

Proposed Revisions to the Articles of Association
POEC Comments
June 3, 2011

Overall we feel the proposed changes are an improvement over the current Articles of Association and support the proposed amendments. However, we feel there are a few areas where additional clarification is necessary.

Overall comments

- 1) Parents Organisation (PO) and Parents' Organisation Executive Committee (POEC) are used throughout the document without clear distinction. If the POEC is meant to represent the PO on a particular issue then POEC should be used. If the entire parent body is being described than PO is sufficient.
- 2) The document refers to the Integrity Committee. Does one exist and does this need to be defined?
- 3) There are two references to annual reports by MB and SB, we think this should take place at the Annual General Meeting and should say so in the Articles of Association.
- 4) In discussing SB board members, there are still references to appointments and elections. The articles need to be clear that word usage reflects the intended process.

Specific articles

Chapter 4. Supervisory Board

Article 11 – Supervisory Board members

13.1 We think it is an improvement to add the statement that board continues to be legally constituted if the number falls below the minimum to prevent an emergency scramble to find new members. However, we think a time period for returning to the minimum should be included. For example

“if the number falls below seven for up to a period of time (120 days?) by which time the number needs to be at least seven.”

13.4 – Term of parent members of SB

We discussed this a great deal and agree that it makes sense for the term to be the same for parent as for independent members. However, a four-year commitment seems extreme considering the average stay for a family at BSA. We propose the parent member serve a two-year term with the ability to opt for four based on SB approval at the end of the term for a maximum of 8 years.

Chapter 5. Parents Organisation

Again we think this is an improvement overall. It is clearly noted in (b) that the Articles enable to the POEC to determine the best way to nominate parent candidates to the SB. Therefore, if the POEC feels that an election for the parent candidates to the SB is necessary to nominate the best candidate, the POEC can still hold one. This will require the Code of Conduct of the POEC to clearly define SB candidate

selection and may have a couple of scenarios for making the nomination. Is this the intent of this article? If not, additional clarification should be made.