but the default language should probably align with our habits.

- a. **Proposal:** Revise 4.d.iii:

Original: Voting shall take place during the fourteen days following the Annual General Meeting, or such other period that the Board may from time to time agree ("the Voting Period").

New: Voting shall take place over a fourteen day period prior to the Annual General Meeting, or such other period as the Board may from time to time agree ("the Voting Period").