



EGM Sunday 25th October 2020

Beltane Fire Society

Agenda for the EGM

13:00 - 13:15	Opening
13:15 - 13:45	Proposed Change 1
13:45 - 14.15	Proposed Change 2
14:15 - 14.45	Proposed Change 3
14:45 - 15:15	Proposed Change 4
15:15 - 15:45	Proposed Change 5
15:45 - 16:00	Closing Remarks



Format for the Meeting

- Everyone should be on mute while going through the presentation so that everyone can hear with minimal interruptions.
- The meeting is being recorded for BFS records so don't feel you have to have your camera on.
- We ask that people place any questions they have into the chat as we go along and we will attempt to answer either in the chat or verbally after each section being discussed but before the vote on the section itself.

How Voting Will Work

After each proposed change has been discussed, there will be a short interval where we ask people to vote.

We have the ability to run a poll within the meeting, so we hope to capture people's votes this way.

Failing that, we will ask that each time a person is casting their vote, they put their name, email address, and how they intend to vote within the chat function of the meeting.

The choices available for each vote are yes, no, or abstain.

Why have this EGM

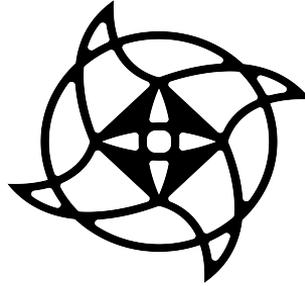
The Articles of Association were written back in early 2008 and have not been revised since.

We know a lot has changed since then, from how we use technology to how we ensure good governance for BFS the charity.

We need to ensure we are compliant with our Articles of Association and so the changes will bring us back into this compliance as well as build in a more sustainable approach to our trustees.

We are not proposing to change the Memorandum Association as these are still broad in scope and fit for purpose.

Proposed Change 1



Gender Neutral Terminology within the Articles of Association

Change 1: Gender Neutral Terminology

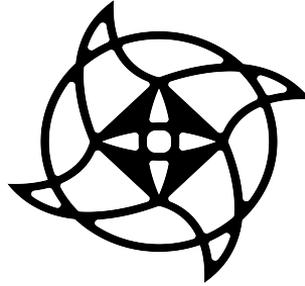
- Currently Articles of Association term Directors/Trustees as he or she only and specifically reference a woman's surname before marriage
- We want to be more inclusive of all genders and to move to a term not reinforcing the gender binary
- We know changing a surname at marriage isn't restricted to women and that specifically highlighting this is based on old gender roles

- To reflect these changes, the following proposals are being made under this change:
 - Changing any instances of the phrase "he or she" into a more inclusive term of they.
 - Changing instances of asking for women's pre-marriage names to be removed from the document.

Changes of this nature will be made in the following Articles:

9 19 22.4 24.4 25.5 28.1 28.3 29 37 41 43 48 51 52 65 80 81 82 84 85 86.1
86.2 87 88 92 93.1 93.2 94 97 97.1 101.2 102 103 103.1 105 105.4 105.5 106 108
109 110 110.1 116 117 121 122 123 129 130 133 133.1 136 137 138 144 148 155.1
169 173

Proposed Change 2



**Changing the Term Limits
and Selection of Trustees**

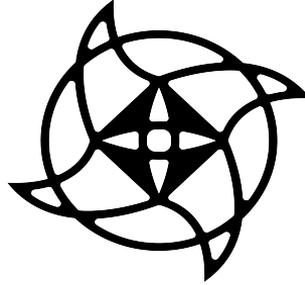
Change 2: Term Limits and Selection of Trustees

- Currently in the Articles of Association, trustees are due to stand down every year at the AGM and if they wish to stay they must reapply. It also allows for people being co-opted to go through that process an unlimited amount of times and thus avoid scrutiny from the BFS membership.
- This creates a culture where 1 year is seen as the term and then people can leave, having done their duty and results in the board spending a lot of time training new people up and firefighting issues instead of planning strategically for the future.
- We want to allow people to have a chance to fully develop into their trustee role and provide a tangible benefit to BFS rather than thinking it's one year then out.
- We don't want to allow people to grow stagnant in the role either, or cause too much influence over new trustees, so we want to limit how long an individual can consecutively stay on the board.
- We want to have it so people have time to fully grow into their trustee role but not feel unable to take on new roles. So we want to reflect this by having the roles of Chair, Treasurer, etc. still be up for change if better suited people come on the board.
- We also want to ensure people being co-opted have to choose to stay involved and face scrutiny.

Change 2: Term Limits and Selection of Trustees

- To reflect these changes, the following proposals are being made under this change:
 - Article 93 being re-written so that once elected, Directors can stay on the Board for up to 3 (three) years instead of needing to be re-elected each following year. They can choose to step down earlier, and they would be able to have two further terms of 3 years each, meaning an individual could be on the Board for 9 consecutive years.
 - Article 102 now being made to mention a limit of 3 consecutive terms (1 year = 1 term) for someone being co-opted instead of it being unlimited.
 - Article 120 changed to clarify that executive roles (i.e. Chair, Treasurer, etc) are up for re-election after each AGM (so it's not automatically assumed a person staying on the board continues in the role) or can be given to someone else if the board feels someone else is suitable/able.
 - Article 121 being changed to reflect the above changes in term limits.

