

PROPOSED REVISION TO THE BDA ARTICLES OF ASSOCIATION

The British Deaf Association Trustees are seeking members' approval to update the Articles of Association which had become outdated. A consultation meeting was held on 12th March 2022 at which members were asked to share their opinion about the proposed changes.

The proposed changes were well received as a significant improvement over the Articles currently in force.

Opinions were divided over a small number of proposed changes. Members are asked to state their preference on four principles which are important to members. Following the vote on these principles, members will be asked by special resolution to adopt the revised Articles incorporating the results of these votes cast.

Decision 1

The Trustees consider that the Board will be more effective if it is able to appoint more Trustees with particular skills and experience alongside those elected by members. Members are being asked to approve the maximum number of Trustee posts to be reserved to those appointed and those elected.

The Trustees prefer a balance in which 5 are appointed and 4 are elected. As proposed, Article 7(c) reflects this balance, and members are encouraged to support their choice by supporting amendment 1.

Amendment 1: ***I agree that the composition of the Board of Trustees should have a maximum of 5 appointed and 4 elected members:***

YES

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NO

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If amendment 1 is approved no additional change is required to the proposed revision to the Articles to be considered in the Special Resolution

If amendment 1 is rejected, then amendment 2 will be put before the members for consideration.

Amendment 2: ***I agree that the composition of the Board of Trustees should have a maximum of 4 appointed and 5 elected members:***

YES

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NO

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If amendment 2 is approved, before the Special Resolution is put to the vote of members, Article 7(c)i will be amended to read:

a maximum of 4 Trustees are to be selected for appointment.....

and Article 7(c)ii will be amended to read:

a maximum of 5 Trustees are to be elected.....

If amendment 2 is rejected, then amendment 3 will be put before the members for consideration.

Amendment 3: ***I agree that the composition of the Board of Trustees should have a maximum of 3 appointed and 6 elected members:***

YES

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NO

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If amendment 3 is approved, before the Special Resolution is put to the vote of members, Article 7(c)i will be amended to read:

a maximum of 3 Trustees are to be selected for appointment.....

and Article 7(c)ii will be amended to read:

a maximum of 6 Trustees are to be elected.....

If amendment 3 is rejected, before the Special Resolution is put to the vote of members, Article 7(c)i will be amended to read:

a maximum of 3 Trustees are to be selected for appointment.....

and Article 7(c)ii will be amended to read:

a maximum of 8 Trustees are to be elected.....

Decision 2

The Trustees believe that BDA would benefit further from the flexibility of allowing a non-Deaf person to become a Trustee in the future, but only as a co-opted trustee. This proposal does not signify any current intention of co-opting a trustee, but makes the provision for a non-Deaf person to be co-opted at some future time, should the need arise.

As proposed, Article 7(c) (iii) (c) would allow a non-Deaf person to be co-opted and Article 7(c) (iii) (d) ensures that no more than two non-Deaf trustees can serve at any one time.

Articles 5(c) and 7(c) (iv) provide additional powers to ensure that no decision can be taken by the Board unless the number of Deaf trustees voting on that matter exceed the number of non-Deaf voting.

Resolution 1: *I agree that non-Deaf members may be co-opted as Trustees,* YES ☐

provided that

- no more than two Trustees are non-Deaf
- decisions can only be taken when the majority of Trustees eligible to vote are Deaf

NO ☐

If resolution 1 is approved, no additional change is required to the proposed revision to the Articles to be considered in the Special Resolution

If resolution 1 is rejected, articles 7(c)(iii)(c) , 7(c)(iii)(d) and 7(c)(iv) will be removed from the revised Articles before being considered in the Special Resolution

Decision 3

Managing the Board of Trustees of any charity requires particular skills in order to maximise the achievements. The Trustees recommend that they should have the authority to appoint a Chair who is not only a strong champion for the BDA, but also has proven experience as an effective Chair. Anyone considered for selection as Chair must be Deaf and a BDA member..

Resolution 2: *I agree that the Chair of BDA should be selected and appointed by the Board of Trustees* YES ☐

provided that:

- the Chair is a member of BDA
- the chair is Deaf

NO ☐

If resolution 2 is approved, no additional change is required to the proposed revision to the Articles to be considered in the Special Resolution

If resolution 2 is rejected, articles 9(c)(i) will be amended to say:

The chair will be elected by the members consistent with the procedures in article 21(b)

Decision 4

The Trustees recommend that the quorum for General Meetings be reduced from 40 to 20 members.

Resolution 3: *I agree that the quorum for general Meetings shall be reduced from 40 to 20 members*

YES

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NO

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If resolution 3 is approved, no additional change is required to the proposed revision to the Articles to be considered in the Special Resolution

If resolution 3 is rejected, articles 16(b) will be amended to say:

The quorum for a General Meeting shall be 40 Members

Special resolution to adopt the changes to the Articles of Association

The current Articles of Association of the British Deaf Association are currently not fit-for purpose and limit the effectiveness of the Association.

The Trustees strongly recommend that the Article of Association be updated to provide the Board of Trustees with the flexibility and accountability which is more consistent with current best practice. A consultation meeting was held on 12th March at which members were able to express their views about the proposed changes. The views expressed at that meeting have been taken into account in the proposal placed before members.

Company law dictates that changes to the Articles of Association can only be made by Special Resolution placed before a General Meeting. Special resolutions require a majority of 75% of those voting in order to be approved.

**SPECIAL
RESOLUTION**

I agree,

YES

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subject to the incorporation of the results of the and resolutions 1-3 and the amendment approved at the General Meeting held on 30th April 2022

that the proposed revisions to the Articles of Association, be adopted with immediate effect

NO

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