

Annual General Meeting 2015

Welcome

Welcome to the 27th Annual General Meeting of the ACCU. Here follows the agenda, the officer's reports, proposed motions, the minutes for last year's AGM and SGM and the accounts.

Agenda

The AGM will be held at 13:30 on Saturday 25th April 2015 at the Bristol Marriott City Centre Hotel, 2 Lower Castle Street, Old Market, Bristol, BS1 3AD, United Kingdom.

1. - Apologies for absence
2. - Minutes of the 26th Annual General Meeting
3. - Minutes of Special General Meeting of 2nd August 2014
4. - Annual reports of the officers
5. - Accounts for the year ending 31st December 2014
6. - Election of Auditor
7. - Election of Officers and Committee.
8. - Other motions for which notice has been given (for full text see below):
 1. Proposed changes to the ACCU constitution if nobody stands as an officer
 2. Proposed changes to the ACCU constitution to allow the committee to co-opt an Officer

The Candidates for election are:

Candidate Name	Post	Proposer	Secunder
Alan Lenton	Chair	Jonathan Wakely	Emyr Williams
Malcolm Noyes	Secretary	Nigel Lester	Hubert Matthews
Roger Orr	Non exec member/Publications Officer	Marcin Sobieszczanski	Sam Saariste
Matthew Jones	Membership Secretary	Jonathan Wakely	Emyr Williams
Robert Pauer	Treasurer	Jonathan Wakely	Emyr Williams
Jonathan Wakely	Non exec member/Standards Officer	Roger Orr	Steve Love
Emyr Williams	Non exec member	Malcolm Noyes	Nigel Lester
Ralph McArdell	Non exec member	Malcolm Noyes	Jez Higgins
Seb Rose	Non exec member/Advertising Officer	Guy Bolton King	Alan Dobbie

Any other Annual General Meeting Business (To be notified to the Chair prior to the commencement of the Meeting).

Malcolm Noyes
ACCU Secretary

2. 2014 AGM Draft Minutes

Minutes of the 26th Annual General Meeting of ACCU held on Saturday 12th April 2014 at the Marriott City Centre Hotel, Bristol.

The meeting commenced at 13:35 with Alan Griffiths in the chair and Giovanni Asproni taking minutes. Approximately 70 members were present.

The meeting started with Alan Griffiths recapping the new constitution to make the new voting rules clear to everybody.

Apologies for absence

Russel Winder

Draft Minutes of the 25th Annual General Meeting

The minutes were approved with no abstentions and nobody against. Proposer Francis Glassborow, seconder Roger Orr.

Annual reports of the officers

1. Chair report. Alan Griffiths recapped what he already put in the written report in the AGM pack.
2. Treasurer report. Robert Pauer went through the accounts to explain them. We have a healthy balance. The accounts have some corrections to fix some misallocations in the 2012 accounts. The downward membership trend can become a problem, so we need to keep an eye on it.
Robert Pauer answered a question from Jason McGuinness regarding the low bank interest rates we receive. It seems there is limited choice as the type of account required by the ACCU is not a competitive product for the banks, therefore they have no interest in offering advantageous terms.
3. Membership report. Mick Brooks was not present, so we went through the written report. Francis Glassborow said that a 13% membership loss in the UK was a big one and was not offset by an increase in other countries. He proposed to do some campaign with other local groups, e.g., by offering them some corporate membership packages, or ads in our magazines, etc. Ewan Milne said that affiliation with local groups had been considered. Francis Glassborow said we had no structure for affiliations. There were some questions from the floor about the percentage of C and C++ programmers in the membership.
Charles Bailey mentioned the fact that he had not received a reminder about his membership expiring. Matthew Jones said there had been some technical issues with

the system that should have been solved. Sam Saariste proposed an auto-renewal default option (with an opt-out possibility).

There were other points made about the membership. Nigel Lester asked about recruiting members at the conference. Alan Griffiths said we wanted a community. There were also points made about former members moving on to other things, branding issues like a C/C++ centric view of the association, and the difficulty in explaining to other people why joining was a good thing. There were some comments about the fact that the ACCU brand is quite a good one to have on CVs.

