



Your Committee has continued to review the recommendations of its Governance Review. As a result, we propose an amendment to the Articles of Association to move from annual election of directors to a three-year term of office, as of the AGM on 30th June 2019, so as to provide increased stability in the membership of the Committee. The overall length of time a director may serve remains unchanged.

In moving from annual re-election to election for a three-year period, the intention is that the pre-existing pattern of rotation of Directors will be maintained and will have regard to the date on which they were first elected to office.

The necessary changes are laid out in the notice below:

NOTICE OF A GENERAL MEETING

**A General Meeting of Leander Club Limited will be held in the Marquee
at the Clubhouse, Henley-on-Thames, on Sunday 30th June 2019 at 11.00**

AGENDA

1. To read the Notice convening the Meeting; and to confirm a quorum
2. To consider the Resolution

“that the term of office of a Director should be changed from annual election to a three-year term of office, by amendment of Articles 19, 22, 23 and 24 as listed in the attachment: and that if so resolved, the change to the Articles should have immediate effect.”

Proposed by: Fiona Dennis Hon. Secretary

3. Any other business will be referred to the AGM which follows this meeting

Current Article	Suggested wording
1. Defined Terms	Officer means any person elected in accordance with Articles 22 to 25;
19. Election of Directors At the annual general meeting each year, the Directors other than the President shall retire and shall be eligible for re-election in accordance with these Articles. The elections for those offices shall be conducted in accordance with Articles 22 to 25, as appropriate. A Director so elected shall hold office for a period of one year from the 1 September immediately following that annual general meeting, when he shall retire but may be	19. Election of Directors <i>At every annual general meeting, one-third of the Directors other than the President or, if their number is not three or a multiple of three, the number nearest one-third, shall retire from office by rotation. The directors to retire by rotation shall be those who have been longest in office since their election. If any directors became directors on the same day those to retire shall (in the absence of agreement) be determined by lot.</i>

<p>re-elected for a further one-year term, subject to not exceeding nine consecutive years. For all persons the maximum period for which they may hold any specific office (other than the office of President) is six consecutive years, and the maximum period for which they may serve on the Board (in any office) is nine consecutive years.</p>	<p>Elections for Officers shall be conducted in accordance with Articles 22 to 25, as appropriate. An Officer shall hold office, subject to not exceeding nine consecutive years. For all persons the maximum period for which they may hold any specific office (other than the office of President) is six consecutive years, and the maximum period for which they may serve on the Board (in any office) is nine consecutive years.</p>
<p>22. Chairman On 31 August 2017 and each anniversary thereof, the Chairman shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Chairman shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a one-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Chairman shall be a director by virtue of his office and shall so conduct the day-to-day affairs of the Board as to ensure a high standard of administration of the Club. He shall be responsible for the discharge of the responsibilities of the senior professional employees of the Club and for ensuring that obligations on those senior employees be embodied in their job-descriptions and that their contracts be formulated, in accordance with current employment law, in such a way as to ensure the fulfillment of the requirements of the law and the Rules of the Club.</p>	<p>22. Chairman On 31 August in the relevant year, the Chairman shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Chairman shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a three-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Chairman shall be a director by virtue of his office and shall so conduct the day-to-day affairs of the Board as to ensure a high standard of administration of the Club. He shall be responsible for the discharge of the responsibilities of the senior professional employees of the Club and for ensuring that obligations on those senior employees be embodied in their job-descriptions and that their contracts be formulated, in accordance with current employment law, in such a way as to ensure the fulfillment of the requirements of the law and the Rules of the Club.</p>
<p>23. Honorary Treasurer On 31 August 2017 and each anniversary thereof, the Honorary Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Treasurer shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a one-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Honorary Treasurer shall be a director by virtue of his office and shall be responsible for the receipt and payment of all monies including subscriptions on behalf of the Club. He shall cause audited accounts to be published annually as directed by the Board and make a statement on them at the annual general meeting. He shall be prepared to report on the finances of the Club at</p>	<p>23. Honorary Treasurer On 31 August in the relevant year, the Honorary Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Treasurer shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a three-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Honorary Treasurer shall be a director by virtue of his office and shall be responsible for the receipt and payment of all monies including subscriptions on behalf of the Club. He shall cause audited accounts to be published annually as directed by the Board and make a statement on them at the annual general meeting. He shall be prepared to report on the finances of the Club at Board meetings if and</p>

Board meetings if and when required to do so.	when required to do so.
<p>24. Honorary Secretary</p> <p>On 31 August 2017 and each anniversary thereof, the Honorary Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Secretary shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a one-year term and may be re-elected, subject to not exceeding six years in total. The Honorary Secretary shall be a director and the Company Secretary by virtue of his office and shall supervise the maintenance of an accurate list of members of the Club. He shall be responsible for the conduct of correspondence with members, and for the scrutiny of the proposal forms for election of new members which he shall regularly bring before the Board. He shall be responsible for the issue of agenda and notices of meetings of the Board and for the maintenance of a correct record of its proceedings. He shall ensure that a correct list shall be permanently posted on the Club notice board showing the names of: (a) the President; (b) the Chairman; (c) the Honorary Treasurer; (d) the Honorary Secretary; (e) the Directors, with the Chairman so marked; (f) Co-opted members of the Board, if any; and (g) Sub-committees, if any.</p>	<p>24. Honorary Secretary</p> <p>On 31 August in the relevant year, the Honorary Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Secretary shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a three-year term and may be re-elected, subject to not exceeding six years in total. The Honorary Secretary shall be a director and the Company Secretary by virtue of his office and shall supervise the maintenance of an accurate list of members of the Club. He shall be responsible for the conduct of correspondence with members, and for the scrutiny of the proposal forms for election of new members which he shall regularly bring before the Board. He shall be responsible for the issue of agenda and notices of meetings of the Board and for the maintenance of a correct record of its proceedings. He shall ensure that a correct list shall be permanently posted on the Club notice board showing the names of: (a) the President; (b) the Chairman; (c) the Honorary Treasurer; (d) the Honorary Secretary; (e) the Directors, with the Chairman so marked; (f) Co-opted members of the Board, if any; and (g) Sub-committees, if any."</p>