

## **The International Guild of Battlefield Guides**

### **Explanatory Note to the Special Resolutions proposed by the Management Board at the 2024 AGM**

Over the course of the last year, the Management Board realised that it would be desirable to effect a number of changes to the Guild's Constitution. This was largely driven by deficiencies identified during the recent disciplinary process under the Code of Conduct. Subsequent to the Management Board considering proposed amendments, the Review Group ("RG"), who examined the actions taken by the Management Board and others in that disciplinary process, made a number of recommendations including changes to the Guild's Constitution. These recommendations largely coincided with the Management Board proposed amendments to the Constitution.

To deal with the matters of principle of the amendments, the changes have been put into separate resolutions so that each can be considered and voted upon individually. Each of the changes may require amendments in several separate places in the Constitution and it would be impractical to set out every single amendment required for each principle (we would have pages of line-by-line amendments!), and indeed there is some cross over which would need to be repeated for different principles.

It is further proposed to adopt a conformed set of Articles / Constitution incorporating each of the proposed changes if approved as a separate principle, and so that we have a single approved document as our Constitution going forward. What has been circulated with these resolutions is a conformed version (both a clean version and a marked-up version to show changes) assuming that all the principles proposed by the amendments are approved. If any are not approved, then the conformed copy will need to be amended to remove changes which are not approved.

In this way, Members will be able to vote on each principle proposed, but the failure of one will not derail the adoption of a conformed version of the Constitution which will be a requirement as it is not proposed to pass resolutions setting out all the specific wording changes to make the individual amendments. (This will be explained further at the AGM)

Therefore, the additional information which Members may find helpful in reviewing the proposed changes to the Constitution is:

#### Special Resolution 1

- (a) The Management Board currently have no power to suspend or terminate membership other than within a disciplinary process under the Code of Conduct. The amendment reflects the recommendation of the RG.
- (b) This amendment reflects that there may be a need or it is desirable to require the return of an Accredited Members' Badge from a former member who is expelled or otherwise resigns other than on good terms.
- (c) The new class of membership is to cater for Accredited Members who have ceased professional guiding but who nonetheless wish to retain their association with the Guild (and the Guild with them). It would allow them to attend Guild events as a member but without all the rights and obligations of a full member (e.g. an Ambassador Member would have no vote at Members' meetings, and present thinking is that they would have a nominal subscription payment or perhaps none at all – the full details are still under consideration by the Management Board).

- (d) This resolution reflects one of the RG's recommendations and had been apparent to the Management Board prior to that. The existing Constitution contained provisions which suggested that the Chairman had addition powers over and above that of a Management Board member which are not consistent with current standard good governance practice.
- (e) The change merely reflects that it is thought that there ought to be capacity within the Management Board to have an addition member to the present number of seven. Bearing in mind the multitude of different things which the Management Board needs to deal with, it is sensible to have the capacity to increase the number sitting on the Management Board should the workload require it.
- (f) The Management Board members retirement by rotation provision has not really been necessary and in practice with terms of office limited to three years and with co-opted Management Board members needing to stand for election, there are invariably Management Board member elections each year.
- (g) The definition of Officers is to clarify who they are and their terms of office. The amendment would also permit the appointment of more than one Vice-President should the need arise, bearing in mind the post could have some functions within the administration of Guild policies and procedures.
- (h) There are several other desirable amendments to correct errors and to conform provisions which are set out in the proposed conformed form of Constitution.

Members will generally need to look at the proposed conformed form of the Constitution to see the wording proposed to reflect each of these amendments.

#### Special Resolution 2

As previously said, the proposed conformed new Constitution assumes that each of the above amendments are approved. If any of the above changes are not approved, then the conformed form will be amended before being initialled by the meeting chair and registered at Companies House as required by law.