

SGM 2022 Special resolution



**Equity Release
Council**

Celebrating 30 Years of Setting Standards

Special general meeting (SGM) October 10, 2022

For agreement: Articles of Association

Purpose

To seek members' agreement to the adoption of a new set of Articles of Association for the Equity Release Council.

Background and discussion

The Council's board of directors recognise the inherent value in ensuring the organisation's governance remains fit-for-purpose and reflects accepted best and innovative practices in corporate, non-profit governance. Within that context during 2021 the board commissioned the independent review of the Council's governance structures, culture, and performance, the recommendations from which were agreed in principle by the membership at the annual general meeting (AGM) in June 2022 (see paper Excellence in Leadership), subject to submission of a new set of Articles of Association.

We are enacting those agreed changes and as such are ready to enshrine the details within a new set of Articles. All registered companies in the UK are required to maintain Articles as the company's the principle governing instrument. They specify the rules and regulations for the company's operations and define the company's purpose. They also lay out how tasks are to be accomplished within the organisation, including the process for appointing directors and for financial management.

Given the scope of the changes relating to the composition of the Board of Directors¹, their operating protocol, and the organisation's voting rules², rather than simply amend the existing Articles we propose adopting an entirely fresh set. To guide their development, we have used the Companies House model articles for companies limited by guarantee, ensuring this new governing document is completely up-to-date, entirely reflective of the changes required by the Board, and representing current good practice in corporate, non-profit governance. The proposed Articles are attached as **Annex A**.

¹ We will maintain a board of three wholly independent non-executive directors whose decision-making is informed and supported by a triad of standing committees (Assurance, Nominations, and Remuneration), the executive office, a new Members' Panel, and a suite of Member Forums.

² We are ending the practice of one vote per pound sterling of a member's aggregate membership fee and replacing it with the principle of one member one vote, which is consistent with modern non-profit electoral systems.

Conclusion

The proposed new Articles are fully aligned with the governance changes agreed at this year's AGM, and they have been independently verified by both our legal counsel and a specialist in non-profit governance. Their adoption will complete our restructuring process and allow for current and future Directors to exercise their authority confidently, knowing that our governance framework is underpinned by a relevant and modern set of rules and regulations.

Special resolution

That, with the consent of the membership, the Articles of Association of the Council be amended to reflect agreed changes to the organisation's governance structure.

Timing

This special resolution is submitted for decision at the Special General Meeting on Monday October 10, 2022.

David Burrowes
Chair
Board of directors
Equity Release Council
September 19, 2022

As witnessed

Donna Francis
DONNA FRANCIS, COO & COMPANY SECRETARY

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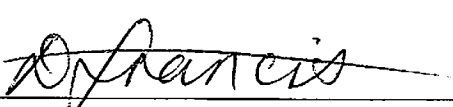
Special general meeting (SGM) October 10, 2022

Companies Act 2006

Company number: 02884568

Company name: Equity Release Council

On the 10th day of October 2022, the enclosed special resolution was agreed and passed by the members of Equity Release Council.

Signature:  17/10/22

Donna Francis, Chief Operating Officer & Company Secretary

Equity Release Council

Registered address: The Old Rectory, Church Lane, Thornby, Northants, NN6 8SN

Equity Release Council is a company limited by guarantee and registered in England No: 02884568