

## **Calling Notice for the 2015 Annual General Meeting A Statement by the Chairman of The Leinster Regiment Association**

### **Background**

The Annual General Meeting (AGM) of the Association for 2015 is to take place in the Edward Bridges Room of the Civil Service Club, Whitehall Place, London on Thursday 26 November 2015 beginning at 3 pm. In view of the proposed change of Constitution, there will be a pre-meeting beginning at 2 pm to sort out and agree protocols.

A meeting of the Association's Committee took place in London on Sunday 8 March 2015. The purpose was to review the role and activities of the Association and to consider what changes should be made. The result was a realisation that while the 2010 constitutional package (as posted on the Association's website) has provided an adequate foundation for the Association's activities until now, the 2010 package offers little guidance on how the Association should function in two countries at the same time.

It was realised that changes need to be made to the structure of the Association and to the way in which its management is carried forward. The chief result was a draft of a new Constitution (together with a draft of associated Rules) that was discussed at an Ordinary General Meeting (OGM) of the Association held in London on 11 April 2015 and at the annual Irish OGM of the Association held at Arbour Hill in Dublin on 11 July 2015. At both OGMs there was approval in principle of the proposed new constitutional package and agreement that the adoption of the new Constitution should be formally placed on the agenda for the 2015 AGM. It was originally planned that the AGM would be on 13 June but the date was later postponed to 26 November. The change of date was partly to suit the President's availability but was also to make sure that the structural proposals had been debated and given approval in principle by the OGM in Dublin.

### **Proposed Way Ahead**

The way is therefore clear to propose a new structure for the governance and management of the Association. This new structure – which has come to be called 'the triangle' – is summarized in the diagram at Annex A. The idea is that members living in Ireland have their own regional group and that a second regional group may be constituted for members living in Great Britain and anywhere else in the world. Each group will be free to undertake commemorative, research or educational activities related to the history of the Regiment. Naturally there will be nothing to prevent the two groups joining together and pooling resources for a specific event, such as a battlefield tour.

Full details of the arrangements for financial management at regional level will be negotiated once the regional committees have been elected. It will be a part of the new arrangements that all Association income belongs to the Association centrally. Thus amounts to be received by subscriptions etc and retained by a regional group must be proposed in advance in the form of an annual budget to the Association's Treasurer, and be approved. It will also be a feature of the new structure that the accounts of the regional groups are examined and approved annually by the relevant regional committee. Summaries of the approved regional accounts must then be sent to the Association Treasurer for inclusion in the Association's accounts not less than four weeks before each year's AGM.

## **Conduct of 2015 AGM**

At the 2015 AGM – which will be chaired by the President of the Association – the current incumbents of the appointments of Association Chairman, Association Secretary and Association Treasurer will be standing down. Incumbents of other appointments within the central management structure (whether elected or not) should expect – if they are willing – to carry on.

The Agenda for the AGM on 26 November 2015 is:

**1. Introductory remarks by the President of the Association.**

**NOTES:**

- a. The President will chair the AGM in entirety.
- b. Items 1-7 inclusive will be conducted in accordance with the 2010 constitutional package. Assuming that Item 7 results in the adoption of the 2015 Constitution, the remaining agenda items will be conducted in accordance with the 2015 Constitution.

**2. Approval of the minutes of the Annual General Meeting held in London on 14 June 2014.**

**3. Matters arising.**

**4. Presentation of the accounts by the outgoing Treasurer and adoption of the accounts.**

**5. Report by the outgoing Chairman.**

**6. Membership Secretary's report.**

**7. Vote on the adoption of the new Constitution.**

**NOTES:**

- a. The motion that will be put to the AGM will call for endorsement of the final version of the proposed 2015 Constitution as posted on the Association's website. The promulgation of associated Rules is a prerogative of the General Committee. Any member with substantive concerns over aspects of the draft Rules associated with the 2015 Constitution may raise such concerns under Item 7 with a view to the new General Committee (elected under Item 8) taking account of such concerns before promulgating the final version of the Rules.
- b. The text of the final draft of the proposed 2015 Constitution (incorporating the latest draft of the associated Rules) and an electronic copy of this calling notice can be accessed at:  
<http://www.leinster-regiment-association.org.uk/members/agm.html>
- c. The 2010 constitutional package (including a recent addendum to the Bye Laws that permits proxy voting at AGMs) can be accessed at:  
<http://www.leinster-regiment-association.org.uk/aboutus.html>
- d. Any member who cannot access the above documentation online may ask the Association Secretary to forward paper copies by post. It is hoped that most members who are not online themselves will be able to access the electronic documentation through family or friends, thereby reducing potential postage costs.

