4 June 2021

To: Clubs
For information: Associate Members
Regions/National Associations/Networks
Federation Management Board
Federation Consultative Council
Federation Programme Action Committee
Past Federation Presidents
Bournemouth Conference Committee

SIGBI LIMITED GENERAL MEETING 2021

The Resolution attached has been accepted onto the General Meeting Agenda 2021.

1. **AMENDMENTS TO RESOLUTIONS**
   An amendment to this Resolution must be in writing accompanied by the name of the proposing and seconding bodies and of the delegates who will propose and second them. Such amendment must reach the Federation Office, 2nd Floor, Beckwith House, 1 Wellington Road North, Stockport, Cheshire, SK4 1AF on or before 9 July 2021.

   Clubs are reminded that in accordance with the Rules of Conduct (Clause 10), an amendment may be:-
   - to leave out words
   - to insert or add words
   - to leave out words and insert or add others
   in such Form as the Chairman shall approve

   provided always that the amendment shall be relevant to the Resolution on which it is moved and shall not be equivalent to the direct negative thereof.

   Care should be taken in framing an amendment as too many variations on the original Resolution can result in an almost meaningless substantive Resolution and final Resolution. The SIGBI Ltd Board and the Federation Procedural Consultant have access to all amendments submitted. Please give careful consideration to their advice.

2. The attached Resolution together with an Explanatory Note and Appendix has been received by the Company Secretary. For the avoidance of doubt, these documents, including the Appendix, have been prepared by, and express the views of, the Proposer and Seconder. The procedures for amendments to the Byelaws, including the persons permitted to propose and second such amendments and the voting requirements, are set out in Byelaw 18.

3. The General Meeting Agenda, including Resolutions and any Amendments, will be sent to Clubs on or before 12 September 2021.

Georgina Coad
Company Secretary
RESOLUTION 1

Soroptimist International Great Britain and Ireland (SIGBI) Limited in Conference, moves that:

Clause 11.1 of the current SIGBI Byelaws (dated 25 October 2019), be amended to read:

The terms of office for President and President Elect are two years each. The President Elect proceeds to the post of President, without the need for further election.

To come into effect immediately after the results of the Club Ballot.

EXPLANATORY NOTE:

The current Clause 11.1 of the SIGBI Byelaws states that the SIGBI President and President Elect currently serve for one year. We are seeking to extend the term of office to two years.

SIGBI was registered as a Charity in 2018 and consequently, the structure of the Board was reviewed to bring it into line with the recommendations of the Charities Commission, the aim being to create a smaller, skills-based Board that was sustainable and would ensure the viability of the Organisation.

The Charity Commission advocates that the President, the Chairman of the Board, should serve more than one year. In view of this, it is proposed to increase the term of office for both the President and the President Elect from one to two years. The President Elect automatically proceeds to the role of President without further election.

Prior to 2019, the SIGBI Board structure consisted of twelve Directors. At the 2019 General Meeting a Resolution was proposed to reduce the Board size to six Directors, together with an increase in the President and the President Elect’s Term of Office from one to two years. Subsequently, an amendment was proposed to create a seventh post, that of Governance Director, which was carried at the 2019 General Meeting.

The two-year terms were introduced as the proposed restructured Board did not include the post of Vice President or Immediate Past President and it was felt that, in line with Charity Commission recommendations, the four-year overall term should be maintained for continuity reasons.

A later amendment from the floor at the 2019 General meeting removed the proposed change in the President and President Elect’s term of office, thus breaking up the whole intention of the restructured Board. This left SIGBI with no Vice President or Immediate Past President, as that was approved, but not the 2-year Presidential term which was an inherent part of the entire proposition.

The result of this decision has left SIGBI in a greatly reduced situation where continuity in the Board has been damaged rather than strengthened leaving the organisation open to the risk of poor governance.

We have provided further information in the attached Frequently Asked Questions (FAQ – Appendix A) document, which we ask you read in conjunction with this Resolution. If you have any questions which have not been answered via the FAQs, please contact SIGBI HQ – hq@sigbi.org

Proposer to sign: **Cathy Cottridge**  Director – SIGBI Ltd  31 March 2021

Seconder to sign: **Ruth Healey**  Director – SIGBI Ltd  31 March 2021