

PROPOSED REVISION TO THE BDA ARTICLES OF ASSOCIATION

This document is prepared to explain and justify the proposed changes to the BDA's Articles of Association.

Background – what are the Articles of Association

When a company or charity is formally created, its purpose and objectives are defined by a Memorandum of Understanding (MOU) between the parties involved in its creation.

The Articles of Association specify the legal basis on which it is operated:

- granting authority to the directors so that they have sufficient freedom to achieve the purpose and objectives defined in the MOU;
- reserving certain powers to the wider community of stakeholders who hold an interest in the company;
- defining how the directors are accountable to the wider community for the manner in which they have exercised their freedom in keeping with the defined purpose.

For BDA, the members form the wider community.

It is good practice to review the Articles of Association on a regular basis to ensure that they:

- grant sufficient freedom to the directors to manage the organisation efficiently and effectively;
- ensure that the original purpose and objectives remain valid, or are adapted in response to changes in the external environment, so that the original intention is maintained;
- protect the interests of the wider community to ensure that the directors stay true to the purpose and objectives;
- provide the relevant freedoms to protect the organisation against behaviours by members or directors, individually or in groups, that pose a risk to the reputation and/or aims.

BDA's Articles of Association

The current Articles (adopted 2018) lack clear structure, making them difficult to follow. More importantly, the directors lack some of the powers they need to manage the organisation efficiently and effectively, and to protect the Association.

A substantially revised version of BDA's Articles has been prepared to address the deficiencies in both clarity and content. This document was shared with members and discussed at a constructive consultation meeting held on 12th March 2022. Members were generally pleased by the improvements made, but highlighted a few areas where opinion was divided on matters of principle, or where further clarity was requested.

At the consultation meeting, members requested more clarity and transparency about two key areas:

- potential conflicts of interest,
- control of payments for services being made to trustees

Three new articles [7e(iii), 10a(ii) and 12a(ii)] provide additional detail about potential conflict of interest which might arise if trustees hold office in other related organisations. Together, these address previous limitations on appointment, grant clearer powers to remove, and set clearer expectations about the need to declare possible conflicts.

Most of the discussion about payment to trustees did not challenge the value of allowing payments under specific circumstances, but sought more transparency and control. Article 11(b) has been significantly strengthened with additional detail stipulating how independence is maintained, and requiring clearer reporting justifying the case to members.

Four key areas of principle arose in the discussions at the consultation meeting. Opinions were divided about these key areas and members are asked to vote individually on each of them.

Voting

The four areas are:

- the balance of appointed and elected trustees;
- the principle of allowing non-Deaf trustees;
- the proposed reduction in quorum at General Meetings;
- the method of identifying and appointing the Chair.

The result of each vote will be incorporated into the revised Articles. The ballot paper explicitly sets out the action arising from each vote.

Once members preference in each of these four key areas has been determined, a special resolution will be placed before the AGM. Company law requires that amendments to the constitution of this nature can only be determined by a special resolution which requires a 75% majority of those voting.

The special resolution seeks members' permission to adopt the proposed revisions to the Articles, once the results of the four member votes have been addressed. The trustees believe that these changes are essential to the smooth and effective operation of BDA, and warmly encourage you to support the resolution.

Declaration

I confirm that I have no personal or business interest by which I could benefit from any of the proposed changes to the BDA Articles of Association



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11th April 2022