



GA14/4 - Amendments to the Articles of Association

Nick Piggott - 17th December 2019

Background

The process of a member joining RadioDNS is described in the [Membership Application Process](#) (dated 2010), and also in the [Articles](#) (dated 2013), and there exist ambiguities and inconsistencies between the two documents. This has become apparent during a recent membership application.

Membership of RadioDNS is open to any applicant who agrees to abide by our Rules (the Articles), and is supported by two existing members. There are no other requirements, and members are not "elected" to RadioDNS. This is similar to the membership criteria of other standards bodies like RadioDNS, such as WorldDAB and DVB Forum.

The Board feels strongly that membership of RadioDNS should only be considered on the basis of the objectives of RadioDNS, and that it has the powers (under section 73 of the Articles) to remove any member who is demonstrably acting against the objectives of RadioDNS.

The Board is proposing to amend the Articles to reflect the process of joining RadioDNS more simply and accurately, and to remove the parts which have no bearing on whether an applicant becomes a member or not. The proposed changes do not affect the criteria for becoming a member, only the process of becoming a member.

Changing the Articles requires that 75% or more of votes cast are in favour.

Recommendation

The board recommends to the Members that:

- The Membership Application process be simplified and brought in line with similar organisations
- The Membership Application Process (2010) document be withdrawn in its entirety
- The entire process for becoming a Member of RadioDNS be fully described in the Articles

To achieve this, the board recommends that the Members support the following special resolution at the Annual General Meeting on 10th February 2020.

Special Resolution

"The Members of RadioDNS resolve to amend the Articles of Association to:

- Delete section 21.2.
- Replace section 64 with this text

64. No third party shall become a Member of the Company unless—

64.1 they have applied for Membership in writing, using a form approved by the Board;

64.2 they have signed a written agreement to be bound by these articles and the Company's IPR policy;

64.3 their application is supported by at least two Members; and

64.4 they have paid their subscription and annual membership fees.

- Delete sections 65-71."

Explanatory Notes

Deletion of section 21.2

Current Text

21 The following matters can only be made by an ordinary resolution of the Members –
[.]
21.2 amending the Member's application process;

Proposed Text

21 The following matters can only be made by an ordinary resolution of the Members –
[.]
[Delete section 21.2]

Explanation

The Member's application process is to be withdrawn as a separate document and fully superseded by the Articles, which prevents inconsistencies between interpretations and requirements.

The spelling error ("me" instead of "be") will be corrected in the preamble.

Amendment to Sections 64

Current Text

64. No third party shall become a Member of the Company unless—
64.1 they have applied for Membership to the Chairman, in writing and in a form approved by the Members from time to time.
64.2 they have signed a written agreement to be bound by these articles and the Company's IP policy;
64.3 their application has been approved pursuant to articles 65 to 71 below; and
64.4 they have paid their subscription and annual membership fees.

Proposed Text

64. No third party shall become a Member of the Company unless—
64.1 they have applied for Membership, in writing, using a form approved by the Board;
64.2 they have signed a written agreement to be bound by these articles and the Company's IPR policy;
64.3 their application is supported by at least two Members; and
64.4 they have paid their subscription and annual membership fees.

Explanation

We are removing the references to the membership process.

Every membership application must be supported by at least two Members at the point where it is made.

Removal of Sections 65-71

Current Text

65. Upon receiving an application the Chairman shall –
65.1 validate the application or, where necessary, return it to the applicant for clarification or amendment before validation; and

65.2 circulate a validated application to the Members for consider.

66. Upon receiving a validated application a Member may respond to the Chairman in writing, either:

66.1 approving the application;

66.2 rejecting the application with a written explanation for the rejection;

or

66.3 requesting further information or clarification from the applicant;

and the Chairman shall promptly circulate all responses to the Members as and when he receives them.

67. Each Member has seven days to respond to the validated application (the "Response Period") unless a Member requests further information in which

case the Response Period shall be extended to a total of three weeks for all Members who shall be notified of the extension by the Chairman.

68. The Chairman shall make any request for further information or clarification to the applicant on behalf of a Member and circulate any further information or clarification to all Members.

69. If a Member responds more than once pursuant to article 66 above then their latest response cancels and replaces the previous response provided it is made within the Response Period. A Member may make more than one request for information but the total Response Period shall not be extended beyond three weeks.

70. The application shall be successful if upon expiry of the Response Period there are two or more approval responses from Members.

71. If an application is not successful the applicant may re-apply for membership to the Board who may approve a second application but the applicant shall not become a Member until the approval of the Board has been ratified by an ordinary resolution of the Members.

Explanation

As the Membership requirement is that the member has two supporters on application, the process of requesting support from members after application is not relevant.

The Query process is removed as it introduced delays and the opportunity for inconsistencies. Applicants can approach members for support, and there can be an exchange of information as part of that process.

The Reject process is removed as it had no bearing on the outcome of the process if an applicant had two supporters, and required substantiation that the applicant could not or would not follow the Articles.