

The International Ringing Cedars Association

Committee meeting # 15 (via Skype)

Date: 03-01-09

Time/duration: 17:00 to 18:25 GMT

Committee: Chairman – Liz Ashley
 Vice Chairman – Nara Petrovic
 Secretary – Steven Amey (minutes)
 Public Relations – Peteris Spels

Apologies :

No.	Subject	Action // Who / when?	Comments	Action
1.	Minutes of last meeting/date	The minutes of 02-22-09 were approved.		
2.	Constitution	<p>After having read through the memorandum Nara felt that the goals need to be synchronized to that of those in the most recent draft of the manifesto.</p> <p>Liz suggested that next we just need to tidy up what she has written and discuss the issues arising from the two documents. The first thing is that articles and memorandum be common and safe. We just have to iron out points that are specific to us. However, the terminology already takes into account most situations. If we wish to be more specific in the articles and not just leave it to an internal governing document this could make it more constricting for the association. For this reason we can make our own rules for membership, but leave the legalities in the statutes to cover most eventualities.</p> <p>Liz commented that we are the ones who have to be sure and final in what we put in our documents and since we have already spent much time and effort I feel we have already done our best.</p>		<p>Nara will read through as many of the papers to date as thoroughly as possible in the following days and send his comments via email.</p> <p>When everything is in order Liz will ask for the legal advice of Ali Riza regarding our documents etc thus far.</p> <p>Peteris will call Svetlana.</p> <p>Peteris will send his notes questions and comments regarding the memorandum and the articles and send them to the committee members to add their suggestions and ideas to, which will then be finalized and sent along to Ali Riza .</p>

Committee: Chairman – Liz Ashley
Vice Chairman – Nara Petrovic
Secretary – Steven Amey (minutes)
Public Relations – Peteris Spels

Apologies :

		<p>Nara commented that the terms are still not yet perfect re our goals, aims and tasks, etc.</p> <p>Liz responded to Nara by noting that there is a clause in the articles of association stating that directors can change things later if they wish at anytime, so they are not bound to them forever.</p> <p>Peteris suggested that if the company has sufficient funding the directors should receive salary or remuneration. It is a hard full time job to lead this organization and not only for the directors. Of course it has to be done properly and must be accepted by the members.</p> <p>Liz replied that if this is a nonprofit then everyone works on a volunteer basis. Only outside companies like auditors or printers etc get paid outside contracts. Liz expressed the concern that the idea of salary and remuneration may not go down well in our kind of association.</p> <p>Nara commented that in Slovenia there is no question of a salary in non-profit organization. You can't do it as a salary, usually you give rewards and reimbursements of various kinds. We did it all the time in our Slovenian association.</p> <p>Peteris disagreed stating that UNO, UNESCO and the Red Cross are also non-profits, but they all pay those who work for them. He also suggested asking Ali Riza</p>		
--	--	---	--	--

Committee: Chairman – Liz Ashley
Vice Chairman – Nara Petrovic
Secretary – Steven Amey (minutes)
Public Relations – Peteris Spels

Apologies :

		<p>how to put it down legally and noted that in Latvia it is legal to receive a salary in non profit organisations. To be successful on world-wide scale, you have to work full time. What will you live on if you don't get paid for your work?</p> <p>Nara suggested that salaries or remuneration can maybe be done later as the organization grows big.</p> <p>Liz commented that Margaret is head trustee of a worldwide non-profit publishing company and never asks for a penny, yet all her expenses get paid. Nara agreed that this is how he sees this matter being best handled, all expenses covered and no salary.</p> <p>Liz suggested the objectives should and do state that money can be invested in likeminded activities, but to prevent conflict of interest and bad rumors we keep squeaky clean. Our approach can be just getting more directors to share out the work. Also the board elections will be held on a regular basis and if it is too much for someone they can step down.</p> <p>Nara noted that it won't look nice if we, the present "directors" give ourselves salaries before we've done anything.</p> <p>Peteris responded by saying that this is why it has to be put down properly - only if it is possible, if members agree, on hourly rate or something like that. And Peteris</p>		
--	--	---	--	--

Committee: Chairman – Liz Ashley
Vice Chairman – Nara Petrovic
Secretary – Steven Amey (minutes)
Public Relations – Peteris Spels

Apologies :

