

## Minutes of the 92nd Annual General Meeting of the Radio Society of Great Britain

Jurys Inn, Birmingham on Saturday 27 April 2019

### Opening Remarks

The meeting was opened by Steve Thomas, M1ACB, General Manager, at 12:00. He explained some 'housekeeping' notes and the arrangements for card votes.

Ian Shepherd, G4EVK, Chair of the Board, confirmed that after the formal AGM a number of trophies and awards would be presented followed by a review of the year by the President, Dave Wilson M0OBW. He also noted that after lunch there would be an informal Q&A session and presentations.

The Chair confirmed the meeting was quorate and that apologies had been received from:

- Richard Constantine G3UGF
- Peter Hardy G3VNH
- Chris Callicott G4DJJ
- Julia Hardy M0JHD

### Agenda Item 1. To receive and accept the minutes of the 2018 AGM (Resolution 1)

The Chair asked if anyone had any comments on the accuracy of the minutes that had been circulated with the April 2019 edition of RadCom and online. There were no comments.

The Chair tabled the Board motion that the minutes be accepted. The motion was proposed by, Geoff Plucknett G4FKA and seconded by Derek Kozel, MW0LNA. The motion was carried unanimously by a show of cards.

### Agenda Item 2. To receive and consider the accounts for the 12-month period ending 31 December 2018 and the reports of the Board and the Auditors thereon.

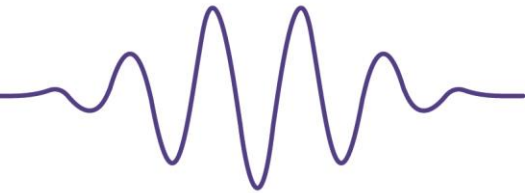
The Chair invited the Honorary Treasurer Richard Horton, G4AOJ to present the Auditors' report.

The Honorary Treasurer proposed the report, as published online be taken as read unless anyone wished it to be read out. He noted that the report was unqualified. There was no request. The Honorary Treasurer then invited questions about the Auditors' report. There were no questions.

The Chair noted that there was no requirement to lodge the accounts, but the Board wished to provide Members with the opportunity to raise any questions about them.

The Honorary Treasurer outlined the broad content of the accounts and invited questions on them. There were no questions.

The Chair noted the requirement was to simply receive the accounts.



### **Agenda Item 3. Resolution to appoint the auditors, Sayer Vincent, and to authorise the Board to fix the remuneration (Resolution 2).**

The Chair explained that the Board was recommending the reappointment of Sayer Vincent for reasons of cost and continuity. He invited any questions on the resolution.

The Chair proposed the Resolution, which was seconded by Philip Hosey M10MSO. The motion was carried by a show of cards.

### **Agenda Item 4. To endorse Dr Chris Callicott G4DJJ as a Nominated Director of the RSGB to serve until the 2022 AGM (Resolution 3)**

The Chair reminded Members that Dr Callicott had been selected by the Society's Nominations Committee as a Nominated Board Director. Article 33C required that Nominated Directors were endorsed by the membership in a secret ballot at or prior to the AGM. A ballot had been arranged and votes had been cast online. He invited the Company Secretary, Stephen Purser, GW4SHF, to announce the results. He reported that the votes cast were as follows:

For	157
Against	3

He announced that Dr Callicott was therefore duly endorsed as a Nominated Director of the Society to serve until the 2022 AGM. The Chair congratulated Dr Callicott and welcomed him to the Board. He also reported that both he and Mike Bruce M0ITI had been elected unopposed to the Board and would serve as Board Directors until the 2022 AGM. The Chair thanked Len Paget GM0ONX, Stewart Bryant G3YSX for their work for the Society - both would complete their terms as Board Directors at the AGM. He also thanked Stephen Purser GW4SHF for his work for the Society as Company Secretary. Mr Purser was standing down from this role for personal reasons. He noted that the Board had appointed Len Paget GM0ONX as Company Secretary with effect from 11 May 2019.

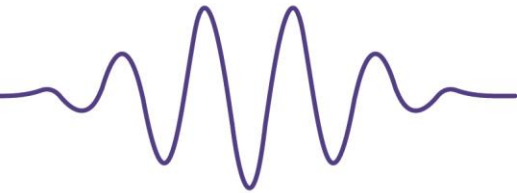
### **Agenda Item 5. Amendment to the Articles of Association (Regional Arrangements) (Special Resolution 4)**

The Chair read the proposed amendment

“Regional Representatives will, unless removed, remain in office for three years from the date of their election. Three years in office will be called a “Term”. Regional Representatives may serve two consecutive Terms but shall retire at the end of their second consecutive Term; provided that the Board shall have the power to waive this requirement if it considers that it is in the best interests of the Society that the incumbent shall complete a third or subsequent Term ”

The Chair advised that an explanatory note giving the background to the special resolution had been published in RadCom and online. He invited questions about the Special Resolution.

Philip Hosey M10MSO asked if the change was retrospective so that it would apply to terms started at or before the current AGM. The Company Secretary advised that, in his view, it would apply to nominations made after the AGM. Mr Hosey stated that whilst he agreed with the Resolution he did not agree with that interpretation of it. The Chair stated that this would be clarified after the meeting.



The Chair proposed the Special Resolution, which was seconded by Simone Wilson M0BOX. The motion was carried by a show of cards.

### **Agenda Item 6. Amendment to the Articles of Association (Co-option of President) (Special Resolution 5)**

The Chair advised that did not intend, unless requested, to read the full text of the amendments as they were lengthy and had been set out in RadCom and online for some time. There were no requests. The amendments are set out below:

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#### 32. Board Members

Unless otherwise stated at the date of appointment, elected and nominated Board Members shall initially hold office for three years (a "Term"). Such Board Members may serve two consecutive Terms but must leave the Board at the end of their second consecutive Term for a period of at least one year. After one year, if elected, they may serve for a similar period as a new Board Member or President; or they may be appointed to the Board under Article 37. Members appointed under Article 37, shall retire at the end of their period of appointment, after which they may (subject to term limits) stand for election or nomination. An appointment of less than six months under Article 37 shall not be taken into account when calculating Terms.

#### 33. The President

The President will be appointed to office by election by the Members. The President shall hold the office for two years, save where there are exceptional circumstances to meet a specific need as determined by the Board, where the appointment as President may be extended for a further year. If the office of President is vacant, or the elected President is indisposed and unable to fulfil the role of President, the Board shall have the power to co-opt a person it considers suitable for such a period as appears to the Board to be appropriate provided that the period shall end not later than the date of the next AGM. Completion of a two- or three-year term of office as President shall complete the relevant Term on the Board. Where this was the first Term, the retiring President may stand for election again as a Board Member for a second three-year Term.

#### 35. Maximum Service on the Board

A Board Member may, therefore, complete a maximum of two Terms of office of three years, plus a period on the Board as President, of either two years, or three years where the appointment is extended to meet a declared need pursuant to Article 33 above. The appointment to the Board as President may occur either during the two Terms or immediately following the two Terms, after which the person in question may not be re-elected or re-appointed for one year, when if appointed or elected, may serve for a similar period as a new Board Member or President.

The Chair advised that an explanatory note giving the background to the Special Resolution had been published in RadCom and online. He invited questions about the Special Resolution. There were no questions.

The Chair proposed the Special Resolution, which was seconded by Stewart Bryant G3YSX. The motion was carried by a show of cards.

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### **Closing Remarks**

**The Chair noted that the business of the AGM was concluded and thanked those present for their contributions. The AGM was closed at 12:22.**