

Proposed Amendments to the Constitution:

BBS UK AGM 21st November 2026

The Board of Trustees has reviewed a number of provisions within the BBS UK Constitution and is proposing three amendments for consideration by members at the 2026 Annual General Meeting.

Each amendment will be considered and voted upon separately. Approval requires at least 75% of the votes cast in favour.

Any amendments approved will take effect immediately, in accordance with the Charities Act 2022. The Constitution will then be updated, and the amendments submitted to the Charity Commission within 15 days.

Resolution 1: Online Annual General Meetings

At the 2024 AGM, members supported an amendment to Clause 11 to make it explicit that a BBS UK AGM may be held electronically. The Charity Commission confirmed at the time that our constitution allowed online meetings, but advised it would be good practice to make it explicit. A later review identified that the amended constitution was not submitted to the Charity Commission and that the minutes did not record the numerical vote needed to evidence the required constitutional majority.

To ensure a clear and complete governance record, the Board of Trustees is therefore re-presenting the amendment to members for approval at the 2026 AGM.

Amendment to Clause 11

The following clause shall be added to the constitution:

11(10) - Online Annual General Meetings

The Charity may conduct its Annual General Meetings (AGMs) via electronic means, including but not limited to video conferencing, web conferencing, or other digital platforms, as deemed appropriate by the Board of Trustees.

- a. Notice of an online AGM shall be provided to all members in accordance with the notice period required for in-person AGMs, specifying the digital platform to be used, along with instructions for accessing the meeting.
- b. The quorum requirements for an online AGM shall be the same as for an in-person AGM. Members participating in the online AGM shall be entitled to vote in accordance with the voting provisions of this Constitution.
- c. The Board of Trustees shall take reasonable steps to ensure that the online platform used for the AGM is secure and accessible to members.

The Charity shall provide support and assistance for members needing help with accessing or participating in the online meeting.

- d. Minutes of the online AGM shall be recorded and made available to all members in the same manner as minutes from an in-person AGM. Records of voting and participation shall be maintained for reference and verification.
- e. The online AGM shall be conducted in compliance with applicable laws and regulations governing such meetings.

Resolution 2: Trustee Eligibility and 12-Month Observation Period

Clause 12(2)(e) of the Constitution currently requires every charity trustee to be a full or informal/associate CIO member and to have undertaken 12 months observing on the Board prior to being elected.

The Board of Trustees has reviewed this requirement and considers that a mandatory 12-month observation period is unnecessarily restrictive and may prevent suitable prospective trustees from joining the Board within an appropriate timeframe.

The Board remains committed to ensuring that prospective trustees understand the charity, the role and responsibilities of trusteeship and the work of the Board. Appropriate recruitment, eligibility checks and induction arrangements will continue to form part of the charity's trustee recruitment process without requiring a fixed 12-month observation period within the Constitution.

Amendment to Clause 12(2)(e)

Clause 12(2)(e) shall be replaced with:

"Every charity trustee must be a full CIO member or informal/associate CIO member."

Resolution 3: Honorary Officers

The BBS UK Constitution currently requires a Chair, Vice-Chair, Treasurer and Secretary to be elected at each AGM. Following the retirement of the current Secretary, the Board has reviewed these arrangements and proposes that only the Chair and Treasurer remain as required honorary officers within the Constitution.

The administrative and secretariat duties previously associated with the Secretary role are now undertaken by the BBS UK staff team, with the Board of Trustees retaining overall responsibility for the Charity's governance, oversight and compliance with its legal and regulatory obligations. The Board therefore does not propose to appoint a replacement Secretary.

The Board intends to continue to have a Vice-Chair elected by members but considers that this role does not need to be a constitutional requirement. The proposed amendment will also provide flexibility for other honorary officer positions or trustee lead roles to be established as appropriate.

Amendment to Clause 13(7)

Clause 13(7) shall be replaced with:

7. Honorary Officers

At every Annual General Meeting, the members shall elect a Chair and Treasurer from among the charity trustees, together with any additional honorary officer positions that the charity trustees have determined should be filled by election at that AGM.

Honorary officers shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election.

If more than one charity trustee wishes to stand for the same honorary officer position, a vote by secret ballot shall be held.

The charity trustees may appoint such other trustee lead roles from amongst their number as they consider appropriate.

Voting on the Resolutions

Who can vote: All voting members of BBS UK are entitled to one vote on each resolution.

How to vote: Members attending the AGM via Zoom will be asked to vote by a visible show of hands. Members may also appoint a proxy to vote on their behalf by completing and returning the proxy voting form provided with the AGM papers.

Voting requirement: Each of the three resolutions will be voted on separately. To be approved, each resolution must receive at least 75% of the votes cast in favour, including valid proxy votes. Abstentions will not count towards the votes cast.

Voting results: Votes cast at the meeting and valid proxy votes will be counted together. The results will be announced at the AGM and recorded in the minutes.

Implementation of approved amendments: Any amendments approved by members will take effect immediately. The Constitution will then be updated, and the amendments submitted to the Charity Commission within 15 days.