

AGM 2026 Document 5.1 Explanatory memorandum for the proposed changes to the Regulations of the AE (UK legal entity).

Background

1. The Regulations document is the operational subsidiary governing document to the Articles of Incorporation and Association of the Academia Europaea (UK) Ltd. Since these Regulations (governing the day-to-day governance of the AE under the UK registration) were last amended in 2019, the AE has undergone significant growth and change. The membership has grown substantially; we have created a second distinct legal entity based in Munich and that office is assuming greater responsibilities as the new headquarter office for the AE. Whilst this evolution continues, the London legal entity and registered charity continue to play a major role, especially in the day-to-day financial management of the AE operations.
2. The growth in our activities (with the Regional Knowledge Hubs, the four Classes and their Sections and the greater responsibility that the AE has in delivery of European independent Scientific advice) and profile internationally, have meant that the existing Regulations that govern the composition of the Board of trustees, are now somewhat out of line with our current practice and needs and are somewhat restrictive. The role of the Board of trustees and the range of responsibilities and demands on them have changed in the past few years.
3. The proposed amendments to the Regulations are designed to clarify the aspects of the composition of the Board of trustees, the roles of members of that Board and should, alongside other subsidiary policy documents, increase the flexibility of the trustees to respond to the many challenges that are developing. The Board have adopted a policy whose overall direction of travel is to increase the opportunities for greater engagement of the membership, both through the classes and sections and also more directly in the greater use of e-ballots to increase the democratic process.

Proposed changes

The Board are proposing changes to Sections 7, 9, 10, 12 and 13 of the regulations.

In section 7. The changes are to clarify the existing Regulations and to provide for greater flexibility in the Board.

In Section 9. The changes clarify the composition of the Board of trustees and how its membership is elected and/or appointed.

In Section 10. The changes are to make clear what the Advisory Council is and its role in relation to the Board of trustees, the Classes and their component sections.

In Section 12. The small changes bring up to date, the way we carry out the requirement for an Annual General meeting (business meeting) of members.

In Section 13. The changes clarify the overall procedures applied to elections (other than membership elections) and also bring up to date the actuality regarding the former Council which is a component of our Articles of Association.

Document 5.2 shows the detailed proposed changes in red.

Document 5.2 b is a clean copy incorporating these changes for information.

The Board now strongly recommend members to vote in favour of all of the proposed changes to the Regulations as described.
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