8. **Subject to the adoption of the new Constitution under Item 7, the election of the following members of the General Committee:**

- Association Chairman, Association Secretary and Association Treasurer.
- Two Vice-Chairmen (one being a member domiciled in Ireland and the other being a member domiciled outside Ireland).
- No more than five further members of the General Committee.

**NOTES:**

- a. Nominations may be made in advance of the AGM to the Association Secretary (by post or by e-mail) or from the floor of the AGM.
- b. Any member who is keen to serve on the General Committee but who does not contemplate being able to attend the AGM should contact the Association Chairman to discuss relevant protocols.
- c. The election of no more than two further members of the General Committee to represent the Regional Committee (Ireland) and of no more than two further members of the General Committee to represent the Regional Committee (Great Britain and Rest of World) may take place at the inaugural meetings of the two regional groups.
- d. The cooption of no more than two further members of the General Committee to serve until the next AGM is a prerogative of the General Committee itself.

9. **Forthcoming events** (including arrangements for the inaugural meetings of the two regional groups and for the 2016 AGM in Ireland).

10. **Any other business** (including identification of vacancies within the non-elected central management structure such as Webmaster, Editor of *The 40-10* and Membership Secretary).

**Proxy Voting at 2015 AGM**

A member who is unable to attend the 2015 AGM in person may appoint a proxy to vote on his/her behalf. There are two options for the appointment of a proxy:

- A member who is unable to attend appoints another member who will be attending and informs the Association Secretary of the identity of the proxy (by post or by e-mail and to reach the Association Secretary by no later than 48 hours before the start of the AGM). Instructions to the proxy on how he/she is to vote (or the circumstances in which he/she is to abstain from voting) are entirely the responsibility of the member appointing the proxy.
- A member who is unable to attend completes the proforma at Annex B to this calling notice and sends it to the Association Secretary (by post or as an attachment to an e-mail and to reach the Association Secretary by no later than 48 hours before the start of the AGM). The person who is chairing the AGM will then act as proxy, voting (or abstaining from voting) in accordance with whatever instructions have been entered on the proforma.

The postal address and the e-mail address of the Association Secretary are at the top of the proforma at Annex B.

## **Inaugural Meeting of New General Committee**

Assuming that the 2015 AGM adopts the new Constitution and elects a new General Committee, it is intended that the new General Committee should hold a brief inaugural meeting as soon as the AGM has concluded. The agenda for this meeting will include:

- Formal adoption of the Rules associated with the 2015 Constitution (which may or may not involve the identification of amendments to the latest draft of the Rules).
- Application of signatures/names to the table at page 4 of the 2015 Constitution. The current Association Secretary should bring a paper copy of page 4 to the AGM for this purpose. Once page 4 has been completed, it should form part of a pdf version of the 2015 Constitution and associated Rules that is posted on the Association's website and becomes the master electronic version.
- Brief discussions on the inaugural meetings of the two regional groups and on filling vacancies within the non-elected central management structure such as Webmaster, Editor of *The 40-10* and Membership Secretary (connect Items 9 and 10 of the AGM agenda). Members present at the AGM who are potentially interested in helping to get the regional groups up and running and/or filling a vacancy within the non-elected central management structure are most welcome to attend in order to discuss relevant details with the members of the General Committee.

