

## Special Resolutions

### Special Resolution 1

That the Articles be formatted into Calibri font and that they be generally tidied-up in appearance.

### Special Resolution 2

That the following Article 12(9) be deleted completely:

‘Any trustee in office prior to the date of adoption of these Articles may continue to be a trustee until their current term expires. During this time the Board may have more than 12 members. Service on the Board prior to the adoption of these Articles shall count as service on this Board for the purpose of determining term of office, and overall length of service.’

This is an old out-of-date transition clause.

### Special Resolution 3

That Article 14(2) be amended to read:

“No Trustee shall serve in excess of ninety-six months. After a first term of forty-eight months has been completed they may stand for re-election and, if successful, may serve a second term of a further forty-eight months.”

This is to enable Trustees, including the Chair, to stand for a second 4 year term of office in a single role.

AND Article 14(3) be amended to read:

“The maximum term for any trustee (excluding co-opted) is ninety-six consecutive months in either single or combined capacities. Following exhaustion of this time limit they may only stand for office again upon the elapse of at least *twenty-four months* following their retirement.”

This is contingent on the amendment to 14(2); if trustees can now serve 8 years in a single role then the ‘time out’ or elapse rule needs to be increased from 12 months to 24 months so that people cannot re-stand for election again until 2 years after their 8 year term has ended.

### Special Resolution 4

That Article 18 be amended to read:

‘There shall be a Remuneration and Performance Management Committee of the Trustees that shall review the performance of any Trustee that receives remuneration for services rendered to the Charity. The committee shall set the terms of service and remuneration for trustees and ensure that they are consistent with the Charity Commission guidelines. *The committee will also review the performance and remuneration of the UKCP Chief Executive Officer.* The committee shall be composed of a subset of the trustees.’

This is to reflect the full remit of the Remuneration and Performance Management Committee (RPMC) as detailed in the last paragraph on page 2 of the UKCP Standing Orders.

### **Special Resolution 5**

That Article 28(3) be amended to read:

‘The Members’ Forum has the power to submit questions or *recommendations* to the Board of Trustees, which shall be considered by the Board of Trustees no later than its next regularly scheduled meeting.’

This is a correction to a typo as the Members’ Forum can submit recommendations to the Board, not resolutions.

### **Special Resolution 6**

That Article 34(3) be amended to read:

‘Publication in *UKCP’s magazine* and on the UKCP website shall constitute due notice to members for any purpose under these articles.’

This is in order to guard against any future name changes to the magazine.

### **Special Resolution 7**

That Article 38(1) be amended to read:

‘The Board of Trustees may from time to time make such reasonable and proper Byelaws as they may deem necessary or expedient for the proper conduct and management of the Charity. Consultation on any such change will be conducted according to procedures defined in the *Standing Orders*.’

This is a correction as consultations are detailed in Section 2 of the Standing Orders and are not mentioned in the Byelaws.