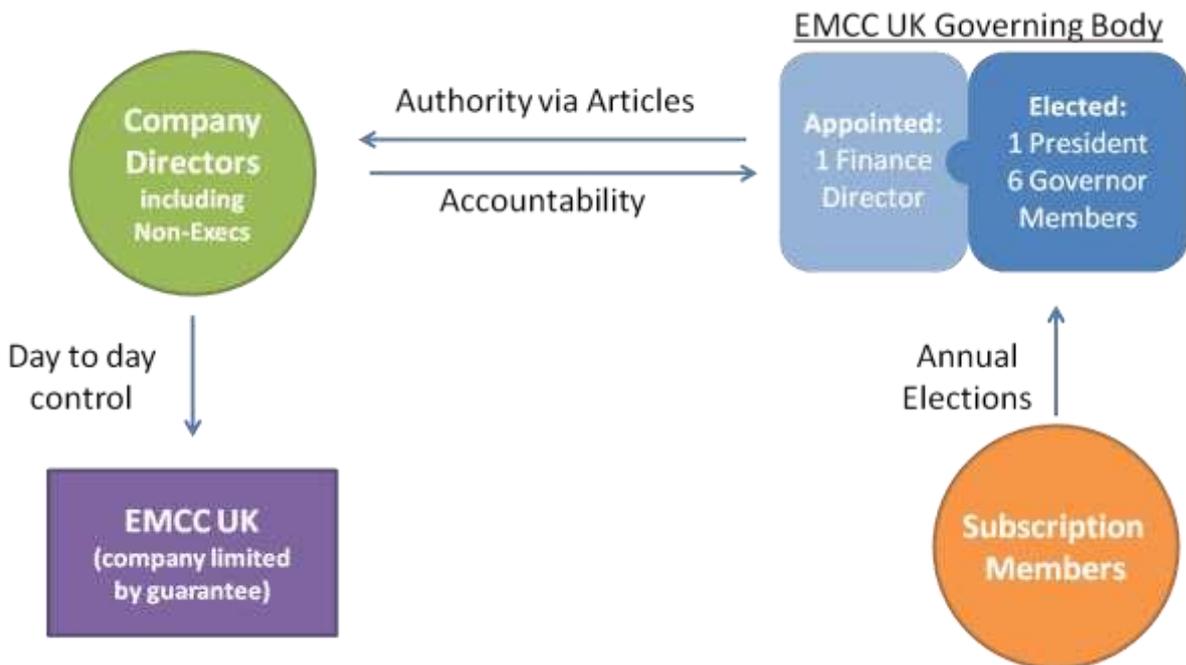


## EMCC UK Governing Body

### The role of an EMCC UK Governor Member

#### Background

The EMCC UK refers to the legal Members of the Company as "EMCC UK Governor Members" and the Members together as the "EMCC UK Governing Body". They are referred to as "Members" throughout the Articles for consistency with the Companies Act 2006. They are not Directors of the Company. They are called "Governor Members" to distinguish them from "Subscription Members" who are not Members of the Company. A formal meeting of the EMCC UK Governing Body is a General Meeting of the Members for Companies Act purposes. General Meetings are either an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM).



#### Intended role

The role of an EMCC UK Governor Member is a voluntary one and is limited to providing governance oversight and not day to day management of the company. Specifically, the role is intended to:

- act as a "guardian" of the constitution, and in particular the objects clause, so that accumulated assets can only be used in furtherance of the intended purpose;
- provide a direct link to the wider base of individual "subscription members" via an election process;



- attend General Meetings of the Members (AGM / EGM);
- hold the Directors to account at least annually at the AGM, when the Directors present their annual accounts and report of activities;
- appoint Directors as required at an AGM or EGM or via a written resolution - this includes:
  - a Finance Director who also becomes a Governor Member
  - Executive Directors as required
  - at least two and no more than four Non-Executive Directors out of the six elected Governor Members
- remove Directors if necessary (at an AGM or EGM or via a written resolution);
- fulfil the Companies Act requirement to have Members of the Company and to separate this role from the Directors.