		<p>stated that as organisation has no money, and we are not elected as directors, it will not apply on us.</p> <p>Liz reminded the committee not to forget that the norm is to form a trading company belonging to the charity or nonprofit which can make money and pay directors as a separate entity.</p> <p>It was agreed by the committee to ask Ali Riza how to set up the organization so that we can pay people but also protect the integrity of the organization at the same time.</p> <p>Liz warned that a common pitfall of charities is that they sadly become an escape to pay tax, but much money goes to the administration and not to the cause. We must prepare our work wisely to prevent this possibility from happening to the IRCA in the future.</p> <p>Peteris reminded that this is why there are audits, and a revision committee elected by members.</p> <p>Peteris suggested that possibly the directors can receive remuneration to a limited amount approved on AGM, and only if the financial situation of the company allows for it.</p> <p>Peteris summed up his argument by stating his thought that those who work must be paid in some form. And it has to be in our papers. So people who are able and</p>		
--	--	---	--	--

Committee: Chairman – Liz Ashley
Vice Chairman – Nara Petrovic
Secretary – Steven Amey (minutes)
Public Relations – Peteris Spels

Apologies :

		<p>willing to lead do not get scared off. For an organization to be successful on large scale, a full time job is necessary.</p> <p>Nara didn't agree with Peteris completely, but understood his arguments and saw their value. Nara also commented that people need money, they need salary. Most probably the hard working directors will need it. Nara agreed that it would be of value if Liz could look into it.</p> <p>Liz stated that we will all be subscribers, which means that we pay 10 pounds, but our liability is only 10 pounds as well.</p> <p>Nara asked Re section 5B of the memorandum that if one becomes a shareholder does this mean that you earn liability by subscribing?</p> <p>Liz said that as a limited company it has to have shareholders, but the shares are only 10 pounds. The shares are actually on the form that is to be completed by Liz for UK incorporated and then this is put on our certificate of incorporation which is filed at Company's House and our Association copy. This is a company limited by guarantee eg a non-profit. This is the normal formation for a membership organization in UK that is non-profit. So, there are shares held by directors. This is the capital of the company and the company cannot start without capital.</p> <p>Nara commented that it is necessary to set the basic papers</p>		
--	--	---	--	--

Committee: Chairman – Liz Ashley
Vice Chairman – Nara Petrovic
Secretary – Steven Amey (minutes)
Public Relations – Peteris Spels

Apologies :

		<p>well, and maybe UK is good for this reason.</p> <p>Peteris commented that everything has to be precise and then asked if the members each pay 10 pounds and become shareholders. And if when the directors change do we sell our shares?</p> <p>Liz responded by stating that new directors have to be changed again in the documents and the 10 pounds would not be refundable.</p> <p>Peteris was concerned that some might say the organizing committee has captured the power through the shares.</p> <p>Nara added that it was his understanding that every member pays 10 pounds, not only the directors.</p> <p>Peteris wanted to the committee to remain aware of what to expect from the UK laws. Peteris noted the importance of knowing the answers to all these questions. Because what he is asking now other people will ask as well.</p> <p>Liz reminded the committee that what we were initially looking for with the UK was neutrality for the association.</p> <p>Liz commented that at least as legal documents people can see how we reached all our decisions. It can be seen in the statutes what is said about the importance of the minutes. This is law. We just need to put it in printable language.</p>		
--	--	---	--	--

Committee: Chairman – Liz Ashley
Vice Chairman – Nara Petrovic
Secretary – Steven Amey (minutes)
Public Relations – Peteris Spels

Apologies :

		<p>Articles of Association</p> <p>It was agreed upon Peteris’s suggestion that point 4 of AOA regarding death should be put at the end instead of the beginning of this section.</p> <p>Liz questioned how to approach covering ourselves by putting on the membership forms that if they do not have access to a computer that they have to give us an alternative electronic email. This is our internal document, but someone may be able to a cause problem for us if they were to say they were not notified of an important meeting.</p> <p>Peteris responded by noting that he stated that in the articles it will be the duty for each member to give a communications channel, at which they can be reached for written notifications. If we ask for e-mail address and phone number, and keep a tight record of correspondence, then we are safe, no matter what device/tool we use. Members have a duty to give a proper communications channel. If they can’t be reached using this channel, it is not the responsibility of IRCA anymore.</p> <p>The subject of the annual general meeting was discussed. It was agreed that it would be put into the AOA that there is to be either one or two annual general meetings around the date of July 23rd. One of these being the big annual summer RC conference that will be</p>		
--	--	--	--	--

