

## Notes on the constitutional votes at the GCG AGM, 30<sup>th</sup> Nov 2020



### The background

Many of you will remember last year (and before), when we have been talking about converting GCG from an unincorporated association to a charitable incorporated association (CIO). This is a change in the way GCG is governed, that will put it in line with similar organisations and make it more robust for the future. Functionally, GCG will not change and members are unlikely to notice any difference. Our objectives and our outputs won't change. What will change is our constitution, using one modelled on the recommended wording from the Charity Commission, and our legal standing, meaning that trustees are no longer personally liable for GCG's finances and any contracts or accounts that we might take out. We would be able to do this in the name of the CIO, rather than as individuals, as is necessary now.

The path from simple registered charity to CIO is now well-worn by many small to medium charities, and it means that the charity is more transparent and accountable in its activities. GCG doesn't have any employees or assets, so it is a relatively straightforward process. We have taken legal advice on the procedure and the wording in the proposed constitution. In order to convert GCG to a CIO, we will need to close the existing charity and transfer everything over. In practical terms this means applying to the Charity Commission to set up the new CIO with the proposed constitution (enclosed), which could be accepted anything from 24 hours to 20 weeks after application, and then transferring everything over. Once this is done, we will close (dissolve) the original charity.

### The votes

What we are asking at the AGM is that our members vote on two things. In order to convert to a CIO, we need to be able to dissolve the current charity. Unfortunately, our current constitution doesn't have a clause that covers this, so we will need to add one in by way of a members' vote. We have taken the wording for this clause from the Charity Commission's model documents (see 'GCG Constitution 2012 proposed change' document, enclosed).

The second vote concerns setting up the new CIO and the process that stems from this. It is a vote to accept the proposed new constitution, and to dissolve the old charity when appropriate.

Both votes will be decided by a simple majority at the AGM, at which 10 is a quorum according to our current constitution.

The wording of the votes is as follows:

#### Vote 1

I agree to the inclusion of the clause on Dissolution to the current Geological Curators' Group constitution (last updated December 4<sup>th</sup> 2012). **YES or NO** If the vote passes, then:

#### Vote 2

I agree to the conversion of the Geological Curators' Group unincorporated association charity to a charitable incorporated organisation (CIO), adopting the proposed CIO constitution. I understand that this decision means that the current charity (no. 296050) will be dissolved, and all activity will transfer to the new CIO (with a new charity number to be issued). **YES or NO**

Please do ask if there are any questions on any of this.

Many thanks for your continuing support for GCG!

*The GCG committee*

*Enc:*

*GCG Constitution 2012 proposed change.pdf*

*GCG CIO constitutionOct20.pdf*