

# **ACA WORLDWIDE DISSOLUTION**

## **Background**

1. You will all be aware that despite our best efforts, the ACA membership numbers continue to decline at a rate far in excess of our intake of new members. From a high point of over 12,000 members in the mid-1990s, we now have some 4,500. Our forecast is that by mid-2011, we could have a worldwide membership of not more than 3,500 of whom only 2,500 would be in the UK and perhaps only 60% (1,500) of those would be Branch members.
2. With some 75% of our members now over 80 years old, it is inevitable that there is now a loss of energy and an unwillingness to join Branch committees or attend national functions. We are also unable to find replacements for the existing Council members and this poses a constant threat to the viability of the ACA HQ.
3. Although the ACA has sufficient funds to allow it to continue for at least the next couple of years, our expenditure continues to significantly exceed our income and it is clear that this trend will not be reversed given our failure to attract sufficient new members.

## **Planning for the Future**

4. All of the above factors point to a need for us to plan for the inevitable dissolution of the ACA as a worldwide organisation in accordance with the ACA Constitution. This process would begin with a plan for the dissolution of the ACA Council and culminating in the distribution of central funds to the two ACA charities. It should be emphasised at this stage that the dissolution of the Council would not, by itself, spell the end of the ACA at Branch level but would mean the end of events such as the Reunion and also lead to the closure of both the ACA Website and *Intercom*.
5. Following the dissolution, there would still be a vestige of worldwide identity provided by the ACA Archive Trust (A3T) and welfare support would continue to be provided by the ACA Charitable Fund (ACACF) so long as these charities remained financially sound. The ACA Golf Society could also continue to function. Outside the UK, we would envisage the ACA in Canada and Australia would wish to form their own national Associations and our European Branches could operate independently in the same way as the UK Branches.

6. The way in which the dissolution of the ACA is proposed in the Constitution is laid down in paragraph 39 which is summarised below:

“39. If, at an AGM, a resolution for the dissolution of the ACA shall be passed by a 2/3rds majority of full members attending then an Extraordinary General Meeting shall be called within 4 months and at such a meeting if 2/3rds of the Full Members vote for dissolution then the ACA will be dissolved after discharging its liabilities and disposing of its assets to the ACA Archive Trust and the ACA Charitable Fund.

7. The above paragraph now seems a somewhat ponderous way of dissolving the Association. Following consultation with the Branches in 2009, it became clear that the membership favoured the leaving of the timing of any dissolution to the ACA Council. We will therefore be proposing a new form of words which allow us to carry out the dissolution process at a combined AGM and EGM where the AGM will be the vehicle to propose the ACA dissolution and if passed the EGM will follow to discuss a timetable and a method of dividing any surplus funds between the ACA Archive Trust and the ACA Charitable Fund.

8. A revised paragraph 39 would therefore read as follows:

**“39. If at an AGM, a resolution for the dissolution of the ACA shall be passed by a 2/3rds majority of Full Members attending, then an EGM shall be called the sole purpose of which will be to discuss in detail how the Association shall be dissolved. At such an EGM, a timetable for dissolution will be proposed by the ACA Council along with a proposal as to how, after discharging any liabilities, the remaining assets of the Association shall be shared between the ACA Archive Trust and the ACA Charitable Fund. In both cases, a simple majority of those voting will be required to carry the proposals. On completion of the activities agreed in the timetable and having distributed the remaining assets, the ACA shall be considered dissolved.”**

## Timetable

9. Experience tells us that in order to have a measured and orderly dissolution, there needs to be a sufficiently long lead time between the announcement of the closure and the actual ending of individual functions performed in particular by the Treasurer, IT Manager, Membership Services and the Editor of *Intercom*. A proposed dissolution timetable is at **Annex A**.

10. The lead times shown in the Annex would also allow us to finalise our contractual obligations with the publishers of *Intercom* and our advertising agents. We would also need to make certain that the Chairman and the Treasurer are still in post to ensure that our financial obligations are met and to oversee the closing of accounts and the transfer of funds.

11. A series of formal closure events prior to dissolution will culminate with a Church Service at St Clement Danes (where we will hand over the National Standard) and a commemorative edition of *Intercom*. Thereafter there would need to be some time set

aside to ensure that all costs were met and sub-accounts closed. A likely closure date for all functions including the accounts would be December 2011.

## **Next Stage**

12. The ACA Council has now formally endorsed this dissolution paper and a formal proposal will be made at the 2010 AGM which if approved will be followed by an EGM to discuss the details of the closedown. This paper has been distributed to all ACA Branches and will be published in Intercom to allow both Branch and Individual members every opportunity to express their views well in advance of the General Meetings in September.

13. I hope that the membership will understand the reasons behind our recommendation to dissolve the Association and will support the proposal and the reasons behind our decision at the AGM.

Des Richard,  
Chairman

## ACA DISSOLUTION – PROPOSED TIMETABLE

### 2010

- March: Paper on Dissolution circulated worldwide
- Apr– Aug: Comments received
- September: AGM motion to Dissolve followed immediately by an EGM to finalise the timetable and decide on the distribution of funds.

### 2011

- Spring: St Clement Danes Service and Laying –up of ACA Standard
- Summer: Commemorative Intercom published
- Sep - Dec: Discharge liabilities, Distribute assets, Dissolve **ACA**