Proposed Change 3



**Changing the Section around Membership
and bringing it in line with how we currently operate**

Change 3: Membership Section Update

- We currently have membership that last for three years since your last participation in one of BFS' festivals. We want to reflect this practice in the articles instead of the current set up which treats membership more on a fee/subscription basis.
- We do not currently inform people if their membership is due to lapse and so some of the articles relating to the reminder due to be sent by the Secretary are not current practice and need to be removed as we don't intend to process membership of BFS in this way
- It is currently expected that the Secretary would be covering all the work in relation to the Membership of BFS, however we know that this is usually shared out with our Contracted workers. As such, we wish to reflect this sharing of responsibility by highlighting that there may be an appointed officer instead of just the Secretary.
- We don't currently ask for individuals addresses when they wish to volunteer with BFS so feel that this is not needed in our Articles.

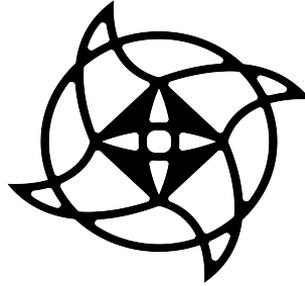
Change 3: Membership Section Update

- To reflect these changes, the following proposals are being made under this change:
 - Article 11 amended to allow an appointed officer to deal with memberships
 - Article 12 changed to recognise the change to Article 11 above and accepting individuals renewing their membership through email rather than actual application forms which are reserved for Companies and their nominees

 - Article 25.1 changed to remove the need for any members address
 - Article 31 re-written to change renewal to being subsequently every 3 (three) years to being based on what is done under Article 11.
 - Article 33 re-written to reflect the lapsing of membership being based on a 3 (three) year basis instead of using an accounting year reference

 - Article 32 to be deleted (relating to Secretary sending notification of membership renewal)
 - Article 34 to be deleted (relating to Secretary reminding people of their membership lapsing)
 - Article 35 to be deleted (relating to further chase up emails on lapsed membership)

Proposed Change 4



**Modifying certain articles to reflect the changes
in technology that have taken place that allows for
the digitisation of certain activities the trustees carry out**

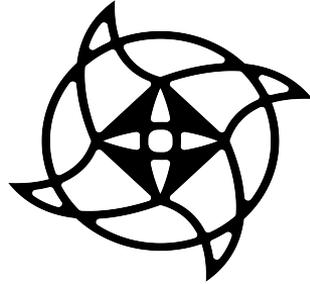
Change 4: Bringing Processes into the Digital Age

- Currently Articles of Association requires people withdrawing from BFS membership to write a note to the Secretary. However we know a lot of this will be done via emails now and we need to reflect this change in practice.
- It is currently expected that anyone unable to attend a board meeting would lose out on sharing their thoughts and opinions as there is no provision in place. We want to allow key thoughts to be heard as we appreciate we can have other commitments that can stop attendance at meetings that may be discussing large or sensitive topics.
- It is also expected that all minutes from meetings would be kept in books, however a lot of this is done via computers and stored electronically we need to reflect this change in practice to stay compliant with our articles.

Change 4: Bringing Processes into the Digital Age

- To reflect these changes, the following proposals are being made under this change:
 - Article 29 changed to recognise that requests to withdraw from the membership via email shall be accepted as official requests.
 - Article 130 changed to allow people to submit thoughts and opinions on certain topics ahead of board meetings if someone cannot attend in person
 - Article 156 changed to clarify that minutes of meetings are kept either written or digitally, rather than having to be written into only a book

Proposed Change 5



Modifying certain articles to reflect the changes in how we operate and Ensuring good practice for charities

Change 5: Good Practice & Reflecting how BFS Operates

- Currently Articles of Association allow mentions employees in several places. However BFS does not have employees yet, but instead operates with some key contracted workers and the rest through our volunteers.
- We want to ensure the articles reflect the fact that contracted workers are also valued in the charity and are seen to be just as key as employees would be.
- We also want to ensure good practice by specifically highlighting handovers as a key thing for any person resigning from the board and change how long we keep our financial records for as in practice we have kept 7 years (as is standard for a lot of charities).
- To reflect these changes, the following proposals are being made under this change:
 - Article 9 to include contractor workers as well as just employees
 - Article 10 to include contractor workers as well as just employees
 - Article 106 changed to specifically mention that any Director that resigns needs to hand over key information to other Directors
 - Article 160 being updated around keeping our financial records to 7 (seven) years instead of 3 (three)

Next Steps

- For those not attending today, a survey has been sent out to collect their votes and any feedback and will be added to the votes collected today.
- This survey will close at 10pm 1st November 2020.
- The Board will then compile all the votes to find out what proposed changes have been approved and start the process with OSCR and Companies House to enacting these changes.
- BFS Membership will be informed on what changes have been approved.

Thank you for coming!