The role of an EMCC UK Governor Member is **not** intended to:

- direct or manage the organisation or the directors;
- be an ambassador for EMCC UK;
- liaise with EMCC International;
- enter into contracts, commitments or agreements on behalf of the Company; • act or speak on behalf of the Company.

In practice a Governor Member would be expected to attend an AGM called by the Directors where most of the required business would take place.

Those EMCC UK Governor Members appointed as Non-Executive Directors have all the powers and responsibilities of a Company Director but have no day-to-day executive role. They act as an independent voice on the Board of Directors when it meets at a formal board meeting, which is expected to be quarterly. To retain appropriate accountability and maintain separation of powers, it is intended that normally two EMCC UK Governor Members are Non-Executive Directors at any one time. The maximum number permitted is four. The Governing Body may like to set out some expectations of the role of Non-Executive Directors.

## **Liability**

As a Member of the Company, each Governor Member has a nominal liability as Article 2 defines:

*The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up*



## **Responsibilities**

The formal rights and responsibilities of Governor Members are set out in the EMCC UK Articles and a summary of these is set out below with relevant extracts from the Articles for ease of reference. This guide does not replace the Articles which is the formal constitutional document of EMCC UK.

### **1 - Uphold the objects**

Acting through General Meetings (AGM / EGM) and written resolutions, the EMCC UK Governing Body ensures that the Directors operate the Company in furtherance of the objects as at Article 4:

*The Company's objects (the Objects) are :*

- 4.1 to develop, promote and set the expectation of best practice in mentoring and coaching across Europe and beyond, for the benefit of society;*
- 4.2 to initiate and undertake such research, conferences and events, standards setting, forums, public relations, information provision and all other associated activities in relation to the advancement of standards of mentoring and coaching and to stimulate and support others to do the same;*
- 4.3 to contribute to the development and maintenance of high standards in mentoring and coaching, across Europe and internationally; and*
- 4.4 to represent the interests of those involved in such mentoring and coaching as the Board of Directors sees fit.*

### **2 - Appoint Directors**

The EMCC UK Governing Body must ensure that there are at least four Directors (Article 22.1) and appoint Directors in accordance with Article 22. This includes appointing at least two and no more than four Non-Executive Directors out of the six elected EMCC UK Governors (Article 22.5). For the appointment of other Directors, the Governing Body may wish to agree amongst themselves a process to follow. Article 22 is as follows:

- 22.1 The Directors when complete consist of at least four individuals, this will include the President and a Finance Director.*
- 22.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by ordinary resolution at a general meeting of the Members.*
- 22.3 The Members will appoint the President as a Director until the third AGM after his or her appointment, provided that the President has been elected by the subscription members in accordance with Article 26.*



- 22.4 The Members will appoint a Finance Director, who will also be appointed as a Member in accordance with Article 26.*
- 22.5 The Members will appoint from their own number at least two further Directors in addition to the President and Finance Director.*
- 22.6 Every Director must sign a declaration of willingness to act as a Director of the Company before he or she may vote at any meetings of the Directors.*
- 22.7 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.*
- 22.8 In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.*
- 22.9 For the purposes of paragraph 22.8, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.*

### **3 - Attend General Meetings**

Members should actively participate in General Meetings (AGM / EGM), particularly at the AGM which the Company is required to hold, as set out in Article 29.3:

- 29.3 The Company must hold an AGM in each year. At an AGM the Members :*
- 29.3.1 receive the accounts of the Company for the previous financial year;*
  - 29.3.2 receive the Directors' report on the Company's activities since the previous AGM;*
  - 29.3.3 may confer on any individual (with his or her consent) the honorary title of Patron or honorary member and this individual would be treated as if he or she has become a subscription member of the Company;*
  - 29.3.4 may appoint Directors in accordance with Article 22; and*
  - 29.3.5 may discuss and determine any issues of policy or deal with any other business put before them by the Directors.*

Governor Members should attend General Meetings to ensure that the quorum is met as set out in Article 31:

*There is a quorum at a General Meeting if the number of Members present in person or by proxy is at least four. No business other than the appointment of the Chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.*



#### **4 - Understand the constitution**

Governor Members should read the Articles to make themselves familiar with the EMCC UK constitution. The Finance Director has responsibility for the governance of EMCC UK and is an appointed Governor Member in order to provide guidance and can seek legal advice as required.

