

Proposed Changes to LBPT Ltd Articles of Association

The current Articles of Association were approved by the 2015 AGM and have formed the basis of our governance ever since. At the 2022 AGM, Andrew Emerson suggested that it could be time to look at the Articles again in the light of recent changes to charity law and other changing circumstances. In response to this, a small working group was tasked with reviewing the Articles to bring them up to date. Over time, the members have included Andrew, Guy Marriott, Ian Jackson, Peter Osborn and David Mulvey (chair), regularly reporting progress to Peter Brown the Company Secretary.

The group does not consider that major changes are needed, but we have taken the opportunity to propose some minor improvements. These revise the Articles to suit current conditions, ensure compliance with current charity laws and clarify the text in several areas, taking into account our experience of using the Articles over the last nine years.

The group has received input from two external experts: Anna Whitty MBE included the Articles as part of her review of the Trust's governance processes, and a highly experienced external charity lawyer, Helen Harvie, has reviewed the final draft for compliance with current charity law and best practice in similar charities. Helen has suggested a number of additions to the text but encouraged us to simplify the Articles where appropriate.

The revised draft is submitted with this note for consideration by the AGM. The following is a list of the key changes we propose (with references to the new draft):

1. Quorum for AGMs: with the recent growth in the number of members there is a risk that the "five percent of the membership" quorum rule may be unrealistically high, so we propose to introduce a ceiling to the quorum of one hundred members – if more attend they can of course still all vote (18.2).
2. Appointment of Trustees: we have added a requirement for candidate Trustees to have been a member for at least two years (24.1), subject to waiver by the Trustees should they think fit.
3. We have added a clause to permit removal of a Trustee where this is considered to be in the Trust's best interests, subject to suitable safeguards (26.2).
4. We have added a clause on dispute resolution at Helen's suggestion (20.15)
5. We have added the magazine as a means of formal communication with members (37.1/37.3).

To adopt the revised Articles we need to seek your approval at the AGM for a Special Resolution as follows:

"To adopt the revised version of the Articles of Association as circulated prior to this meeting"

David Mulvey, Chair of the Articles working group, will welcome discussion about the changes with members at the AGM on 8 March 2025.