Committee: Chairman – Liz Ashley
 Vice Chairman – Nara Petrovic
 Secretary – Steven Amey (minutes)
 Public Relations – Peteris Spels

Apologies :

		<p>attended by people from around the world.</p> <p>Liz suggested that Peteris put all his comments onto the articles and memo and pass this around to the committee who will then add their own comments etc and then all these comments can be collated organized and given to Ali Riza.</p>		
3.	Registration	<p>Liz stated the need for good relations with the registration office and the value in making sure they know who we are, that they know our objects. So they are receptive to anyone from our association calling at anytime, since they register many companies every day. We can benefit from the use of their expertise as well. It will also be helpful if Peteris and Nara can speak with Svetlana in Russian etc to build good relations at the office.</p> <p>Peteris offered to establish communication with Svetlana.</p> <p>Liz suggested that before registration it may be of benefit to ask Ali Riza to check our completed legal documents for the purposes of clearing up any possible unseen ambiguities that may be in them.</p> <p>Peteris agreed with Liz that after our general agreement on final versions of our documents that a professional lawyer should double</p>		

Committee: Chairman – Liz Ashley
 Vice Chairman – Nara Petrovic
 Secretary – Steven Amey (minutes)
 Public Relations – Peteris Spels

Apologies :

		<p>check our work.</p> <p>Nara commended Liz for all her great work so far and shared his thoughts that registration can be done with what we already have. Some things just need a bit of ironing out.</p> <p>Liz added that when the new directors are elected they may change things anyway. So, we just need to proceed as best we can.</p> <p>Peteris suggested ironing things first and that one or two weeks more won't change much. We must do our best first. This is not our best work yet.</p>		
4.	Membership	It was agreed that an entire meeting should be held regarding the topics of membership criteria.		
5.	Organisational structure of Association			
6.	Funding			
7.	Website	<p>Peteris suggested publishing the best versions of any documents we have created thus far. Proceeded by an explanation of how the organization will be registered, and what hierarchy the documents have.</p> <p>Steven informed the committee of his inability to access the webpage.</p>		Steven will meet with a web designer to discuss designing a new webpage or perhaps working on the old one along with Marko.
8.	Volunteers / Help			
9.	Ringing Cedars Spring Conference			
10.	RC Summer Conference			

Committee: Chairman – Liz Ashley
 Vice Chairman – Nara Petrovic
 Secretary – Steven Amey (minutes)
 Public Relations – Peteris Spels

Apologies :

11.	Any Other Business	<p>It was agreed that a second committee meeting was needed this week and was scheduled for 03-05-09.</p> <p>It was discussed that an entire meeting should be scheduled in the near future for the purposes of discussing membership criteria.</p> <p>Due to communication difficulties Liz suggested using another type of conferencing provider. Peteris replied that Skype was the best conferencing provider he has found this far.</p> <p>Peteris noted that people are and will continue discussing the name of association in the online RC forum. This is a sensitive situation which must be handled carefully. Liz responded that the name of association has to remain as it stands for now and later if we need to change it we can. Peteris agreed, but suggested just keeping in mind that there might be some issues regarding the name. We have to stay open, but carry on with work. The <i>international</i> might be changed to <i>worldwide</i> or something like that.</p> <p>Peteris suggested his idea on a strategy for how to proceed in the coming weeks. It is written below as follows;</p> <ul style="list-style-type: none"> -First we publish the best versions of any documents we have created thus far. -This can be preceded by an explanation of how the organization will be registered, and what hierarchy the documents 		
-----	--------------------	---	--	--

Committee: Chairman – Liz Ashley
 Vice Chairman – Nara Petrovic
 Secretary – Steven Amey (minutes)
 Public Relations – Peteris Spels

Apologies :

		<p>have.</p> <ul style="list-style-type: none"> -Then we can proceed with registration. -Next we can proceed with acquiring members. -In the mean time - all governing documents, that are sensitive and made as internal documents can be discussed in forums and so on. -After that we have the Spring Conference, where the papers are finalized and accepted by existing members. -We can also take members abroad also during the spring conference. -During the Spring conference we can agree on criteria for board elections (new directors). 		
12.	Next meeting	The next meeting will be held on 03-08-09.		