

Shropshire Tourism (UK) Ltd

Proposals for Updating the Articles of Association:

For consideration by the AGM on 27th February 2018

The Articles form our constitution and describe how we operate. They have not been updated for more than a decade and we must bring them up-to-date. The following notes outline the proposed changes, as agreed by the Board of Directors. The full version of the proposed updated Articles can be found on the Members' area of the website. The AGM is invited to agree the proposed changes.

1. The Board of Directors: We propose:

- a) There should be a maximum of nine and minimum of five elected Directors;
- b) Directors shall be elected annually at the AGM of members
- c) Up to three additional Directors whose expertise would be of value to the Board may be co-opted by the Board
- d) Co-opted Board members shall have full voting rights
- e) Directors and co-opted Directors must be members of Shropshire Tourism to qualify for election/appointment.
- f) Each member organisation or company is entitled to one representative who is viewed as a member of Shropshire Tourism. This is the person whose name appears on the membership application.
- g) Currently the Articles contain several paragraphs about "alternate" Directors being appointed by existing Directors to act on their behalf. The proposal is to delete these paragraphs.

2. A Second Forum:

Currently the Articles make no specific provision for representatives of local tourism groups or other organisations to attend Board meetings and we do not propose to change that. We do propose:

- That there be a Forum of non-voting membership, to be called Shropshire Tourism Forum, meeting at intervals as determined by the Board of Directors. The purpose of the Forum is to gather views, information and ideas from interested parties to help to promote tourism in Shropshire. The Forum shall consist of:
 - a. The elected and co-opted directors
 - b. One representative of each Shropshire local tourism association, nominated by the local association
 - c. One representative of any organisation deemed by the board of Directors to be appropriate for the work of Shropshire Tourism
 - d. Other members whose expertise and knowledge may be helpful to the forum

3. Members of staff:

Currently the Articles state that the chief executive and some other roles are deemed to be "executive officers" and, as such, to be Directors. We propose:

- a. That no members of staff are eligible to become Directors or to be co-opted but may be invited to attend Board meetings as the Directors wish
- b. That clause 25 "Executive Officers" be deleted and that the chief executive (or subsequent job title for the senior employee) should attend Board meetings ex-officio at the invitation of the Board but not be deemed to be a Director

4. Directors' Roles:

Other than a reference to "executive officers" there are no specific role requirements for directors listed in the Articles. We propose:

- That the Board elects annually from amongst the Directors, specific roles such as:
 - a. Chairman
 - b. Vice-chairman
 - c. Finance Director
 - d. Membership Director
 - e. Personnel Director
 - f. Company Secretary
 - g. Facilities Director
 - h. Other roles that the Board may from time to time decide
- Individual Directors may, at the Board's discretion, carry more than one of the specific roles
- The chairman may be re-elected for no more than three consecutive years.

5. Amendments to the Articles:

Currently, the Articles contain no rulings on how they may be amended or updated. We propose that a new clause be inserted: "These articles may only be amended at an AGM or Extraordinary GM when members may consider and vote on proposals circulated in advance by the Board of Directors."

Mike Brogden
Company Secretary
January 2018