4. Advertising report. Seb Rose recapped his written report and added the information about the difficulty in tracking clicks on ads on the website that make selling ad space more difficult.
5. Publicity report. Asti Byro recapped her report, and added the fact that we have no new book reviews on the site as it has a very bad interface to interact with it, and asked if anybody was willing to help.
6. Study groups. Chris O'Dell summarised her written report.
7. Publications Officer. Roger Orr summarised his report and said that we would like to have many more article submissions, and get to the situation where the reviewing committees would have to turn some away.

Draft accounts for the year ending 31st December 2013

Look at the treasurer's report in the AGM pack.

Appointment of Auditor

1. Jonathan Wakely will started his second year. Ewan Milne explained the duties of the auditor. Chris Southern was elected to replace Chris Oldwood. He was proposed by all members on the floor and voted with no abstentions and no members against.

Election of Officers and Committee

All the members standing for officer have been elected. Each of them got 23 votes from the floor, on top of their respective votes on the electronic system.

Here are the results of the electronic system:

Matthew Jones / Membership Secretary	225 votes
Robert Pauer / Treasurer	221 votes
Roger Orr / Publications	220 votes
Seb Rose / Advertising	207 votes
Chris O'Dell / Study Groups	206 votes
Mark Radford / Standards	211 votes
Dirk Haun	199 votes

No candidates were nominated for Chair or Secretary so positions for these officers are vacant.

Other motions for which notice has been given

Hardship fund. Proposed by Alan Griffiths and seconded by Giovanni Asproni.

The motion passed with 23 for at the AGM and the following numbers from the electronic voting system:

In Favour: 205

Against: 12

Abstained: 36

Any other Annual General Meeting Business

Matthew Jones proposed a motion to thank the outgoing committee, which was accepted by the members present.

The AGM finished at 14:25

3. Minutes for ACCU Special General Meeting

2nd August 2014, Reading

Meeting started at 15:05.

1. Attending

Dirk Haun (remotely), Matthew Jones, Alan Lenton (remotely), Ralph McArdell, Malcolm Noyes, Roger Orr, Robert Pauer (remotely), Mattias Altin (ordinary member, remotely)

2. Apologies for absence

Chris O'Dell

3. Results of vote for Chair and Secretary

Here are the results of the electronic system:

Alan Lenton / Chair	130 votes, 14 abstentions
Malcolm Noyes / Secretary	135 votes, 9 abstentions

The above were duly confirmed as Chair and Secretary.

4. Any other business

No other business.

The meeting finished at 15:10.

4. Officer's reports

ACCU AGM 2015 - Chair's Report

1. As I'm sure most of you will be aware, we didn't have an elected chair or secretary until the Special General Meeting later in the year. Under the constitution that meant that your committee was only able to carry out routine and ongoing business for the first part of the year. Organizing that election was the main business at that time.
2. Once we had a full set of elected officers, the committee turned its attention to a consideration of the decline in membership over the last ten or so years. The decline has not been precipitate, but it has been slow and steady, and successive committees have been unable to reverse it. A number of people made submissions on future prospects and directions for the organization, and I'd like to take this opportunity to thank them for taking the time to do so.
3. In the event, the committee agreed that it should be possible to rebuild the membership to something approaching its earlier size. One suggestion for doing this was to drastically reduce the subscription fee, and fund the shortfall by making the publications electronic. However, it was clear to the committee that, in general, the members strongly prefer paper publications. Since the publications constitute the bulk of our expenditure, the committee has not recommended any change in the subscription charges this year.
4. Following on from this, the committee did consider the costs associated with the publication of two magazines, and has initiated discussions with the editors and those involved in the production of our publications. It is generally agreed that one two monthly posting would be cheaper than two one monthly posting, even though it would be heavier.
5. However, as yet we have not come to a conclusion whether there should be a single magazine fusing the two existing ones, or two separate ones posted together. The decision would have implications for advertising revenue and the cost of color printing two covers, versus color printing one cover. In any case production schedules preclude doing anything about this until later in the year. If this report is accepted, your committee will pursue this issue with a view to implementing it in the autumn.
6. The committee also looked at the issue of local groups, and was of the opinion that the best way to rebuild the organization was through encouraging the formation of viable local groups. We have a discussion scheduled on this issue at this year's conference, in addition to any birds of a feather meetings that might take place.
7. Building local groups with regular speakers meetings will take time. It will require resources from the national organization, as well as commitment from members. However, your committee believes this is a worthwhile project which it plans to pursue during the coming year, if this report is accepted.
8. Finally, I would like to thank members of the committee for their patience and commitment of time over the last year. I'd also like to thank those who have helped out in other ways, looking after our web site and publications, setting up and running the conference, and organizing local meetings with interesting speakers.
9. Thank you!

