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## Term of Office Definition

### AGM Notes:

1. The current articles of association for W&BCI do not specify the period for a Term of Office for an elected Director.
2. Section 33.4 of the Articles of Association refers: "a retiring Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;"
3. In the absence of a definition of a term of office, one year has been the approach taken to date, however with a small board size this has caused issues with the continuity of the board and ensuring that the board remains functioning and at or above the 3-director minimum as specified in Article 29.

### AGM Believes

1. That Section 33.4 should be amended to contain a definition of the Term of Office.
2. That the Term of Office should be defined as Two Years.

### AGM Resolves

1. To amend Article 33.4 to read: ""a retiring Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again; **A Term of Office shall be defined as two years.**"

Proposed by: Matt Kitson

Seconded by: Pete Dobson

## Appointed Directors

### AGM Notes:

1. The current articles of association for W&BCI allow for two appointed directors from the Royal Burgh of Wigtown & Bladnoch Community Council.
2. Section 34 of the Articles of Association refers: "Subject to Article 32.2, up to two individual/individuals may be appointed by Royal Burgh of Wigtown & District Community Council, or its successors, in respect of which the following shall apply:"
3. There has only ever been one appointed director.
4. There are now additional organisations and groups in Wigtown that W&BCI wish to engage with, including the Town Team and Wigtown community Inn CBS.
5. Appointed Directors are held to the same rules and regulations as elected Directors which can cause operational issues including updates to Companies House ledgers and identity requirements for capital projects.

### AGM Believes

1. That W&BCI should move away from appointed directors and instead operate an invitation for a representative from agreed groups to attend W&BCI board meetings to facilitate communication across organisations.
2. That the list of organisations invited to send a representative should be reviewed annually at the AGM and at other times as deemed appropriate by the board.
3. Invited representatives shall not have voting rights on the board but should be able to be involved in all relevant discussions to enable the board to make informed decisions.

### AGM Resolves

1. To delete Article 34.

Proposed by: Matt Kitson

Seconded by: Gillian Hamnett