

## **HOW CAN ABF MEMBERS DECIDE IF THEY DON'T HAVE THE INFORMATION? HOW CAN MEMBERS VOTE IF THEY ARE TIMED OUT?**

Entirely in keeping with their blocking behaviour throughout, the "ABF" is waiting until the last minute to issue our Message to members, despite having been in receipt of it since last Friday. This snail's pace seems to have been caused by the drafting of a lengthy cover letter (nearly twice the length of the Message itself) from "the ABF" to accompany it, which is in addition to their notice of the EGM over 3 weeks ago.

Despite being members, we have not yet received either communication from them. Even if members were to receive our Message later today or tomorrow, they would have to move at the speed of light to register a proxy - particularly given Friday's postal strike. Shouldn't logic and good judgment prevail and the EGM on Friday be cancelled so that these matters can be properly concluded at the AGM in November?

### **Response to ABF statement of 27 September 2022 seen on [www.westendtheatre.com](http://www.westendtheatre.com)**

*"You are entitled to your opinion. But you are not entitled to your own facts."*

Let's be clear, despite what is suggested by the ABF statement, this dispute is not about modernisation or longevity of tenure - it is about transparency, good governance and our moral and fiduciary duties to our members/beneficiaries.

There is far too much in their 1600 word statement which is misrepresentative and factually incorrect to rebut here, but we are happy to have that discussion with the "Excluding" Trustees and any member who wishes us to.

In summary, we would stress the following points:

- We have received clear, independent, expert legal advice, both before and after February 2022, that confirms that we remain trustees of the ABF. That advice comes from an eminent barrister and solicitors from five highly ranked law firms. Still we cannot get a fair hearing.
- As trustees we have a fiduciary duty not to allow our beloved charity to be hijacked covertly and without proper process. For the avoidance of doubt, we remain deeply concerned that we have been denied access to the charity's long postponed and much asked for 2021 audit despite this relating to the period under our watch.
- We wholeheartedly support the modernisation of the Actors' Benevolent Fund; indeed, one of the "Excluded" Trustees presented a 10-point-plan to the full Council in January 2022, which included proposals for a corporate governance review, updating of the Articles of Association (to be voted on by members at the AGM) and a review of the strategy to ensure we had the right people, processes and strategy to support as many beneficiaries as possible, present and future.
- We are not trying to perpetuate our tenures and agree that it is time for some of us longstanding and committed Trustees to make way for a new generation. However, this transition needs to come about in a proper, transparent and lawful way. We would note that far from resisting change, the afore mentioned 10-point plan proposed setting up a succession working group to look at finding a replacement President of note - to follow in the footsteps of Irving, Wyndham, du Maurier, Cochran, Gielgud, Olivier and Keith - as well as general Trustee succession planning, including to address cultural issues and appropriate

skills in the best interests of the Charity.

- We have sought mediation with the “Excluding” Trustees since the very start of this dispute some 7 months ago. Our goal has always been to find a resolution as quickly as possible so the charity can concentrate on its primary focus, supporting the most vulnerable in our profession. Finally, on Monday this week, following further intervention from the Charity Commission and reports in the national press, at last the “Excluding” Trustees have now confirmed their willingness to actually mediate. However, they do so with insufficient time to mediate before the “EGM” - more tactical brinksmanship. This dispute could and should have been resolved by now but instead they have sought to circumvent it by stealth via the “EGM” and Article 28.

No one wants this dispute to continue - it is a distraction from the valuable work of the charity and a waste of valuable time and resource. Given that the Annual General Meeting is scheduled for 24 November 2022, logic and good judgment would suggest they cancel this sham EGM so that the issues can be discussed at the AGM which would also allow other members to put themselves forward for election to the Council, rather than having the “Excluding” Trustees covertly gain control of the charity and its finances for the next 18 months.

If the “Excluding” Trustees truly believed in the legitimacy of their position, we question why they would take umbrage at such a suggestion? Instead, they have rejected this solution through their lawyers, so it remains critical that members vote **AGAINST** the proposed resolution at Friday’s EGM.

**Vote AGAINST!** *Please attend in person or appoint a proxy to attend and vote on your behalf by filling out the proxy form within the EGM notice. Please do so quickly, the proxy form contains detailed instructions. If you don’t know who to appoint, please appoint Dame Penelope Keith, C/O CMS, Cannon Place, 78 Cannon St, London EC4N 6AF and then post the form to FREEPOST POPULARIS .*