### **Powers**

#### **1 - Exercise reserve powers**

Governor Members have reserve powers which when necessary can be enacted through general meetings (AGM / EGM) and written resolutions, in accordance with Article 8:

*8.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action;*

*8.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.*

#### **2 - Call General Meetings**

Governor Members can require an EGM to be held in accordance with Article 29:

*29.2 An Extraordinary General Meeting (EGM) may be called at any time by the Directors and must be called within 28 clear days on a written request from at least two members. Any General Meeting which is not an Annual General Meeting (AGM) is an EGM.*

Governor Members can of course meet together when they wish, however to pass a binding resolution in accordance with the Companies Act they would need to meet the requirements of the Articles, either through a General Meeting or by passing "...a written resolution signed in accordance with the Companies Act..." (Article 35.4).

#### **3 - Vote at General Meetings**

Governor Members can vote at a general meeting (AGM / EGM) as set out in Article 30.1:

*30.1 The only persons entitled to attend, speak and vote at a General Meeting are Members of the Company for Companies Act purposes. This does not include subscription members unless they are also Members of the Company.*

Directors who are not Governor Members may speak (but not vote) at General Meetings, as set out in Article 33.1:

*33.1 Directors may attend and speak at General Meetings.*



#### **4 - Remove Directors**

Governor Members can terminate a Director's appointment in accordance with Article 23f where a Director:

*f. is removed by resolution of the Members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views;*

#### **5 - Ultimate control**

The Governor Members have ultimate control of the Company as they alone can change the constitution, appoint and remove Directors, however they have no day to day control over the Company.

**Note** - The extracts from the EMCC UK Articles included above are there for ease of reference. They are not the full Articles and are not intended to be a summary of the Articles. EMCC UK Governor Members and prospective Governor Members should refer to the full copy of the Articles to understand the full powers and responsibilities of EMCC UK Governor Members.

## **Code of Conduct**

In addition to fulfilling their legal duties, all Governor Members and Directors are expected to show appropriate standards of behaviour in carrying out their responsibilities. This is necessary in order that all the boards, groups and committees can function properly and play their appropriate part in EMCC UK's overall management and governance, and that the EMCC UK's good name and reputation in the community is maintained.

All Governor Members and Directors will observe the following general standards:

- in their dealings with each other in EMCC and EMCC UK and with its employees and members, treating people politely, fairly, and with respect;
- at all times respect the truth and act honestly;
- on public occasions and on all EMCC UK business, behave in a way which is appropriate for a representative of such an organisation. This includes not bringing EMCC or EMCC UK into disrepute in any context;
- honour this Code of Conduct in the spirit as well as in the letter as no Code can be allembicing.

All Governor Members and Directors will treat meetings as formal occasions, and will observe the following:

- accepting the authority of the chair of any meeting, expressing all questions and points of view through the chair;



- listening to the views of colleagues with an open mind, seeking advice or clarification where needed, expressing their own views, and coming to their own decision on individual matters in good faith in what they believe to be in the best interests of EMCC UK, taking into account relevant factors and ignoring irrelevant factors;
- accepting decisions made by the board or committee, even if they disagree with it and voted against it, and implementing or supporting the implementation of those decisions;
- accepting that resignation or removal may sometimes be the ultimate consequence of sustained protest on a matter of conscience or judgement;
- not resorting to behaviour that could be considered to be aggressive or intimidating, e.g. swearing, name calling, shouting, finger pointing;
- keeping to the agenda, raising other issues under “any other business” according to agreed procedures, and not engaging in discussions during the meeting which are not relevant to the issues of the meeting;
- ensuring that they do not attend any meetings under the influence of alcohol, or illegal or recreational drugs.

**April 2019**