

Draft Articles – some notes on a few key issues and clauses:

Section 3.1.1 covers our existing objectives as set out in our constitution (written in 1992) and clarifies / brings it up to date.

3.1.1 preamble covers our existing Values

(b) now specifically mentions nuclear weapons as an example of WMD (as requested by members at AGM)

(c) inserts the concept of planetary boundaries, and specifically climate and ecosystems

Directors have a legal duty to work to fulfil these objectives.

Section 6 Membership

Note: The 'Board of Directors' replaces the current Officer functions of the NCC

6.10 We now clarify the types of membership: 'supporters' replace what we used to call associate members. See the governance diagram.

Section 8. Meetings

Electronic meetings – eg large Zoom conferences are now explicitly included.

8.6 Quorum set at 25

8.8 Chair and chair. The Chairperson – ie of the Directors/ SGR does not have to 'chair' meetings.

This is already normally shared.

8.14 Mandatory powers of Members - the power to remove director(s) (10.10.6), change the name of (24.1.2), dissolve the organisation (23.1).

10. Directors

All initial Directors of SGR Ltd need to be approved by current membership after consultation period at 2022 AGM. Directors now explicitly include Executive Director and Finance & Membership Manager as Directors (ex-officio) reflecting how things work already in practice. Majority of Directors have to be appointed, ie not be ex-officio, to cover any possible conflicts of interest (10.2.2).

10.2.2. also allows for the possibility of having up to 3 ex-officio Directors should SGR have a board of 7 or more.

10.4 Elected advisors to the Board – equivalent to current NCC members.

10.9 Directors retire every three years. They can be reappointed.

12. Directors may at some point decide to employ / appoint a Company Secretary

17. Directors have to declare 'interests' relevant to SGR to avoid possible conflicts of interest – available for members / any member of the public to read.

20. Directors have a duty to keep proper records and accounts (for a period of 10 years) accounts have to be available to any member and presented at AGM.