Summary of proposed changes to the current SFC Memorandum & Articles of Association (v10)

The majority of amendments are clarifications following specialist legal review, including removal of duplications, and general tidying up. A few are more substantive and are summarised below.

General Meetings:

A general meeting is one that includes members. Any meeting which is not an AGM is an EGM (Extraordinary General Meeting).

- Notice period for calling any general meeting reduced to 14 days ***[was 21 days]***
- Quorum at general meetings reduced to 15% ***[was 25%]***
- If the directors determine that it is not reasonably practicable or desirable to hold an AGM in person, it may be held by suitable electronic means agreed by the directors ***[currently not explicitly permitted]***

Directors:

New section added to clarify/amend board composition and addition of powers to appoint directors.

- Minimum number of directors is 3 *[unchanged]*, maximum is 12 ***[none previously specified]***
- Directors may serve 3 consecutive fixed terms of two years, after which they must wait 1 year before serving again ***[reduced from 2 years]***. This may be waived if the other directors deem it in best interests of SFC ***[new]***

Election of directors:

- Requirement for new directors to have participated in SFC for at least 3 months before election is removed ***[deletion]***
- If a director's (current) fixed term of office has expired, they will continue in office until the next general meeting at which the directors are elected ***[clarification]***

Appointment of directors:

- Directors may appoint someone (with the necessary skills, knowledge and experience) for a 2 year fixed term without need for election by members ***[new]***
- In the case of a vacancy arising, directors may
    - appoint a replacement temporarily until the next general meeting at which directors are elected ***[new];***
    - *or,* appoint a replacement for a fixed term without election if they consider it in the best interests of SFC ***[new]***

Removal of directors:

- A director may be removed by unanimous resolution of the other directors ***[new]***