

Guidance Note for Ordinary Members on submitting resolutions for the Annual General Meeting

Ordinary Members' rights to requisition a resolution

There are occasions when Ordinary Members may wish to draw important matters to the attention of other members by proposing a resolution to be put to the Annual General Meeting (AGM). The procedure for requisitioning a resolution is governed by English law and the Consumers' Association's (the Association) Articles of Association.

The costs of circulating a resolution for the 2022 AGM will be borne by the Association so long as a compliant requisition for the resolution is received on or before Friday 9 September 2022.

The following information includes sample forms which those Ordinary Members submitting a resolution may wish to use when providing the necessary information to the Association in support of their resolution. You do not need to use these forms to provide the relevant information, but please note that the Association is not required to accept a resolution unless all the required information has been provided.

Organising member support for a requisitioned resolution can be a complex process. It is recommended that you start the process early. The Association is under no obligation to accept a requisition which does not comply with legal requirements.

How is submitting a resolution to the AGM different to submitting proposals to the Member Governance Committee?

The Member Governance Committee provides a formal route for Ordinary Members to raise governance proposals or concerns outside of the AGM process for submitting resolutions, recognising that the aim is to encourage early and meaningful two-way discussion in relation to governance concerns.

The process for submitting proposals to the Member Governance Committee is separate from the procedure for submitting resolutions to the AGM and can be found [here](#).

The Council of Trustees hopes that Ordinary Members find this an alternative and simpler route for suggesting change and engaging with the Council of Trustees. It is not mandatory for Ordinary Members to submit proposals to the Member Governance Committee before submitting an AGM resolution. However, you may find it a helpful first step or that issues can be addressed without the need for an AGM resolution.

How do I submit a resolution?

- Only an Ordinary Member can submit a resolution.
- The Ordinary Member may contact the Company Secretary to informally discuss the resolution and the Ordinary Member may agree changes to the resolution prior to gathering support of other Ordinary Members.
- The resolution must be set out in writing and may be accompanied by a written statement of up to 1,000 words long.
- The resolution must have the support of not fewer than 5% of the membership or 400 Ordinary Members, whichever is the less.

- The resolution and the supporters' written support, along with their name and membership number must be sent to the Company Secretary at 2 Marylebone Road, London, NW1 4DF or agm@which.co.uk on or before Friday 9 September 2022.

What should the resolution contain?

The requisitioned resolution must be of a nature that may properly be moved at the AGM and be clear and unambiguous in its effect. It may not be moved if it would be inconsistent with any law, the Association's Articles of Association or is defamatory of any person or it is frivolous or vexatious.

The requisitioned resolution should direct the trustees to take a course of action. Resolutions intending to express an opinion as to how the trustees should exercise their powers, are not resolutions that may be properly moved at an AGM.

The resolution must be in readable form. Electronic or hard copy will be accepted. Please contact the Association if you need assistance.

What evidence of support needs to be submitted?

The resolution must have the support of not fewer than 5% of the membership or 400 Ordinary Members, whichever is the less.

The requisition should be signed by each Ordinary Member supporting it and should specify their name, address and membership number.

A requisition may be submitted as a single document with the appropriate number of signatures attached, or in identical form submitted with separate signatures. The requisition will become valid only when a sufficient number of signatures have been received to indicate the required level of support.

A resolution may be accompanied by a statement (of not more than 1,000 words), which should also be signed by the requisitionists (being those who support the resolution).

The resolution and any accompanying statements will be published on behalf of the requisitionists. The Association will not publish the names of the requisitionists unless otherwise instructed. If any requisitionist wants their name to be published, a specific request should be made. Space constraints may require an extensive list of names to be set out in a footnote in the notice of meeting.

How is a resolution handled by the Association?

The Company Secretary will acknowledge receipt of the resolution. Provided the resolution is valid and submitted by the deadline, the resolution and accompanying statement will be included in the AGM Notice.

The Council of Trustees may prepare a statement commenting on the resolution and this may include a recommendation to Ordinary Members as to how they should vote.

The Ordinary Member who brings the resolution forward may withdraw the resolution at any time, but if the resolution is withdrawn after the AGM Notice has been printed, it will still be included and voted on.

Where and when should the requisition for a resolution be sent and who pays the cost?

It should be noted that requisitionists will have to meet their own costs (such as legal costs) in putting forward the resolution.

The costs of circulating the resolution will be borne by the Association so long as a compliant requisition for a members' resolution (including any supporting statement(s) and other required information) are received on or before Friday 9 September 2022.

The requisition should be sent:

By post:

The Company Secretary,
Which?, 2 Marylebone Road, London, NW1 4DF

By email:

agm@which.co.uk

Voting on the resolution

As with any other resolutions put before the AGM, Ordinary Members may vote on the resolution by proxy or in person at the AGM. The final results of the vote will be made available on the Association's website, usually within 24 hours of the AGM.

SAMPLE FORM A**CONSUMERS' ASSOCIATION
ORDINARY MEMBER RESOLUTION**

This form should be used by Ordinary Members of the Consumers' Association (being those persons whose name appears on the Consumers' Association's register of Ordinary Members).

In accordance with Article 9.4 of the Consumers' Association (the Association) Articles of Association I/we hereby request that members of Association entitled to receive notice of the 2022 Annual General Meeting of the Association, receive notice of the attached resolution and the supporting statement, which is a resolution that may properly be moved and intended to be moved at that meeting.

Resolution: Text of resolution

Statement: The details of the resolution should be set out, including the issues for consideration, the rationale for the resolution, what impact the change would have (both internal and external) and any possible risks.

The statement should be no longer than 1,000 words.

Signed

Name

Address

Membership number

SAMPLE FORM B**CONSUMERS' ASSOCIATION
ORDINARY MEMBER RESOLUTION
SUPPORTERS STATEMENT**

This form should be used by Ordinary Members of the Consumers' Association (being those persons who name appears on the Consumers' Association's register of Ordinary Members).

In accordance with the Consumers' Association Articles of Association, I hereby confirm that I support the resolution [set out below/attached].

Resolution: Text of resolution

Signed

Name

Address

Membership number
