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## **MINUTES OF THE 2009 EXTRAORDINARY GENERAL MEETING OF THE REMOTE SENSING AND PHOTOGRAMMETRY SOCIETY**

Thursday 10<sup>th</sup> September 2009, the University of Leicester, John Foster Hall, Tilton & Swithland Room, Manor Road, Oadby, Leicester, LE2 2LG, UK.

The attendance of the EGM is recorded in Annex 1 of the AGM Minutes.

The Chairman, P Aplin, opened this meeting directly after the AGM. This meeting had been convened to consider and vote on the Special Resolution authorising changes to the Society's governing documents; specifically the removal of some clauses as detailed below:

1. The removal of the following clauses, which currently prevent any amendment or update of the documents without written proposal to and permission from the Charity Commission and Companies House. These clauses are outdated and no longer required to exist in the governing documents of other, newer Societies
  - *No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.*
  - *No addition, alteration or amendment shall be made to or in clauses 4 or 7 of the Memorandum of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade.*
2. The removal of the following clause regarding the remuneration of Trustees, since there are occasions when some kind of remuneration is necessary.
  - *The income and property of the Society shall be applied solely towards the promotion of its object as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Council shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society.*
3. The removal of item (c) regarding tickets for Corporate Members, since it is redundant
  - *Corporate Members. Open to firms and institutions who are interested in remote sensing and photogrammetry and are willing to act in some measure as sponsors. Corporate members have no voting rights but receive*
    - (a) *acknowledgement in the Society's literature;*
    - (b) *publications on the same basis as an Ordinary Member;*
    - (c) *two tickets for attending each non-residential meeting;*

*(d) the right to send two representatives on residential courses on the same financial terms as an Ordinary Member.*

4. The removal of this sentence regarding voting rights of Corporate Members at General Meetings:

- *The Society may invite representatives of Corporate Members to General Meetings but such representatives shall not be entitled to vote.*

5. The amendment of the following sentence regarding scrutineers of election ballots:

- *The Scrutineers shall present themselves at the offices of the Society on the day of the Annual General Meeting and supervise the counting of the votes.*

To the following simplified version:

- *The Scrutineers shall supervise the counting of the votes.*

It is suggested that the proposed changes would help the Society operate more efficiently. The Governing documents are important; we cannot, however, make changes to them because these clauses prevent this. The Society is governed by Companies House and the Charity Commission. There have been many changes recently to Charity Commission Law, one of which relates to payments to Trustees. The Society's Governing documents have remained largely unchanged since 1974.

Occasionally, it would help the Society to run more efficiently if it could pay Trustees. Clauses, such as point 5 above, are not workable and therefore outdated. P Mason suggested that it should be amended. It was further noted that any changes agreed at this EGM would require permission from both Companies House and the Charity Commission.

P Mason requested the removal/amendment of clauses as outlined above and requested the EGM's approval of these changes. Discussion resulted. Questions were raised relating to why the Society needed to pay Trustees. Sometimes there was a need to pay for someone's time and specialism ie over and above their voluntary contribution. It was felt that the proposed changes were necessary to a modern Society. P Aplin indicated that the Society relied on volunteers; these volunteers also have a day job. At present the Society can reimburse, for example, student helpers but it was felt that paying Trustees was also necessary so that each volunteer could operate more effectively. Whilst the Charity Commission allowed Trustees to be paid, the Society's Governing documents did not, therefore the EGM's permission was sought to make the necessary changes. D Rhind suggested that clear guidelines should be drafted for paying Trustees but supported this proposal. It was agreed that the Society would produce such guidelines.

*P Mason proposed that, in the interests of running the Society more effectively, changes to the Governing documents should be made as set out above. P Newby seconded this and ALL were in favour.*

There being no further business the EGM closed at 6.25 pm.

Signed: ..... Date: .....