

The UK Evaluation Society (UKES)

Company number: 04056956

Notice of Extraordinary General Meeting 2024

Notice is hereby given that an Extraordinary General Meeting (“**Meeting**”) of the UK Evaluation Society (the “**Society**”) will be held at 34 Heol Ty Newydd, Cilgerran, Pembrokeshire, SA43 2RT and **electronically via ZOOM on Wednesday 17th July at 12:30pm.**

You will be asked to consider and vote on the resolutions below. Resolution 1 will be proposed as a special resolution.

The Council is proposing Resolution 1 as a special resolution to update the Articles of Association of the Society. As you are aware, the Society is in the process of registering with the Charity Commission of England as Wales as a charity. As part of this process, the Society is required to update its Articles of Association so that they are compliant with charity law and best practice. A copy of proposed new Articles of Association are enclosed with this Notice and have been accepted by the Charity Commission. As a next step, the Members of the Society will need to pass a special resolution formally adopting the new Articles of Association. The Charity Commission will then proceed to enter the Society onto the Register of Charities and issue it with a charity registration number.

To summarise the main changes in the new Articles of Association:

- To incorporate the operative provisions from the Memorandum of Association into the body of the Articles as required by the Companies Act 2006;
- To include the following charitable objects as the new purpose of the Society:

“To advance education and training for the public benefit in the practice of evaluation and to promote high professional, educational and ethical standards for practitioners in evaluation.”

- To update the powers of the Society to achieve its charitable objects in line with charity law and best practice;
- To include provisions limiting benefits to trustees (i.e. council members), Members of the Society, and persons connected to a trustee or Member in line with charity law and best practice;
- To include provisions on managing conflicts of interest in line with charity law and best practice;
- To update the winding up provisions to make clear that the Society’s assets may only be applied or transferred in accordance with its charitable objects upon a winding up of the Society;
- To update the composition of the board of trustees so that half are made up of Member elected trustees and half are made up of board appointed trustees;

- To establish a Nominations Committee responsible for reviewing and approving candidates to be appointed as elected trustees (such appointment to be subsequently ratified by the Members or subject to a ballot vote of the Members);
- To update the process for the appointment of Member elected trustees which will be carried out by the Nominations Committee with the appointment ratified by the Members at the following annual general meeting (unless there are more appointments than vacancies in which case the Nominations Committee will arrange a ballot of the Members before the following annual general meeting);
- To update the retirement provisions for trustees so that they may serve on the board for 2 consecutive periods of three years, after which time they will be required to take a break from office for at least one year (subject to ratification/ election in the case of elected trustees);
- To update the maximum term of office for trustees to six years, regardless of the means of appointment; and
- To replace references to the “Society” with “Charity” and to replace references to the “Council” with “trustees” throughout.

The Meeting will also address the following business:

An opportunity to meet and network with the new and continuing UKES Council members including our new President, Kirstine Szifris.

SPECIAL RESOLUTION

1. THAT the Articles of Association attached to the Meeting Notice are hereby approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all existing Articles of Association.

Voting on all resolutions will be conducted using voting tools in Zoom.

As soon as practicable following the meeting, the results of the voting will be announced by email to members and on our website: www.evaluation.org.uk

APPOINTMENT OF PROXIES

Members who cannot attend the Meeting may appoint a proxy to attend, speak and vote at the Meeting on their behalf. The form required to appoint a proxy is attached to this Notice and includes explanatory notes on how to complete the form and return it to the Society.

COMMUNICATION

Members who have general queries about the meeting should contact the Society by emailing hello@evaluation.org.uk (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this Notice; or
- in any related documents (including the proxy form);

to communicate with the Society for any purposes other than those expressly stated.

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By order of the Council

Fiona Larner [Secretary]

Kirstine Szifris [President]

Registered office: 7 Bell Yard, London, England, WC2A 2JR

Thursday 23rd May 2024