

**NOTICE OF ANNUAL GENERAL MEETING**

**Issued January 2010**

**The Annual General Meeting of the Geographical Association (GA) will be held at 3.15 pm on Thursday 8 April 2010 in the Hallmark Hotel (formerly the Midland Hotel), Midland Road, Derby DE1 2SQ**

This notice of the Agenda is addressed to Full, Joint, Life, Associate, Group and Corporate Members of the GA, all of whom are entitled to attend and vote at the meeting. Group and Corporate Members may nominate one person to vote on their behalf. Non-members are warmly invited to attend the meeting, but are not entitled to vote.

You are urged to attend this important meeting of the GA at which the results of elections will be formally announced and the Annual Report for the year ended 31 August 2009 will be submitted. The meeting will also be updated on the GA's Strategic Development Plan 2009-14 and on the GA's planned purchase of premises and incorporation as a Company Limited by Guarantee. A special resolution regarding the GA's structure will be proposed.

**AGENDA**

**1. Minutes of the AGM held 16 April 2009**

Copies of the Minutes will be available at the meeting or may be obtained in advance from GA Headquarters on request to Frances Soar. They are also on the GA's website, at [www.geography.org.uk/aboutus/documents](http://www.geography.org.uk/aboutus/documents)

**2. Matters arising from the Minutes**

**3. Reports**

- (i) President
- (ii) Chief Executive
- (iii) Honorary Treasurer

**4. GA Premises and Legal Structure**

To note arrangements for purchase of GA premises and GA incorporation as a Company Limited by Guarantee.

The GA Governing Body has, following consultation with its professional advisers, decided to purchase the building at 160 Solly Street, Sheffield, that has been occupied by the GA since 1997. In connection with the property purchase, the Governing Body has also decided, again following the advice of its professional advisers, to incorporate the GA as a Company Limited by Guarantee and apply to the Charity Commission for re-registration as a Charity.

The rationale for these changes is that the GA's constitution as an unincorporated association, whereby all the GA's property is vested in three GA Named Trustees, and all trustees (being the members of the Governing Body) and members are potentially liable for acts of the Association, is no longer appropriate, especially when the GA owns property in the form of land and buildings. Having considered the options available, and following the advice of professional advisers and Charity Commission guidance, the Governing Body has determined that the best structure for the GA is as a Company Limited by Guarantee. Changing the GA's structure in this way involves setting up a new company and transferring into it the present GA's assets and liabilities. It is anticipated that these changes will be completed before the present GA's Annual General Meeting on 8 April 2010. The company will be called 'The Geographical Association' and there will be no break in the GA's activities and services. The Directors of the company will be the GA Governing Body. Instead of the present Statutes and Standing Orders, the GA's constitution will be a Memorandum and Articles of Association, with separate rules to cover those areas of the present Statutes and Standing Orders that are not included in the Articles of Association. The new GA will need to apply to the Charity Commission for registration as a Charity, which it will do before the assets and liabilities are transferred to it. The main change for members is that they will see the new GA Company and charity details on GA stationery and literature, and that members will no longer be potentially liable personally for GA acts. To formally recognise

these changes, a Special Resolution is proposed (agenda item 5, below). Copies of the Memorandum and Articles of Association will be available at the meeting or may be obtained in advance from GA Headquarters on request to Richard Gill or Frances Soar.

#### **5. Special Resolution**

To formally recognise the establishment of the GA as a Company Limited by Guarantee, it is proposed that a special resolution be passed at this Annual General Meeting as follows: It is resolved that the unincorporated association known as The Geographical Association as constituted under the Statutes and Standing Orders of 1996 (revised 2005 and amended 2006 and 2009) be dissolved in accordance with clause 16 of the Statutes following the transfer of its assets and liabilities to The Geographical Association (a Company Limited by Guarantee), which transfer is hereby approved.

#### **6. Adoption of Annual Report and Accounts for the Year Ended 31 August 2009.**

The Trustees' Annual Report and Accounts will be available at the meeting or may be obtained in advance by post from GA Headquarters on request to Richard Gill. The Annual Report is also on the GA's website:

[www.geography.org.uk/aboutus/documents](http://www.geography.org.uk/aboutus/documents)

#### **7. Subscription Rates 2010-11 (Proposals to be tabled)**

In accordance with Statutes 4 and 20 (iii), the subscription rates will be determined by the Governing Body on 6 March 2010, for submission to the AGM for approval.

#### **8. Introduction of President for 2010-11, Dr John Hopkin**

#### **9. Election of Officers**

To note the election of Bob Digby as Junior Vice President 2010-11, to become Senior Vice President 2011-12, President 2012-13 and Past President 2013-14

#### **10. Appointment of Auditors for 2010-11**

#### **11. Any Other Business**

Items of other business should be notified to the President by 31 March 2010.

#### **12. Votes of Thanks**