Alan Lenton
Chair, ACCU

Treasurer's Report

See the accounts below.

Membership Secretary's Report

The two graphs below show membership figures for the last year (AGM to AGM) and the overall figures since we began keeping accurate records. Both show an obvious but gentle downwards trend. The Chair's report has already mentioned that we will be trying hard to stop this over the coming year.

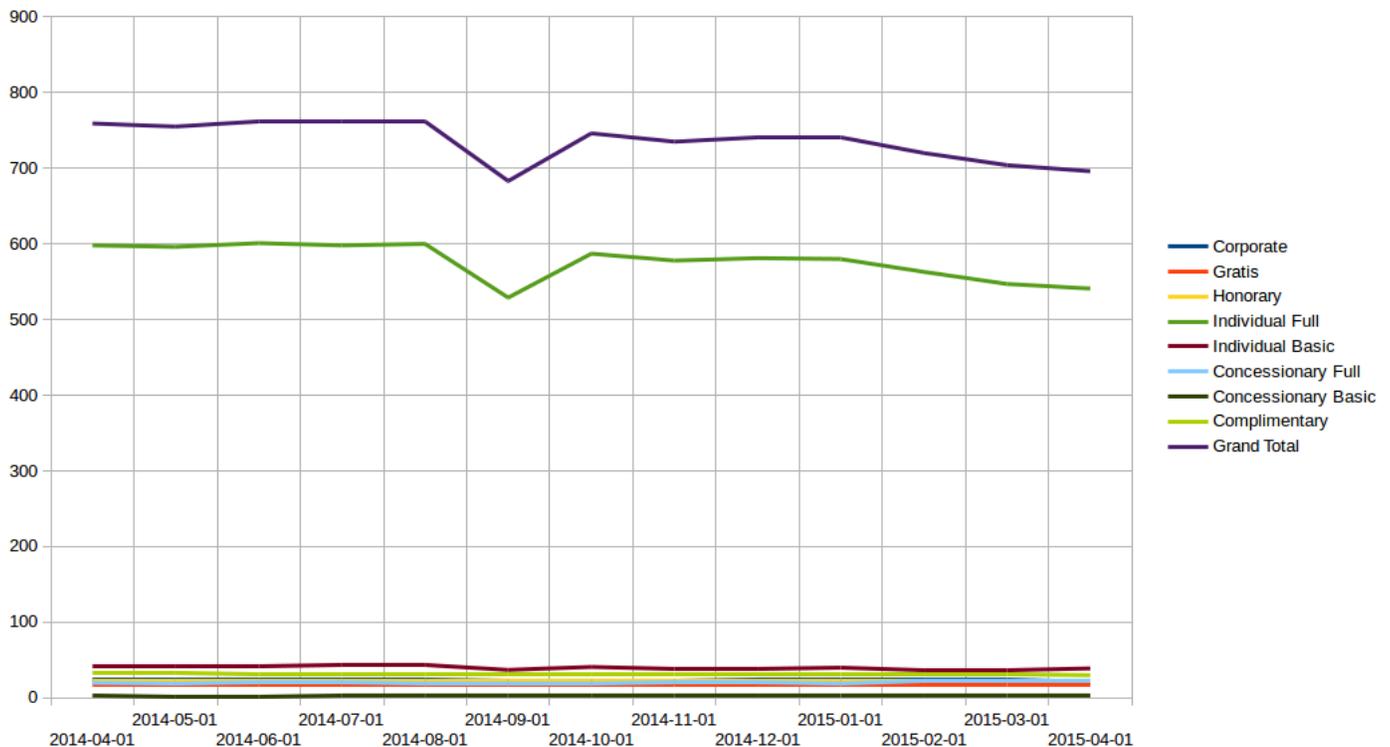
The numbers are (as of 2015-04-15):

