

## Minutes of the 93rd Annual General Meeting of the Radio Society of Great Britain

Convened by Teleconference at 12:00 on the 25 April 2020

### Opening Remarks

Ian Shepherd, G4EVK, Chair of the Board advised that the 93rd Annual General Meeting of the Radio Society of Great Britain due to be held at the Jurys Inn Birmingham on Saturday 25 April 2020 has had to be cancelled because of government restrictions on travel and public meetings due to the coronavirus Covid-19 pandemic and instead the business of the AGM would be held by teleconference.

The teleconference meeting is held under within the provisions of the Society's Articles of Association

*Fifty persons present in person or by proxy entitled to vote upon the business to be transacted, each being a member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum*

The Articles of Association further state that any resolutions to be considered by the meeting have to be submitted 21 days in advance and, as we have no such resolutions, then the meeting will be as set out in the calling notice.

It was confirmed that this meeting is convened to accept the accounts and related documents and to report the election and resolution voting results as described in the calling notice. The notice calling today's meeting was circulated to members with the April 2020 issue of RadCom.

Taking part in meeting were the President, Dave Wilson, M0OBW; Chair of the Board, Ian Shepherd, G4EVK; General Manager, Steve Thomas, M1ACB; Honorary Treasurer, Richard Horton, G4AOJ; Company Secretary, Len Paget, GM0ONX; and the Elections Officer, Stephen Purser, GW4SHF; with other members of the Board, the candidates seeking election to the Board and a number of HQ staff.

### Agenda item 1 – To Receive and accept the minutes of the 2019 AGM (Resolution 1)

The minutes were circulated to all members in the April 2020 issue of RadCom and online. There is a Board motion to confirm the minutes and the following votes were received.

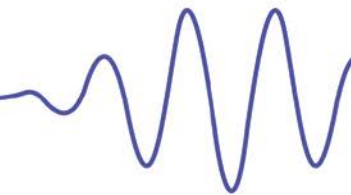
For	302
Against	2

The motion was declared carried.

### Agenda Item 2. To receive and consider the accounts for the 12-month period ending 31 December 2019 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 and recorded the Board's thanks to Richard Horton and Jackie Tite, the Society's Financial Controller, for their work in preparing them.

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

The Chair explained that the Board was recommending the reappointment of Sayer Vincent for reasons of cost and continuity. The Board has therefore determined to recommend the reappointment of the existing auditors.

The results of the vote in favour of this recommendation were as follows.

For	310
Against	6

The motion was declared carried.

### **Agenda Item 4. Resolution 3 To endorse Dr Stewart Bryant G3YSX as a Nominated Director of the RSGB to serve until the 2023 AGM**

The Chair reminded Members that Dr Bryant 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, Stephen Purser, GW4SHF the Society's Election Officer, to announce the results. He reported that the votes cast were as follows :

For	288
Against	24

The Chair announced that Dr Bryant was therefore duly endorsed as a Nominated Director of the Society to serve until the 2023 AGM. The Chair congratulated Dr Bryant and welcomed him to the Board.

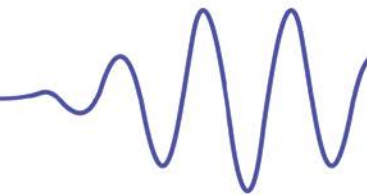
### **Agenda Item 5 Resolution 4 to elect 2 Elected Directors.**

Four members put themselves forward for election by the membership to fill the two elected vacancies on the Board. They are:

Andy Mace, M0MUX  
Leonard John Paget, GM0ONX/ GM6JIC  
John Louis Spurgeon, G4LKD  
Philip Willis, M0PHI

The Chair asked Stephen Purser, GW4SHF as Election Officer to announce the result of the elections. The results were as follows:-

Andy Mace M0MUX	160
-----------------	-----



Leonard John Paget GM0ONX/GM6JIC	185
John Louis Spurgeon G4LKD	141
Philip Willis M0PHI	150

Len Paget, GM0ONX and Andy Mace, M0MUX are duly elected. The Chair congratulated them and welcomed them to the Board. He also thanked those members of the Board who are stepping down at this AGM. Kamal Singh, M0IOV (co-opted on to the board during 2019) has reluctantly decided not to seek election or nomination due to new work commitments.

