

Proposed Changes to Articles of Association

The Articles of Association are BBOWT's governing documents. They are the backbone of our organisation's administrative records and include resolutions and agreements about how we are formed and run.

One of the expectations of any charity like BBOWT is to occasionally review the Articles of Association to make sure our governance and charity administration is in line with best practice. Our Articles of Association were most recently reviewed in 2017.

This year, a sub-committee of Trustees have reviewed the BBOWT Articles of Association and made recommendations for a few minor changes in line with guidance from the Charity Commission and Charity Governance Code.

As a membership organisation, any proposed changes must be approved by you, our members, via a vote at the AGM. Below we explain the three changes we are proposing: (1) Trustee terms of office, (2) Trustee incapacity, and (3) the role of Honorary Secretary.

Terms of office

There is currently no set term of office for Trustees in the Articles of Association. The Charity Governance Code recommends term limits to ensure that the Board of Trustees remain skilled, experience, and able to adapt to changing requirements. It also advises that a Trustee is to serve more than nine years, this should be subject to rigorous review and explained in the Annual Report.

After review, the Board of Trustees recommend that the Articles of Association be updated to include a maximum term limit of 2 x 4-year terms for a BBOWT Trustee. This would have the benefit of Trustees having time to fully understand the breadth of activity undertaken at BBOWT, utilise their skills and knowledge of BBOWT to govern effectively, and remain within the recommended term limits for Trustees.

Existing BBOWT Article:

11.7 A Trustee's term of office automatically terminates when he or she has held office for three years...

Proposed BBOWT Article:

11.7 A Trustee's term of office automatically terminates when he or she has held office for ~~three~~ four years (to a maximum of two four-year terms)...

Members are asked to approve this change via their AGM vote.

Trustee Removal for Incapacity

The Charity Commission model Articles of Association sets out specific conditions under which a Trustee can be removed for incapacity. It helps clarify who judges whether a trustee is so incapable that they cannot fulfil their role, and how that judgement is made.

The current BBOWT Articles of Association do not specify who or how a judgement of incapacity is made, and after review the Board of Trustees recommend a change to the current Articles of Association to bring it in line with the Charity Commission model articles.

Existing BBOWT Article:

Article 11.7 sets out the circumstances in which a trustee's term of office terminates.

Article 11.7(2) states that a trustee's term of office automatically terminates if he or she:

"is incapable, whether mentally or physically, of managing his or her own affairs;"

Proposed BBOWT Article:

The proposed wording below brings BBOWT into line with recommendations from the Charity Commission:

"11.7 A Trustee's term of office automatically terminates if he or she:

... ..

- (2) ~~is incapable, whether mentally or physically, of managing his or her own affairs~~ in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as Trustee and may remain so for more than three months."*

Members are asked to approve this change via their AGM vote.

Honorary Secretary

The existing governance roles at BBOWT are Chair, Vice Chair, Honorary Treasurer and Honorary Secretary. The role of Honorary Secretary is not currently filled and the most recent incumbent had the view that the role was not necessary.

The role of Honorary Secretary is essentially responsible for matters of governance. Since last reviewed, BBOWT has evolved to create two roles which deal with governance processes, policies and administration. The first is a member of staff, the Business and Governance Officer. The second is a sub-committee of Trustees, the Governance & Nominations Committee. The sub-committee now looks after the main

role of the Honorary Secretary, which is manage the process of trustee recruitment, election and appointments.

As such, the Board recommend that the existing position of Honorary Secretary is removed from the Articles of Association.

Existing BBOWT Article:

11.2 *The Trustees when complete shall consist of:*

- (1) the Honorary Secretary who shall be appointed in accordance with Article 11.4(1);*
- (2) the Honorary Treasurer (who shall be appointed in accordance with Article 11.4(1) and;*
- (3) no fewer than six nor more than thirteen other individuals, i.e. no more than 15 Trustees in total, all of whom must be individual members of the Charity.*

11.3 (1) *Nominations for the election or re-election of trustees by the AGM shall be received by the Honorary Secretary on or before 4 weeks after the publication of the Charity's audited accounts or 6 weeks before the AGM, whichever is earlier, executed by two members qualified to vote at the AGM...*

Proposed BBOWT Article:

11.2 *The Trustees when complete shall consist of:*

- ~~*(1) the Honorary Secretary who shall be appointed in accordance with Article 11.4(1);*~~
- ~~*(2)*~~ *(1) the Honorary Treasurer (who shall be appointed in accordance with Article 11.4(1) and;*
- ~~*(3)*~~ *(2) no fewer than six nor more than ~~thirteen~~ fourteen other individuals, i.e. no more than 15 Trustees in total, all of whom must be individual members of the Charity.*

11.3 (1) *Nominations for the election or re-election of trustees by the AGM shall be received by the ~~Honorary Secretary~~ Governance & Nominations Committee on or before 4 weeks after the publication of the Charity's audited accounts or 6 weeks before the AGM, whichever is earlier, executed by two members qualified to vote at the AGM...*

The Honorary Secretary is mentioned in articles 11.4(1) and 11.4(2), and the proposed changes will remove the title from those articles:

Existing BBOWT Article:

11.4 (1) *At the first meeting after the AGM, the Trustees shall appoint from among their number a Chair of the Charity, a Vice-Chair of the Charity, and (if there is a vacancy or vacancies) an Honorary Secretary and an Honorary Treasurer... The appointment of the Honorary Secretary and the Honorary Treasurer shall be for the year or for such longer period as the Trustees shall decide but limited to the current period for which that person holds office as a Trustee in accordance with Article 11.7...*

(2) If at any time during his or her appointment any Honorary Officer ceases for any reason to act in the capacity to which he or she has been appointed pursuant to Article 11.4(1), the Trustees shall at their next meeting appoint a replacement from among their number and that person shall serve in that capacity for the remainder of the year in the case of the Chair or the Vice-Chair and for the remainder of the year or such longer period as the Trustees shall decide in the case of the Honorary Treasurer and the Honorary Secretary (but in the latter case limited to the current period for which that person holds office as Trustee in accordance with Article 11.7).

Proposed BBOWT Article:

11.4 (1) At the first meeting after the AGM, the Trustees shall appoint from among their number a Chair of the Charity, a Vice-Chair of the Charity, and (if there is a vacancy or vacancies) an Honorary Secretary and an Honorary Treasurer... The appointment of ~~the Honorary Secretary and the Honorary Treasurer~~ shall be for the year or for such longer period as the Trustees shall decide but limited to the current period for which that person holds office as a Trustee in accordance with Article 11.7...

(2) If at any time during his or her appointment any Honorary Officer ceases for any reason to act in the capacity to which he or she has been appointed pursuant to Article 11.4(1), the Trustees shall at their next meeting appoint a replacement from among their number and that person shall serve in that capacity for the remainder of the year in the case of the Chair or the Vice-Chair and for the remainder of the year or such longer period as the Trustees shall decide in the case of the Honorary Treasurer ~~and the Honorary Secretary~~ (but in the latter case limited to the current period for which that person holds office as Trustee in accordance with Article 11.7).

Members are asked to approve this change via their AGM vote.