Category	Members	Difference from 2014 AGM report
Individual (Full 546, Basic 40)	586	-63
Concession (Full 22, Basic 3)	25	+2
Corporate Members	22	-5
Honorary	23	0
Gratis	17	0
Total	673	-66
Complimentary Journals	30	-3

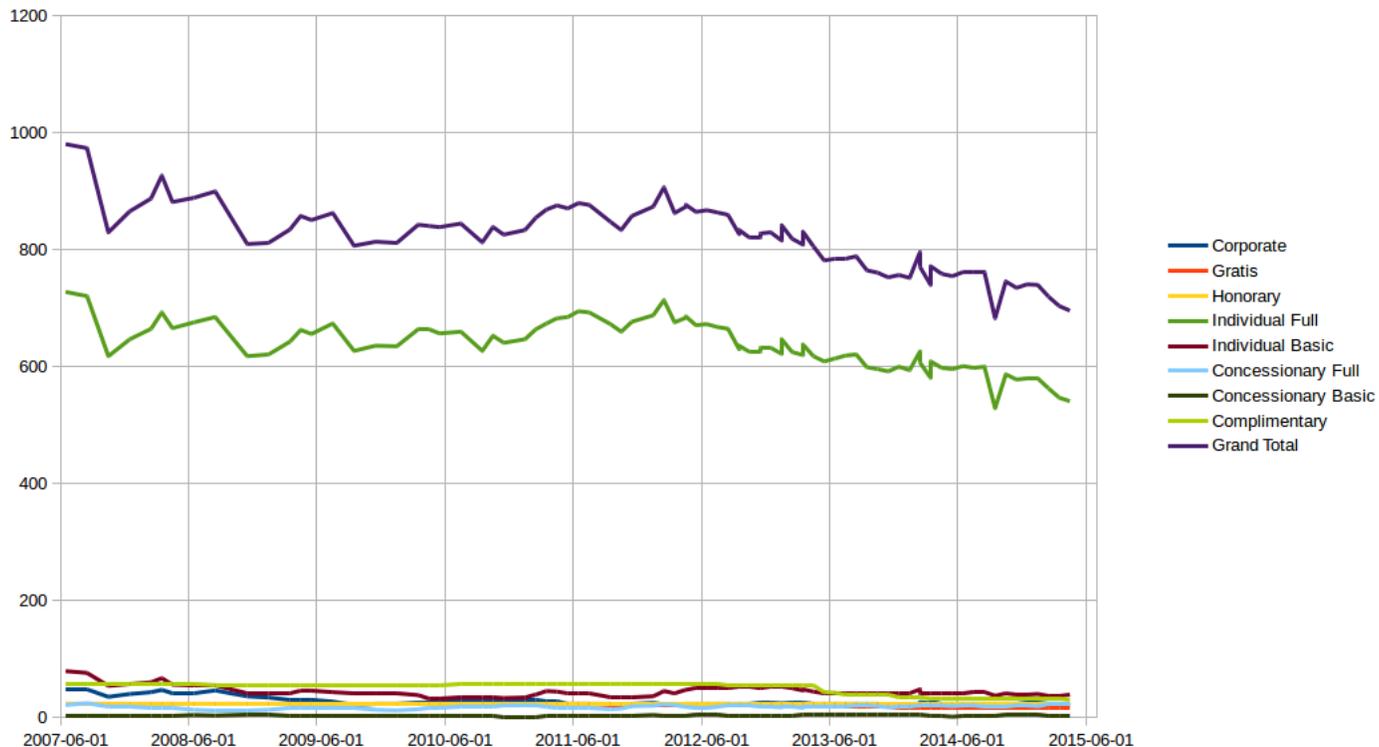
One area we intend to focus on, to boost membership, is local groups. We have 4 active groups (Bristol & Bath, Oxford, London and Silicon Valley), and are very grateful for the efforts of their organisers and supporters. We would like more groups, with a better geographic spread, and would encourage anyone who is interested in starting a group, or would like one started near them, to come forward. To help the groups find speakers (often perceived as a major obstacle) we are building up a database to help current and new groups find speakers. We have also started to supply groups with CVu and Overload back issues to hand out freely, to entice prospective members.

