



WATCH 2022 AGM

Proposed RESOLUTION 1.

Agenda item #3.

SUMMARY: To Ratify the national committee's recommendation that in unusual circumstances an exception to term limits is approved under paragraph 14 Constitution.

TO PASS, the resolution requires a simple majority of votes cast at the meeting, including postal votes.

RESOLUTION 1.

Proposed by the national committee of trustees.

Pursuant to Constitution (2017) paragraph 14 REAPPOINTMENT OF CHARITY TRUSTEES¹ members of WATCH at the 2022 AGM, *RESOLVE* that it is in the best interests of the charity, for reasons of continuity and institutional memory, given the large number of trustees stepping down at the 2022 AGM:

To RATIFY the national committee's recommended interpretation (21st June, 2022) of the Constitution paragraph 14 which implies that, in unusual circumstances, an exception may be made to the two-term rule, such that Rosalind Rutherford, who was elected Vice Chair (ex officio Officer) in 2021, complete her three-year term of office and, by so doing, extend her continuous service as a trustee from two terms/six years (or equivalent) to two terms plus two years (8 years total).²

¹ Extract from Constitution: 14. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment for a further term of three years. A person may serve two consecutive terms of three years after which they shall usually take a sabbatical year from service on the committee before standing for re-election. [Underline added.]

² Years of service are counted from the 2016 list of WATCH's first charity trustees, as named in the Constitution (2017).

Cont'd over



BACKGROUND

Committee Interpretation of the Constitution for 2022 AGM

At the June residential business meeting, the committee agreed* that it was in the best interests of the charity to recommend to the membership at the 2022 AGM that Rosalind Rutherford complete her three-year term as Vice Chair for reasons of continuity and institutional memory given the large number of trustees, including the Chair, stepping down at the 2022 AGM because of the two-term limit.

The recommendation is supported by legal advice that a third term as an ex officio trustee is acceptable under paragraph 14 of the Constitution which implies a need for leeway regarding term limits in unusual circumstances such as are, it is held, currently faced by the committee. Related considerations are:

- The benefit to an incoming Chair (who has not previously served on the committee) and up to six other incoming committee members (7 in total). [*Current trustee and nominee for the vacancy of Vice Chair, Roger Neill, if elected, would not be incoming.*]
- That, at last year's 2021 AGM, Rosalind was elected Vice Chair by the membership on the assumption of serving a three-year term.
- That the 2022-2023 committee, following legal advice, will propose amendments to the Constitution for the 2023 AGM to:
 - o Clarify term limits, in particular for ex officio Officers (Chair, two Vice Chairs).
 - o Address term-related conflicting provisions in 11.4 and 11.8, and between paragraph 11 and paragraph 14, as identified by legal advice.

*Ten trustees in favour. None opposed. Present, not voting: Rosalind Rutherford. [Apologies x1].

END