

**SEA AGM 2021****Proposed Motion to Amend Constitution****Concerning Executive Committee Member Responsibilities and Procedures for Removal**

The Executive Committee (hereinafter 'Committee') is the body that oversees and manages the affairs of the Society. This means that, in law, Committee members are deemed to be Trustees of the Society. This confers certain responsibilities on Committee members, including acting with reasonable care and skill in governance of the Society. In order to support this, it is proposed to amend the Society's Constitution to include:

- A minimum requirement for members to attend Committee meetings; and
- A procedure for removing members of the Committee who do not meet the standards expected of them.

It must be noted that inclusion of a Trustee removal procedure in a charity's governing document is a requirement set out by the Charity Commission, which the Society currently does not meet.

The proposed amendments are as follows:

**To be included within "Section 5. Executive Committee":**

(i) (1) Members of the Committee are expected to carry out their duties responsibly and with due care. Accordingly, they are required to attend a minimum of 2/3rds of the Committee's meetings on a rolling 12-month basis. A register of attendance will be maintained by the Secretary.

(2) Attendance shortfalls will be reported to the Committee, which will decide upon appropriate action (such decision made excluding the member in question). Any decision will consider all relevant circumstances, and be made with the best interests of the Society in mind. The Committee may decide that no action is required, or that further steps must be taken, which can include removing the individual from the Committee in accordance with section 5(j).

(j) (1) Members of the Committee may be removed from the Committee if they fail to execute their duties with appropriate care and diligence, or are otherwise unable or unwilling to perform their duties as expected. Examples of circumstances that might give cause for removal include but are not limited to:

- Persistent non-attendance of Executive Committee meetings;
- Acting in a manner that is abusive or otherwise unprofessional or disrespectful towards others;

- Persistent lack of engagement, including an unwillingness to take on or follow up on tasks delegated to them by the Committee commensurate with their position;
- Being found guilty of professional negligence or other significant misconduct, or otherwise being found to be acting in a way that could bring the Committee or the Society at large into disrepute.

(2) Should the Committee have reason to believe that a member is not performing their duties appropriately, the Committee shall discuss the allegations as soon as possible. The member in question may make a representation to the Committee as appropriate, though they will not be included in the Committee's deliberations.

(3) Following such deliberations, if warranted the individual may be removed from membership of the Committee by a 50% +1 majority vote of Committee members, excluding the member in question. Such a decision must be made with the best interests of the Society in mind. The individual will be removed from the Committee with immediate effect, and the matter put before members for their approval at the next AGM. Depending on the seriousness of the situation, the individual's membership of the Society may be reviewed pursuant to clause 3(b)(2).