

# RICHARD III SOCIETY

Patron: HRH Prince Richard, The Duke of Gloucester KG GCVO



Founder: Dr S Saxon Barton

Executive Committee

Website: [www.richardiii.net](http://www.richardiii.net)

18<sup>th</sup> July 2019

## Establishing a Legal Status for the Society – Member-wide Ballot

We have received correspondence from a few members with questions about the ballot. The following points may assist members as they consider their votes:

- The *only* question on the ballot is whether or not the Society should become a CLG (Company Limited by Guarantee).
- The draft Articles of Association that were provided in the last *Bulletin* have been developed by the Constitutional Working Party (CWP), the Executive Committee (EC), and our specialist legal advisor, Tees Law. If the Society does become a CLG, we will be required to submit Articles to Companies House as part of our incorporation. However, they are not in force now, and are not part of the ballot.

The Society currently has a Constitution that includes both the type of provisions that are found in Articles and other information regarding how it operates. The Articles will define how we are set up as a company, and changes must be approved by Companies House. If we become a CLG, the EC will need to develop Standard Operating Procedures (SOPs) for managing the day-to-day operations of the Society, and define the duties of individual Society Officers, such as the Chairman, Business Manager, etc., and these can be updated as needed. The SOPs will also facilitate handover when new members of the EC take on responsibilities.

Our draft Articles are based on the standard wording established by the government, customised as far as possible to suit the Society's aims and activities. Our goal has been to attempt to future-proof the document to meet the Society's current and future needs to avoid having to make too many changes to the Articles. Thus we have been conservative in some of the provisions, so that we don't handicap ourselves unnecessarily.

- If members vote to become a CLG, we plan to have a table at the forthcoming AGM/Members' Day on 5 October 2019 that will be staffed by members of the CWP. This will be an opportunity for members to discuss the draft Articles, ask questions, and raise concerns.
- If we become a CLG, that will happen on 1 April 2020, at which time the Articles will be finalised. Once we have some experience of running the CLG, we may find that changes to the Articles will need to be submitted to members at the 2020 AGM.

## Establishing a Legal Status for the Society – Member-wide Ballot (continued)

- One member questioned the need for the Society to enter into contracts. We already have a number of existing contracts for services such as arranging for a conference venue or printing and mailing our publications. However, because the Society does not have a legal status, the only way it has been functioning is that members of the EC have signed contracts in their own names, for which they are personally liable.

For example, our Events Manager is personally liable for our £1,500 contract with the Scottish National Museum for the hire of the 2019 AGM venue. Furthermore, our Business Manager is personally liable each quarter for a sum in excess of £10,000 for producing and distributing the *Bulletin*. There are many more examples.

It is not reasonable to expect EC members to continue taking on personal responsibility for such large amounts, and new EC members may be not be willing to do so. The only way to change this, and allow the Society to enter into its own contracts, is to obtain legal status.

We encourage members to review pages 5 to 7 of the June *Bulletin*, or follow the link on the Society's website, where you will find a large number of questions and answers (Q&As) regarding the vote, CLG status, the Articles, why we are seeking this change, and more. Members are also welcome to contact David Wells, the Chairman of the CWP directly (email: [cwp@richardiii.net](mailto:cwp@richardiii.net)) if they have further queries or concerns.

Your questions could be developed into further Q&As as a summary handout for the AGM and website, and they can help us focus on any amendments that may be needed to the draft Articles if we move, as we hope we will, to becoming a CLG.

Executive Committee