In addition, our Company Secretary, Len Paget, GM0ONX is stepping down after this meeting having supported and advised the Board for the past year. The Board is also indebted to Steve Hartley, G0FUW who is standing down as Chair of the Legacy sub-committee of the Board, to Philip Hosey, M10MSO who is standing down as Chair of the Regional Forum and all other volunteers who have devoted their time and efforts in maintaining the success of the Society

## Agenda Item 6 – Special Resolution 5

The Chair proposed to amend Article 32 of the Articles of Association as follows:

### 32. Board Directors

Unless otherwise stated at the date of appointment, elected and nominated Directors shall initially hold office for a term of three years. Elected Directors may serve two consecutive Terms but retire from the Board at the end of their second consecutive term for a minimum period of one year. Retiring Directors may seek election or be nominated after the period of one year for a similar period as a new Board member or President.

Nominated Directors shall normally serve up to one three-year term after which they may seek election (subject to term limits).

Retiring Directors may be co-opted under Article 37, by decision of the Board. Co-opted members, appointed under Article 37, shall retire at the Annual General Meeting after co-option, after which they may, (subject to term limits), stand for election or nomination.

Directors who have completed two consecutive three-year terms may be co-opted to the Board to fill any vacancy which may arise between AGMs and are not barred from holding office.

In exceptional circumstances, to fulfil a specific need, the Board may vary the above arrangements. Due notice will be published via RadCom.

The Chair asked Len Paget, GM0ONX as Company Secretary for the result of the vote. The results

For	294
Against	18

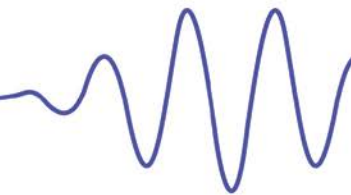
The motion was carried.

## Agenda Item 7 – Special Resolution 6

The Chair proposed to amend Article 33c of the Articles of Association as follows.

### *33c Nominations Committee*

*The Chair of the Nominations Committee shall be a suitably experienced independent Corporate Member of the RSGB (not a Volunteer Leadership Team Member) appointed by the Board.*



*The Nominations Committee shall additionally comprise one elected Director, one nominated Director (one of whom shall be the Chairman of the Board), and two members from the Volunteer Leadership Team, [one of whom shall be a Regional Representative and one of whom shall be from the rest of the Volunteer Leadership Team but not a Board member]. The Nominations Committee shall regularly consider and identify suitable candidates for appointment as nominated Directors or other volunteer positions. The Committee shall maintain a confidential list of possible candidates and their curricula vitae in order to match candidates' experience and expertise to the needs of the RSGB. The Committee shall submit to the Board those candidates proposed to be endorsed as Nominated Directors by the membership at an AGM.*

The Chair asked Len Paget GM0ONX as Company Secretary for the result of the vote. The results

For	294
Against	16

The motion was carried.

### **Agenda item 7 – Special resolution 6**

The Chair proposed to amend Article 37 of the Articles of Association as follows.

#### 37 Short-term Board vacancies

The Board may appoint any Member who is willing to act as Director, either to fill a vacancy or as an additional Board Member, provided that the appointment does not cause the number of Board Members to exceed any number fixed by or in accordance with these Articles or Bylaws.

Directors who have completed two consecutive three-year terms may be co-opted to the Board and are not barred from holding office.

Any member co-opted to the Board must retire at the AGM following co-option or seek election or nomination.

The Chair asked Len Paget GM0ONX as Company Secretary for the result of the vote. The results were as follows.

For	286
Against	21

The motion was carried.

The Chair advised that this concluded the Annual General Meeting and that the list of recipients for the AWARDS and TROPHIES for 2019 will be published alongside the proceedings of this meeting. Presentations will be arranged later in the year once HMG social distancing rules are relaxed.