Matthew Jones

ACCU Membership Stats 2014/5



ACCU Membership Stats



ACCU
INCOME AND EXPENDITURE ACCOUNTS
31 DECEMBER 2014

Draft Accounts

LOWSON WARD
Chartered Accountants
292 Wake Green Road
Moseley
Birmingham B13 9QP

ACCU

INCOME AND EXPENDITURE ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

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ACCU

THE REPORT OF THE MANAGEMENT COMMITTEE

YEAR ENDED 31 DECEMBER 2014

The Management Committee has pleasure in presenting its report and the unaudited Income and expenditure accounts of the club for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of the club during the year was the promotion of professionalism in programming.

Signed by

Mr A Lenton
Chairman

Approved by the Management Committee on

ACCU**CHARTERED ACCOUNTANTS' REPORT TO THE MANAGEMENT
COMMITTEE ON THE UNAUDITED ACCOUNTS OF ACCU****YEAR ENDED 31 DECEMBER 2014**

In accordance with our terms of engagement, and in order to assist you to fulfil your duties under the Industrial and Provident Societies Act 1965 and the Friendly and Industrial and Provident Societies Act 1968, we have compiled the Income and expenditure accounts of the club which comprise the Income and Expenditure Account, Balance Sheet and the related notes from the accounting records and information and explanations you have given to us.

This report is made to the Club's Management Committee, as a body, in accordance with the terms of our engagement. Our work has been undertaken so that we might compile the Income and expenditure accounts that we have been engaged to compile, report to the Club's Management Committee that we have done so, and state those matters that we have agreed to state to him in this report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Club and the Club's Management Committee, as a body, for our work or for this report.

We have carried out this engagement in accordance with technical guidance issued by the Institute of Chartered Accountants in England and Wales and have complied with the ethical guidance laid down by the Institute relating to members undertaking the compilation of Income and expenditure accounts.

You have acknowledged on the balance sheet as at 31 December 2014 your duty to ensure that the club has kept proper accounting records and to prepare Income and expenditure accounts that give a true and fair view under the Industrial and Provident Societies Act 1965 and the Friendly and Industrial and Provident Societies Act 1968. You consider that the club is exempt from the statutory requirement for an audit for the year.

We have not been instructed to carry out an audit of the Income and expenditure accounts. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the Income and expenditure accounts.

**These accounts have NOT yet been signed by the accountant.
The name and address of the accountant
has therefore been suppressed.**

DRAFT ACCOUNTS

ACCU
INCOME AND EXPENDITURE ACCOUNT
YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
REVENUE		39,201	38,980
Cost of sales		<u>31,210</u>	<u>35,426</u>
GROSS SURPLUS		7,991	3,554
Administrative expenses		<u>1,758</u>	<u>1,302</u>
OPERATING SURPLUS	2	6,233	2,252
Interest receivable		6	6
SURPLUS ON ORDINARY ACTIVITIES BEFORE TAXATION		6,239	2,258
SURPLUS ON ORDINARY ACTIVITIES AFTER TAXATION		6,239	2,258
SURPLUS FOR THE FINANCIAL YEAR		<u>6,239</u>	<u>2,258</u>

