



---

## SOCIAL PEDAGOGY PROFESSIONAL ASSOCIATION

### PROPOSED SPECIAL RESOLUTIONS TO ALTER THE CLAUSES IN THE ARTICLES OF ASSOCIATION JUNE 2021

These amendments are being proposed as special resolutions and will be further discussed the Annual General Meeting which will take place on [17<sup>th</sup> June 2021 from 6:30 to 8:00 pm via Zoom](#). All SPPA members are invited to vote in order to pass these resolutions. Members have the possibility to [submit an electronic vote](#) if they are unable to attend the Annual General Meeting on the proposed date. The electronic voting will close on 16/06/2021.

If you have any questions or comments, please contact us at [info@sppa-uk.org](mailto:info@sppa-uk.org)

---

#### Summary:

(1) To increase the number of Trustees from thirteen to fifteen, (2) to amend the numbers of Trustees that can be elected by ballot to ten and by the decision of current Trustees to five, and (3) to increase the years of automatic retirement and maximum term from three to five.

---

#### PROPOSED RESOLUTIONS

(1) The article **25** in our articles of association shall be amended as follows:

**25.** There shall be a minimum of three and a maximum of **fifteen** Trustees.

**Outcome & rationale:** This amendment will increase the representation of SPPA Trustees from thirteen to fifteen in order to support the effective management of the organisation.

(2) The article **26.3** in our articles of association shall be amended as follows:

**26.3** Trustees shall be appointed as follows:

**26.3.1** up to **ten** Trustees elected by the members by ballot in accordance with rules determined by the Trustees; and

**o26.3.2** up to **five** Trustees by a decision of the **current** Trustees

**Outcome & rationale:** To increase the number of Trustees that can be elected by ballot from six to ten and to increase the number of Trustees that can be elected by the Trustees, from three to five in order to keep the balance between the number of Trustees elected by members and those appointed by Trustees.



(3) The article **26.4** and **26.6** shall be amended as follows:

**Automatic retirement**

**26.4** Subject to Article 26.2, each Trustee shall retire from office at the **fifth** annual general meeting following the commencement of his or her term of office.

**Maximum term**

**26.6** Retiring Trustees may be reappointed or re-elected but a Trustee who has served for **five** consecutive terms of office must take a break from office and may not be reappointed or re-elected until the earlier of:

**Outcome & Rationale:** To increase Trustees' automatic retirement as well as the maximum term of office, from three to five years in order to provide continuity and cohesion to the organisation. SPPA is a recently formed charity, therefore, the knowledge and experience of the Trustees who have served SPPA for a longer period is fundamental to steer SPPA on the right direction and for the overall management and functioning of the organisation. Trustees with more time within the organisation are key to strengthen the links between previous and new Trustees; increasing the time of retirement and the maximum term will also allow to have a smoother transition when new Trustees join the board.

Proposal elaborated by the

Social Pedagogy Professional Association

11<sup>th</sup> June 2021