

Institute of Cemetery & Crematorium Management



From: the Board of Directors

To: All Members of the Institute

EXTRAORDINARY GENERAL MEETING

Some members may have recently been in receipt of email correspondence regarding a call for an extraordinary general meeting (EGM). Two letters were distributed complaining of the board's management of the Institute over the last four-year period. One letter bore the names of ordinary members whilst the other bore the names of a number of ex-presidents. The items mentioned in one of these emails are addressed overleaf.

Notwithstanding the requirements of company law and the Institute's articles of association that those members wishing to call an EGM will require the signatures of some 10% of the voting membership in order to call such an EGM, the board has decided to take up this matter as follows:

- 1. The Board made the decision at its meeting of 23rd September 2008 to appoint an external qualified person from an appropriate legal company to fully investigate the management of the Institute over the last four years to include all decisions made and actions taken by all individuals and all decisions made and actions taken by the board. The investigator will be required to produce a detailed and comprehensive report containing recommendations.**
- 2. On receipt of the report the Board of Directors will itself call an EGM and invite the membership to attend via the statutory notification process.**
- 3. The report from the investigator will form the basis of discussion and subsequent voting by members gathered at the EGM.**

As there is no guarantee that those members and ex-presidents signing the letters recently distributed can gain the support of 10% of the voting membership quickly therefore the board has decided to take control of this matter and guarantee the calling of an EGM.

It is the intention of your Board of Directors to satisfy EVERY member of the Institute that has received letters, emails or telephone calls making accusations and allegations via a full investigation and subsequent EGM in order to cease the rumours that have been circulated and allow the Institute to move forward and deliver the service its members both want and expect.

You will receive a further letter on commencement of the investigation followed by an official notice at its conclusion advising you of the results of the investigation and the date, time and venue of the EGM at which YOU can make your decisions based on possession of the full facts. The Board will be duty bound to act on your decisions.

The Board of Directors will make no further comments on this matter before the EGM other than to provide members with the investigators report and official notice of the date, time and venue for the EGM.

Chairman and Directors of the Institute.
September 2008

INSTITUTE OF CEMETERY & CREMATORIUM MANAGEMENT

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Professionalism through specialism

Institute of Cemetery & Crematorium Management

The following points were made in the recent email as mentioned overleaf. The responses of the Board of Directors are contained in brackets.

- **The depleted Board of Directors** (*The Board has no control over the number of members nominated to stand for election. The lack of members coming forward is of concern to the Board hence the establishment of the Member Review Panel that will be consulting with members on this very issue*)
- **The failure of the committees to meet** (*Meetings of the committees are called when there is business to discuss. Committee meetings are scheduled for October when the 08/09 Board will be established from and by the committees*)
- **The fact that there is only one member to the Professional Committee** (*Same response as first point above.*)
- **The failure to update the web page** (*As reported, the Institute has acquired the Bereavement Services Portal with work in progress to overhaul the ICCM website and integrate with the Portal. There is little point in spending money on updating the website in stages as major changes are currently taking place in the background*)
- **The failure to hold AGM at conference** (*As stated in the recent Member's Day/AGM circular conference is some 2 weeks earlier this year therefore there was no guarantee that the audited accounts could be delivered to members in the statutory time frame being 3 weeks prior to the AGM. In order to fulfil its statutory obligation the Board had no alternative but to hold the AGM at a later date*)
- **The resignations from the board of approximately 6 members over the last 3 years** (*The Board can make no comment on matters of a personal nature, this is down to the individuals to give there reasons why if they wish to. However those members mentioned will have the opportunity to give evidence to the investigator*)
- **The failure of boards to act in line with the Articles resignations of 3 directors** (*There appears to be a grammatical error in this point that requires clarification by the author*)
- **The fact that there appears to be unrest with staff** (*The Board will make no public comment on personal staff matters or issues, as within any organisation staff and personal issues are strictly confidential however any complaints from members of staff can be reported to the investigator when all staff are interviewed*)
- **The failure of the CEO and other officers to attend branch meetings** (*There is no contractual requirement for officers to attend branch meetings however they do so whenever possible provided that adequate notice is given. However should Branches require the attendance of an officer at their meetings a process could be put in place to enable this*)
- **The lack of feeling that memberships feel they have no connection or that they feel the board do not work for them** (*The board has not been made aware of any specific issues nor has it received any complaint from the membership other than the recent emails calling for an EGM. Members can make comments via the forthcoming consultation exercise being undertaken by the Member Review Panel and investigation mentioned overleaf*)
- **The alleged changes to job descriptions after a structure was agreed** (*The Board will not make public comment concerning any staff issues and it remains factually unaware of any matters pertaining to any changes of this nature. As within any organisation, staff and personal issues are strictly confidential however it can confirm that no job descriptions have been radically changed*)
- **The introduction of a Directors Code which effectively changed the view of the membership after a vote was taken at the 2006 conference, this led to a director having to resign** (*The Code for Directors and the service agreement is a simple pledge to act in the best interest of the Institute and assist Directors in complying with their legal duties as contained in the forthcoming amendments to the Companies Act. The Code and Agreement were adopted on receipt of legal advice and broadly mirror this promises made by elected members of your own authorities. The Board fails to see any valid reason why a member standing for election to your Institute can not promise to act in the Institute's/Your best interest and avoid conflicts of interest as required by company law via the afore mentioned Act*)
- **Lack of officer support for the Scottish Law review** (*Officers attended meetings of the Scottish Law Review Group under the directorship of Sheriff Brodie and drafted the burial law and reuse of graves papers submitted to that group as well as inputting into other matters raised and discussed. Members will note that this review encompassed all aspects of law relating to the disposal of the dead and not just that relating directly to cemeteries and crematoria. The work of this Group was ended with Sheriff Brodie issuing his report in April of this year. When the report has been considered by the Scottish Government it is hoped that working groups will be established where the Institute would wish to be represented. The review in Scotland is following a similar pattern to the review being carried out in England & Wales therefore the Board hopes that a Group similar to the BCAG will be established in Scotland.*)
- **Lack of officer support for the Scottish Law Diploma course** (*Far from there being any lack of support for the Scottish Law Diploma Course the new course developed by officers, directors and the Stratford Business School at last encompasses the law in Scotland as well as Northern Ireland).*)