ACCU**BALANCE SHEET****31 DECEMBER 2014**

	Note	2014 £	2013 £
FIXED ASSETS			
Tangible assets	3	701	935
CURRENT ASSETS			
Debtors	4	–	150
Cash at bank		40,559	35,666
		<u>40,559</u>	<u>35,816</u>
CREDITORS: Amounts falling due within one year	5	<u>799</u>	<u>2,529</u>
NET CURRENT ASSETS		<u>39,760</u>	<u>33,287</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>40,461</u>	<u>34,222</u>
CAPITAL AND RESERVES			
Other reserves	6	1,276	2,579
Income and expenditure account	6	39,185	31,643
MEMBERS' FUNDS	6	<u>40,461</u>	<u>34,222</u>

The member of the Management Committee acknowledges his responsibilities for:

- (i) ensuring that the club keeps proper accounting records which comply with sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968 (the Act),
- (ii) establishing and maintaining a satisfactory system of its books of accounts, its cash holdings and all its receipts and remittances in order to comply with sections 1 and 2 of the Act, and
- (iii) preparing Income and expenditure accounts which give a true and fair view of the state of affairs of the club as at the end of the financial year and of its surplus for the financial year in accordance with the requirements of section 3, and which otherwise comply with the requirements of the Act relating to Income and expenditure accounts, so far as applicable to the club.

These accounts have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

These Income and expenditure accounts were approved by the Management Committee and authorised for issue on the .

Mr A Lenton
Member

Club Registration Number: 1101651455

ACCU**NOTES TO THE INCOME AND EXPENDITURE ACCOUNTS****YEAR ENDED 31 DECEMBER 2014**

1. ACCOUNTING POLICIES**Basis of accounting**

The Income and expenditure accounts have been prepared under the historical cost convention, modified to include the revaluation of financial instruments, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Cash flow statement

The Management Committee has taken advantage of the exemption in Financial Reporting Standard for Smaller Entities (effective April 2008) from including a Cash flow statement in the Income and expenditure accounts on the grounds that the club is small.

Turnover

The revenue shown in the income and expenditure accounts represents income derived primarily from membership subscriptions.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Website - 40% p.a. reducing balance

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

2. OPERATING SURPLUS

Operating surplus is stated after charging:

	2014	2013
	£	£
Member's remuneration	—	—
Depreciation of owned fixed assets	<u>234</u>	<u>312</u>

ACCU

NOTES TO THE INCOME AND EXPENDITURE ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

3. TANGIBLE FIXED ASSETS

	Website £
COST	
At 1 January 2014 and 31 December 2014	<u>9,871</u>
DEPRECIATION	
At 1 January 2014	8,936
Charge for the year	234
At 31 December 2014	<u>9,170</u>
NET BOOK VALUE	
At 31 December 2014	<u>701</u>
At 31 December 2013	<u>935</u>

4. DEBTORS

	2014 £	2013 £
Trade debtors	—	<u>150</u>

5. CREDITORS: Amounts falling due within one year

	2014 £	2013 £
Accruals and deferred income	<u>799</u>	<u>2,529</u>

6. RECONCILIATION OF MEMBERS' FUNDS AND MOVEMENT ON RESERVES

	ISDF fund £	Discretionary membership fund £	Income and expenditure account £	Total members' funds £
Balance brought forward	520	2,059	31,643	34,222
Surplus for the year	—	—	6,239	6,239
Other movements				
Other movements	—	—	1,303	1,303
- transfer to other reserves	756	(2,059)	—	(1,303)
Balance carried forward	<u>1,276</u>	<u>—</u>	<u>39,185</u>	<u>40,461</u>

Donations of £756 were made by members to the ISDF fund during the year.

The Discretionary Membership Fund has been discontinued and the balance at the start of the year was transferred to the Income and Expenditure account.

ACCU
MANAGEMENT INFORMATION
YEAR ENDED 31 DECEMBER 2014

The following pages do not form part of the statutory Income and expenditure accounts which are the subject of the accountants' report on page 2.

