

International Society for Affective Disorders  
Annual General Meeting  
17<sup>th</sup> March 2008  
Westin Grand, Cape Town, South Africa

Minutes

### **Record of Attendees**

Graham Burrows  
Bernard Lerer  
Christine Kuenher  
Giles Bertschy  
Ray Lam  
Roger Pinder  
Caroline Holebrook (Administrator & Minutes)

### **1. Welcome from the President**

Dr Roger Pinder, ISAD President, opened the meeting thanking the group for attending.

### **2. Annual Report**

Dr Pinder drew the meeting's attention to some of the highlights of the Annual Report including the growing membership figures. While ISAD would not wish to become an unwieldy organisation that lacks connection with its constituents ISAD still wishes to attract more Fellows and improve the renewal rates outside of conference years in order to become *the* organisation for the affective disorders.

The 5<sup>th</sup> Biennial Conference in 2010 is planned for Vancouver with Prof Ray Lam sponsoring the event. The 2010 meeting will be run at a slightly later date to avoid the Winter Olympics. The probable date would be the 23<sup>rd</sup> April 2010, this will be confirmed subject to thorough checks regarding clashes with other meetings and events. Prof Bernard Lerer has agreed to continue as Scientific Programme Committee Chair for the 2010 meeting.

**Action:** Admin will pursue the logistical aspects of the 2010 meeting

Prof Graham Burrows has generously volunteered to host an ISAD regional meeting in Australia during 2009.

**Action:** Admin to liaise with Prof Burrows to assist with meeting management.

Dr Pinder was pleased to report a new partnership with Johnson and Johnson. Johnson and Johnson have held a successful symposium during

the Cape Town conference and are working with ISAD on a number of upcoming projects.

Dr Pinder confirmed that ISAD's position within host institution, the Institute of Psychiatry, King's College London was secure. ISAD has a new academic sponsor, Dr Anthony Cleare, Reader in Affective Disorders, Head of the Section of Neurobiology of Mood Disorders. ISAD is now housed within the section administration.

### **3. Accounts 2006/07**

Dr Pinder was able to report that ISAD has had a successful meeting in Cape Town and there will be a surplus to support the Society for the next two years. The accounts have been submitted to the Charity Commission and Companies House in line with UK law and are publicly available.

### **4. Elections**

Prof Allan Young has taken on the role of ISAD Treasurer from Prof Ray Lam. Dr Pinder thanked Prof Lam for all his efforts on ISAD's behalf and welcomed Prof Young to his new post.

#### **Standing for re-election:**

Candidate	Office	Result
Dr Roger Pinder	President	Re-elected unopposed
Dr Sagar Parikh	Company Secretary	Re-elected unopposed
Prof Jan Scott	Executive Director	Re-elected unopposed
Prof Cornelius Katona	Executive Director	Re-elected unopposed

### **5. Proposal to hold Annual General Meeting on a Biennial Basis**

This proposal has previously been brought to the Fellowship at the ISAD AGM in Vienna 2007 and has been circulated to the Fellowship by email for consultation. The full proposal can be seen below in Appendix.

To date there have been no concerns raised by the Fellowship against this proposal. The proposal was carried unanimously.

It was further agreed that in future the General Meeting will be given a more prominent place in the programme to ensure a good attendance.

**Action:** Admin to begin the process of amending the governing documents to reflect the changes.

### **6. Any other business**

Prof Ray Lam thanked Dr Pinder and Caroline for their work during the past two years.

**CH 02/04/08**

## **Appendix**

Under new UK Charity legislation it is now permissible for ISAD to hold an annual general meeting (AGM) on a biennial basis in line with the conference programme. There are a number of reasons for ISAD to consider this.

1. Difficulty selecting a suitable meeting during which to hold the AGM.  
ISAD, as an international organisation strives to hold the AGM at a meeting that maximises the number of Fellows who will be able to attend. This must also be balanced with the availability of the Executive Committee. Travel and accommodation expenses incurred must be kept at a minimum which often restricts the AGM to a European venue.
2. There is significant cost involved in holding an AGM. Room hire, catering, travel and accommodation are all unavoidable expenses.
3. AGM's outside of the ISAD conference are more likely to be poorly attended which makes achieving a meaningful quorum very difficult. If there is no genuine representation decisions must be deferred which makes expenditure invested in the meeting wasteful.
4. It may be more efficient to reassign the administrative functions of the AGM to electronic communication. I.e. distributing the accounts and annual report – an amendment to the governing document must be made to allow this and individual consent from each Fellow to receive them in this format.
5. By moving to a biennial model it may be possible to enhance the importance of the meeting, giving it more significance and consequence.
6. Removing the compulsion to hold an AGM from the constitution does not prevent ISAD from having annual meetings if it chooses to do so. ISAD could choose to submit symposiums to other meetings and have a short section dedicated to ISAD issues. ISAD could hold regional meetings or collaborate with other societies and hold joint events. The removal of the compulsive aspect of the constitution will allow ISAD to dedicate resources and financial support to other activities which may be of greater benefit.

