

## Notice of a Special Resolution

May 2025

The BSSVD Annual General Meeting, in June 2025 will include a special resolution, a vote held with the society's members. It is best practice for an organisation's trustees to regularly review its constitution, and the BSSVD Trustees (Council Members) are proposing to update the society's Memorandum of Association in the following ways:

1. Alteration to the charity's objects from: *(b) The promotion of research into causes of vulval diseases on terms that the results of such research are published*

Amended to the following:

*(b) The promotion of research into ~~causes of~~ vulval disease with a view to the publication and dissemination of the results.*

Reasoning:

This amendment allows for the research that is promoted and funded by the charity to be restricted not only to the *causes* of vulval disease, but to other related areas concerning vulval disease (such as symptoms, incidences, treatments, impacts on quality of life etc). Further, while the aim is for all high quality research to be published, the object is being modified to allow for extenuating circumstances.

2. Alteration to the charity's objects from: *c) the practice of the art and science of diagnosing and treating vulval diseases*

Amended to the following:

*(c) The study and practice of the art and science of diagnosing and treating patients with vulval diseases.*

Reasoning: Adding 'study' into this clause allows the charity's activities to enhance knowledge in practitioners as well as supporting practical application of this knowledge.

The above amendments require the membership to vote on their being passed. They constitute a special resolution. **These amendments will be voted on at the 2025 Annual General Meeting.**

We would also like to update the Articles of Association on the following points:

3. Alteration of clarification of terms in Article 1: *"the trustees" means the directors of the Charity (and "Trustee" has corresponding meaning);*

Amended to the following:

*The Trustees means the directors of the Charity, also known as Council Members (and "Trustee" has corresponding meaning);*

Reasoning: Adding 'Council Members' will help to clarify how the trustees are most commonly referred to in the workings of the charity.

4. Alteration on article 29 relating to the retirement of Trustees: *At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.*

Amended to:

*All trustees shall serve for four years and will be eligible for re-election for two more years. They will not be eligible for further re-election in the same role for another four years.*

Reasoning: This ensures a healthy rotation of Council Members while simplifying the process but allows for natural progression of council members into different roles

5. Delete Article 30: *Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.*

Reasoning: A four year rotation as suggested above for Article 29 simplifies this process.

6. Alteration on Article 32 (2): *not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.*

Amended to:

*not less than fourteen nor more than ninety calendar days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or*

*reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed*

Reasoning: This amendment allows for a call to be put out to the membership earlier to submit nominations for council (between 14-90 days prior to an AGM instead of 14-35 days). This increases the time available to advertise nominations.

7. *Alteration to Notices, Article 57: The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity.*

Amend to:

*The Charity may give any notice to a member either personally, by electronic mail, or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity.*

Reasoning: To include email communication as a way of giving notice to Members of the Charity.