

EXPLANATORY MEMORANDUM

PROPOSED AMENDMENTS TO THE KASS ARTICLES OF ASSOCIATION

Council is recommending that the members of KASS approve certain amendments to the Articles of Association. This memorandum provides a brief explanation for the proposed amendments.

1. **Rotation of Council Members**

- Since the current rotation provisions were adopted many years ago, the level of commitment (in time and expertise) required by Council members, resulting from significantly increased legal requirements (in the capacities of school governor, charity trustee and company director) , has greatly increased
- Under the current arrangements, requiring a third of Council Members to retire annually (usually five members) at the AGM, the term of a Council Member was often around three years
- Having given their time and commitment, this did not give new Council Members time to really establish themselves
- Council proposes we move to a quarter of Council members to retire annually at the AGM, with a minimum four years initial term – this at least allows an additional year to establish themselves and make a useful contribution and to justify the time and commitment required
- The effect of this change will normally be that up to four Council members rather than five retire by rotation annually
- Council considers this to be a modest adjustment without undermining the concept of rotation of Council members.

2. **Transition arrangements** – to avoid the unintended consequence that this change could, in the first year or two after being adopted, result in long standing Council members being required to retire after only two years since their last re-election, a minimum three year term since last election is included in the changes.

3. **President and Treasurer** – term changed from one year to three years

- Again, reflecting that annual election does not allow for certainty of tenure for a reasonable period to justify the time and commitment
- Historically, both have not been subject of contested elections, so the modest change avoids unnecessary process
- Council retains the power to require an annual election if it wishes.