**How can ISAD replace the AGM functions?**

- In order to ensure good governance during the years in which no AGM is held a more formal Executive Committee arrangement with quarterly teleconferences would be instated. It is possible to use free technology such as Skype or MSN Messenger to enhance meetings with webcam communication if desired.
- The Presidents Annual Report and accounts would continue to be produced and circulated to the Fellowship for review. They would also be available on the ISAD website.
- The ISAD forum could be utilised more actively to poll the Fellowship on individual topics.
- Arguably moving to an entirely electronic footing will increase opportunities for communication. Travelling to meetings is prohibitively expensive for many. By offering greater participation via the internet ISAD should be able to improve opportunities for the Fellowship to voice their opinions and communicate more widely with colleagues.

ISAD has sought legal advice from our solicitor which is outlined below.

## **INTERNATIONAL SOCIETY FOR AFFECTIVE DISORDERS**

### AMENDMENT TO AGM REQUIREMENTS

#### **PROPOSAL:**

To amend the memorandum and articles of International Society for Affective Disorders (ISAD) so that AGMs are held on a biannual basis from September 2008.

#### **CURRENT POSITION:**

The current articles include a requirement that the Charity holds an AGM in March every year (Article 2.8). At the AGM the **members** (Article 2.10):

- Receive the accounts
- Receive the executive committee's report on the charity's activities
- Accept the retirement of the Executive Committee members wishing to retire or retiring by rotation
- Elect members of the executive committee (until the second AGM following appointment (Article 3.7.8))
- Elect a president to act as a chairman for a two year period
- Elect a secretary to serve for a two year period

- Elect a treasurer to serve for a two year period
- Appoint auditors
- May confer the honorary title of patron
- May discuss and determine any issues of policy or other business presented by the executive committee

#### **CHANGES TO THE LAW:**

From 1 October 2007 amendments to the rules relating to meetings of companies limited by guarantee will be introduced as part of the new Companies Act 2006. Amongst the provisions, the requirement to hold an AGM is abolished for all private companies, including charitable companies limited by guarantee. However, it is likely that this provision will be overridden by the express requirement to hold an AGM (Article 2.10) and to take advantage of the relaxation it will be necessary for ISAD to amend its Articles.

#### **PRACTICAL CONSIDERATIONS:**

From 1 October 2007, ISAD may therefore amend its articles so that the charity is only required to hold AGMs on a biannual basis. The amendments would be made by resolution of the members.

However, there are a number of compliance issues which would have to be addressed in light of such a change:

1. **ACCOUNTS** In the articles there is a provision that the ISAD accounts will be presented to the members at the AGM. The previous legal requirement for this has now been amended in line with the abolition of the requirement to hold an AGM. Instead, a copy of the accounts must be sent to every member of the charity before the filing date at Companies House. The new filing date for accounts will be 9 months instead of 10 months under the New Act, with effect from 6 April 2008. However, the provision in ISADs articles (2.10.1) will require specific amendment to enable the accounts to be presented by post, rather than at the AGM.
2. **RECEIPT OF EXECUTIVE COMMITTEE REPORT** There is no statutory requirement to provide members with this, although there is currently a requirement to do so within the articles. If the committee wishes to continue to present the committee report at the AGM, every other year, then the articles can remain unchanged. In the years when no AGM takes place the committee report may be sent out to members by post.
3. **APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS AND OFFICERS OF THE CHARITY** The AGM is the forum at which the Executive Committee is

appointed by the members. Consideration needs to be given as to whether this will work for ISAD in practice if the AGM is held only every other year. There are powers in the articles for the committee to co-opt members to fill a vacancy between AGMs which could be used if necessary.

4. **RETIREMENT OF EXECUTIVE COMMITTEE MEMBERS AND COUNCIL MEMBERS AND OFFICERS OF THE CHARITY** At present the term of service of committee members and council members is determined by the date of the second AGM following appointment. If AGMs are only to be held biannually then it is recommended that references to "second AGM" throughout the articles are amended to "every AGM". As a result of this change the length of service as a committee member would remain at approximately 2 years.
5. **AGM OR GENERAL MEETING?** As there is no longer a requirement to hold an AGM, the charity could remove the reference to an AGM altogether. However, this would necessitate alternative arrangements for the appointment and retirement of committee members and staff, which may prove more cumbersome than a biannual AGM.
6. **INCLUSIVITY** The aim of an AGM is to provide the executive committee and its officers the opportunity to explain their management of the charity to the members. It also provides the members of the charity with an opportunity to ask questions before voting on business items on the agenda. There are no legal reasons why this opportunity should be provided on an annual basis. However, careful management and presentation of the reasons for the changes to the members may be required in some charities.
7. **EMAIL COMMUNICATION**  
My advice on whether you may send accounts and other information to members by email instead of the post.  
The advice is that schedule 5 of the Companies Act 2006 allows companies to send documents to company members in electronic form subject to members' approval. It is not necessary to ask the members to pass a resolution but the company does need to obtain individual consent by sending a request letter to each member asking for individual agreement to receive documents/information in electronic form and to supply an address. Actual consent is needed so in practice you may find you have to operate two systems, post and email, to accommodate those who do not consent.

We can supply a request letter if you would like us to.

It is also possible to supply information to members via the website but the process is more complex and we would have to give you further advice on how to do that if you need it.

**BLAKE LAPHORN TARLO LYONS**

**AUGUST 2007**