ACCU**DETAILED INCOME AND EXPENDITURE ACCOUNT****YEAR ENDED 31 DECEMBER 2014**

	Note	2014 £	2013 £
REVENUE			
Membership subscriptions		31,010	31,188
Advertising income		2,433	2,150
Sales		5,758	5,642
		39,201	38,980
COST OF SALES			
Purchases		91	104
Printing and postage		22,719	24,922
Production		8,400	8,400
Conference donation		—	2,000
		31,210	35,426
GROSS SURPLUS			
		7,991	3,554
OVERHEADS			
Office administrative expenses		781	307
Legal and professional fees		35	35
Accountancy fees		708	648
Depreciation		234	312
		1,758	1,302
OPERATING SURPLUS			
		6,233	2,252
Bank interest receivable		6	6
SURPLUS ON ORDINARY ACTIVITIES			
		6,239	2,258

8. Other motions for which notice has been given:

1. Proposed changes to the ACCU constitution if nobody stands as an officer

Proposed by Malcolm Noyes.

Seconded by Seb Rose.

It is proposed to change the constitution to allow members present at a General Meeting to elect officers from the floor subject to prior approval from members by electronic vote.

This is the proposed change (notes on why it is necessary are below). You can view the constitution at <http://www.accu.org/index.php/constitution>.

The existing clause 5.3.4:

5.3.4

If no candidate for an officer position is nominated according to the procedure in 5.3.3, nominations for a caretaker to fill the vacancy can be taken from the floor. The duty of a committee with at least one caretaker officer will be to organise a new election for that role. In the meantime, that committee will be limited to ordinary administration of the organisation.

Proposed changes:

5.3.4

If no candidate for an Officer position is nominated according to the procedure in 5.3.3, the committee can accept a proposal up to the draft agenda deadline (to be voted on in accordance with the proposal rules above) that members should, for that year only, elect that Officer at the General Meeting by taking votes from the floor.

5.3.5

If no candidate for an Officer position is nominated according to the procedures in 5.3.3 or 5.3.4, nominations for a Caretaker Officer to fill the vacancy can be taken from the floor. The duty of a committee with at least one Caretaker Officer or an unfilled Officer position will be to organise a new election for that role. In the meantime, that committee will be limited to ordinary administration of the organisation.

The existing clauses 5.3.5 and 5.3.6 are renumbered 5.3.6 and 5.3.7 respectively.

Background:

Last year, we ended up with no chair and no secretary after the AGM and had difficulties electing members to these posts because of some unhelpful wording in the constitution.

The problem is that members need to be nominated to stand well in advance of the AGM to allow electronic voting to take place.

Prior to the introduction of electronic voting, the members at the General Meeting would elect members to officer positions from the floor. If no candidates had put themselves forward, this allowed the committee to discuss the situation at the conference prior to the General Meeting and members with suitable skills could be 'encouraged' to stand.

I think that electronic voting is a good thing for the democracy of the organisation, but if there are no candidates put forward then the current constitution prevents the appointment of that officer without another election.

So how do we fix this? The obvious (but in my view, flawed) answer is to allow election of officers from the floor at the General Meeting once again. My concern is that this would lead to the majority of officers being elected in this way and that would devalue the contribution of those members who are unable to attend the General Meeting (which presumably was the purpose of bringing in electronic voting in the first place!).

On the other hand, I'm sure that in most circumstances, members would prefer to have a full committee elected at the General Meeting and not have to wait for another electronic vote (which we pay for) and an SGM (which I can confirm is a pain!), as we did last year; I

hope that those attending the AGM can usually be trusted to vote for the right person, especially if there is only one candidate, as there often is!

My proposed solution is to allow the General Meeting to elect officers from the floor, but *only* if the members have previously agreed (by using the existing electronic voting) that they can do that; the variation to the constitution would stand for that year only, and only for that officer. As several members of the committee noted, this does make the process slightly more cumbersome, but remember that this is *only* required if nobody stands!

