

MARYLEBONE FORUM LIMITED

ARTICLES OF ASSOCIATION - PROPOSALS FOR IMPROVEMENT

To be submitted to the Forum Meeting on 10 October 2016.

(1) Full Forum Meetings: The number of Forum Committee members could fall below 20. **So Article 9.2 should provide that a Full Forum Meeting can be called at the request of 75% of Forum Committee members, instead of 15 or more Forum Committee members.**

(2) Forum Meetings: Article 9.7 requires a Full Forum Meeting to be held only once per calendar year. **It is now proposed that a minimum of 3 Forum Meetings shall be held in each calendar year of which at least one shall be a Full Forum Meeting.**

(3) Quorum: Under Article 9.12.2 the quorum for a Forum Meeting is only 8 members. **It is now proposed that the quorum for a Forum Meeting shall be increased to 30 members.**

(4) Voting: At a Forum Meeting voting by show of hands may be inadequate if a contentious issue is being debated or a percentage majority is required. **It is therefore proposed that Article 9.11.3 shall be amended so that a poll (a recorded count of hands) shall be held if requested by 6 or more Forum Members present.**

(5) Forum Committee: In Article 8.2 the Forum Committee should have the power to fill vacancies among Forum Committee members that may occur between Annual General Meetings.

(6) Forum Directors: In Article 12.7 the Forum Committee should have the power to fill vacancies among Forum Directors that may occur between Annual General Meetings.

(7) Forum Committee Meetings: In Article 9.1 the minimum number of meetings of the Forum Committee is only 2 per year. **It is now proposed that the minimum number of Forum Committee meetings shall be 4 per calendar year.**

(8) Co-ordinating Committee: Article 12.12 gives the Co-ordinating Committee complete powers of “management and administration of the Forum’s affairs”. Under Articles 13.4.1 and 12.11 a quorum of the Co-ordinating Committee is the same as for a meeting of the Forum Directors: that is 50% of the number of Forum Directors, so a quorum of the Co-ordinating Committee could be as few as 3. **So it is proposed that the quorum for a meeting of the Co-ordinating Committee shall be increased to 5.**

(9) Forum Directors: Under Article 12.7 the minimum number of Forum Directors is 6. Under Article 12.11 a quorum of the Forum Directors is 50% of the number of Forum Directors, so a quorum could be as few as 3. **So it is proposed that the quorum for a meeting of the Forum Directors shall be increased to 5, like the Co-ordinating Committee.**

(10) Three Officers: Under the Articles, the Forum Chairperson and the Forum Secretary shall be Forum Directors but not the Forum Treasurer. It is important that the person who administers all the money should be accountable as a director. **So it is proposed that the Forum Treasurer shall also be a Forum Director.**

(11) Elections: It is proposed that all members of the Forum Committee and all three Officers shall be directly elected or re-elected by the Forum Members at each AGM.

(12) Elections: It is proposed that all three Officers shall be elected or re-elected individually at the AGM and not as a list.

(13) Elections: In order to prevent the Forum Committee from becoming self-appointing and self-perpetuating, it is proposed that the Articles shall state explicitly that the term of office for all members of the Forum Committee and all three Officers shall be from their date of election or appointment until the close of business at the next following Annual General Meeting unless they are duly proposed and re-elected at that AGM.

(14) Notices of Meetings and Agendas: It is proposed that all Notices of Meeting for Forum Meetings and the Forum Committee shall be accompanied by an Agenda and any papers for which approval is being sought.

(15) Notices by Email: Giving notices of meetings only by posting them on the Forum website is not sufficient. It is therefore proposed that the Forum shall use its best efforts to send all Notices of Meeting, Agendas and accompanying papers for Forum Meetings and the Forum Committee to all members entitled to attend by email to their last notified email address.

(16) Resolutions and Amendments to Resolutions: The Articles do not contain any minimum notice period for calling a Full Forum Meeting. However, Article 9.13.2 says: “Any Forum Member wishing to propose a motion at a general meeting must first submit the proposed motion to the secretary no less than 28 clear Business Days (i.e. 5 - 6 weeks) prior to the date of the relevant general meeting.....” This can be improved.

It is therefore proposed that the minimum notice period for calling a Forum Meeting shall be 28 calendar days and that Forum Members must submit their resolutions or substantial amendments no less than 14 calendar days prior to the meeting.

(17) Minutes: It is proposed that the minutes, if any, of all Forum Meetings and meetings of the Forum Committee, the Forum Directors and the Co-ordinating Committee shall be posted on the Forum’s website within 7 days from their approval.

(18) Remuneration: Article 11.4 provides that the Forum Committee “shall have the power to fix remuneration for the Officers and any other members that carry out work for the Forum at such levels as they see fit”. **It is proposed that any payments made to Officers or other members of the Forum shall be itemised and disclosed in the Forum’s annual accounts.**