

Proposing resolutions for the 2019 AGM: Guidance

Introduction

This document provides guidance on how Members may bring a resolution to the 2019 AGM.

Many organisations have provisions in their constitutions for “members’ resolutions”. This means that a group of Members can bring forward their own resolutions for changes to the constitution or for other matters. We do not currently have this provision but Council intends to bring a resolution to the AGM which will provide for this in future.

In the meantime, Council has committed to facilitate “Members resolutions” this year if brought by 30 Members or more. The following guidance has been based upon best practice and legal advice.

How to present a resolution for inclusion in the 2019 AGM

Please follow this guidance:

1. Any member wishing to propose a resolution for the 2019 AGM must deliver this in writing to the Chief Operating Officer by post or email (Contact details below) by 30 June 2019. This notice will be passed to Council for consideration. It is strongly advised that submissions be made as soon as possible.
2. The proposal must contain the wording of the resolution which should be as clear and succinct as possible. It may also be accompanied by a maximum of 500 words of explanatory text.
3. The proposal must be countersigned by 29 members in addition to the proposer. A list of signatory names and membership numbers must also be provided. The full list of all 30 signatories will be published along with the AGM papers.
4. Only members of the Charity that have held continuous membership for 12 months prior to the date of submission may be signatories to the proposal.
5. Upon approval by Council, the Chief Operating Officer will arrange for the resolution and explanatory text to be included in the Notice of the AGM, which will be published online at the start of the voting period on 29 July 2019.
6. Council shall have the right, in its absolute discretion, to refuse to permit a proposed resolution to be included in that Notice if it considers that it would not be in the best interests of the charitable purposes and the good operational management of the Society to allow it, for example if it:
 - a. does not address or reflect a matter that is relevant or applicable to The Society;
 - b. is similar in effect to a resolution proposed at any of the three Annual General Meetings prior to the date for submission of notice;
 - c. is so ambiguous as to be incapable of being carried into effect;
 - d. would, if passed, be ineffective (whether by reason of inconsistency with any enactment, The Charter, The By-Laws or The Rules, or otherwise); or
 - e. is defamatory, frivolous, vexatious or proposed in bad faith.



7. Council may itself despatch a statement commenting on the resolution with the Notice of the AGM. This statement may include guidance on how Council considers members should cast their vote on the resolution.
8. The decision of a General Meeting on a member's resolution is only binding on The Council where the resolution relates to a matter that The Charter, The By-laws or The Rules require to be determined at a General Meeting.

Where to send proposals

Please submit proposals by either of the following methods:

- By post to: Chief Operating Officer, The Royal Photographic Society, RPS House, 337 Paintworks, Arnos Vale, Bristol BS4 3AR.
- By email to: Chief Operating Officer at agm@rps.org.

Further questions?

- If you have any queries regarding this document, please email the Chief Operating Officer at agm@rps.org.