So the procedure would be like this; at the proposal deadline, we realise that there are no candidates for an officer. Someone (probably an existing committee member) can submit a proposal (in the next 18 days, i.e. after the proposal deadline but before the agenda deadline) that the General Meeting can elect the officer from the floor. Members vote on this proposal in the usual way; if they agree, then the committee can persuade someone to stand and the General Meeting can elect them. On the other hand if there is some contentious issue and the members don't think the General Meeting should elect from the floor, then the existing rules stand and there will either need to be another election (with or without a caretaker being appointed).

2. Proposed changes to the ACCU constitution to allow the committee to co-opt an Officer

Proposed by Alan Griffiths.

Seconded by Jamal Natour.

Background:

As the constitution currently stands it is possible for the committee to co-opt to vacant posts on the committee without reference to the membership. This applies both to "Officers" and "Non-executive Committee Members" (the two types of committee member described in 5.2).

Following the AGM last year there were a number of posts vacant including two of the Officers. The current committee chose not exercise the option to co-opt Officers feeling that the holder of these posts deserve a mandate from the membership. Instead they chose to operate with no-one formally filling the roles of Secretary and Chair.

This raises the following concerns:

1. If we agree that these posts require a mandate there is no guarantee that a future committee will not co-opt officers without an election.
2. While there was no-one formally fulfilling the Secretary and Chair roles there was a lack of transparency about how the work was actually being done.

As the current committee clearly took its inspiration for how it handled the situation from the latter parts of 5.3.4 we feel it would be better to formalise this handling of the constitution and address these concerns.

Proposed changes:

Current:

5.3.4

If no candidate for an officer position is nominated according to the procedure in 5.3.3, nominations for a caretaker to fill the vacancy can be taken from the floor. The duty of a committee with at least one caretaker officer will be to organise a new election for that role. In the meantime, that committee will be limited to ordinary administration of the organisation.

...

5.4.1

Should any member of the Committee resign or cease to act during the life of the Committee, or a vacancy otherwise arise, the Committee shall have the power to co-opt a member of the Association to fill the vacancy.

Proposed:

5.3.4.1

If no candidate for an Officer position is nominated according to the procedure in 5.3.3, nominations for a Caretaker Officer to fill the vacancy can be taken from the floor.

5.3.4.2

Should any Officer resign or cease to act during the life of the Committee, or a vacancy otherwise arise, the Committee shall have the power to co-opt a member of the Association as a Caretaker Officer to fill the vacancy.

5.3.4.3 The duty of a committee with at least one Caretaker Officer will be to organise a new election for that role. In the meantime, that committee will be limited to ordinary administration of the organisation.

...

5.4.1

Should any Non-executive Committee Member resign or cease to act during the life of the Committee, or a vacancy otherwise arise, the Committee shall have the power to co-opt a member of the Association to fill the vacancy.

Drafting note in respect of the above 2 proposals:

As suggested by Alan Griffiths:

"The intentions and textual changes of these proposals are independent so I feel that combining them should both be approved can be considered "purely editorial"

Should both proposals be accepted, the combined wording would be:

5.3.4.1

If no candidate for an Officer position is nominated according to the procedure in 5.3.3, the committee can accept a proposal up to the draft agenda deadline (to be voted on in accordance with the proposal rules above) that members should, for that year only, elect that Officer at the General Meeting by taking votes from the floor.

5.3.4.2

If no candidate for an Officer position is nominated according to the procedures in 5.3.3 or 5.3.4.1, nominations for a Caretaker Officer to fill the vacancy can be taken from the floor.

5.3.4.3

Should any Officer resign or cease to act during the life of the Committee, or a vacancy otherwise arise, the Committee shall have the power to co-opt a member of the Association as a Caretaker Officer to fill the vacancy.

5.3.4.4 The duty of a committee with at least one Caretaker Officer will be to organise a new election for that role. In the meantime, that committee will be limited to ordinary administration of the organisation.

...

5.4.1

Should any Non-executive Committee Member resign or cease to act during the life of the Committee, or a vacancy otherwise arise, the Committee shall have the power to co-opt a member of the Association to fill the vacancy.