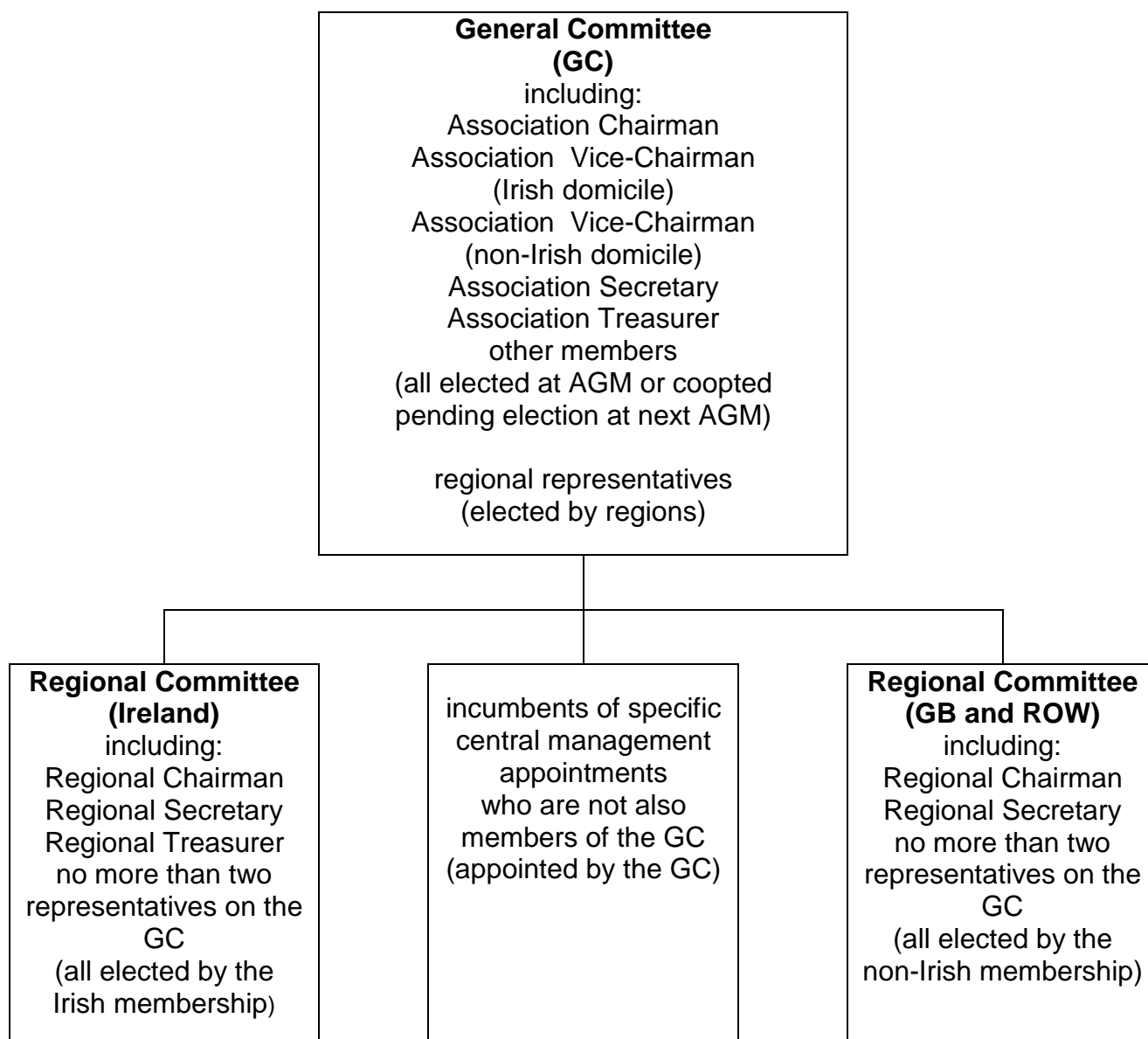
21 October 2015

P S WALTON  
Chairman

### **Annexes:**

- A. Governance and Management Structure.
- B. Appointment of Proxy at Forthcoming General Meeting.

**Association  
of  
The Prince of Wales's Leinster Regiment (Royal Canadians)  
Governance and Management Structure**



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## Appointment of Proxy at Forthcoming General Meeting

1. I will be unable to attend the Annual/Ordinary/Extraordinary<sup>1</sup> General Meeting of the Leinster Regiment Association that will take place on ..... [insert date].

2. I therefore appoint the person who is chairing the above meeting<sup>2</sup> to be my proxy at the meeting.

3A. My proxy has absolute discretion over the casting of my vote (including abstention from voting if deemed appropriate).

OR<sup>3</sup>

3B. My proxy has absolute discretion over the casting of my vote (including abstention from voting if deemed appropriate) except that:

a. My vote is to be cast in support of motions concerning:

- .....
- .....
- .....
- .....

b. My vote is to be cast against motions concerning:

- .....
- .....
- .....
- .....

c. I wish to abstain from voting on motions concerning:

- .....
- .....

..... [Signature; leave blank if sending as an attachment to an e-mail]

..... [Full name]

.....

..... [Address]

..... [Date]

### Explanatory Notes:

1. Delete as applicable.
2. The wording 'the person chairing the above meeting' is deliberate and caters for a last-minute change of Chairman (or even a change while the meeting is in progress).
3. Delete either Paragraph 3A or Paragraph 3B.