



BWPA AGM 2022 - Summary and rationale for proposed amendments to BWPA Rules

The BWPA Committee are committed to ensuring the BWPA is an agile and flexible organisation, including through regular reviews of the BWPA Rules (the Rules) to ensure they remain fit for purpose. Under paragraph 9, the BWPA Rules are subject to review and agreement annually at each AGM.

The proposed amendments are presented in tracked changes in the accompanying document.

1. More flexible process for joining the Committee

Under the current Rules, new Committee members can only formally join at one point during the year, at the AGM (paragraph 5.8). Committee members are able to resign at any point (Annex A, paragraph 3.1). There is currently no formal process for new Committee members to join during the year. The informal process has been for potential new Committee members to submit a personal statement and the Committee to vote on their application to be co-opted onto the Committee, followed by a formal vote at the AGM. However, this is not documented anywhere.

The status quo creates risks of:

- Not having minimum or sufficient number of Committee members, if Committee members leave or a new committee role arises during year;
- Missed opportunities to recruit new Committee members when the current informal process is not sufficiently clear; and
- Lack of transparency to members when the informal process to join the Committee during the year is not clearly documented.

Incorporating a formal process into the Rules for new Committee members to join during the year will allow us to be more dynamic and reactive to changing Committee membership and roles. It was also offer greater transparency to members.

The proposed amendments to reflect this are captured in tracked changes in Annex A, paragraphs 2.3 to 2.7.

These were discussed at the Committee meetings in March and May 2022.

2. Priority roles on Committee

Under the current Rules, the Committee consists of the Honorary Officers and Ordinary Committee Members. The Committee is responsible for the general organisation, running and management of the Association, and those serving as part of the Committee are referred to as 'on committee'.

'Off committee' do not have voting rights at Committee meetings and under the Rules do not have as many responsibilities as on committee – for example, they are not required to attend Committee meetings (unless reporting on their role) or notify the Secretary if they cannot attend.

While there are a range of roles and responsibilities carried out by both on and off Committee, there is currently no agreement as to whether certain roles are formally on Committee. There is a risk of a disconnect between the responsibilities of on Committee members - to manage and run the Association - and the core roles and tasks needed to achieve this.

Agreeing certain roles to be ideally carried out by Ordinary 'on Committee' members would emphasise that these roles are key to us meeting our stated [aims](#) and [strategic objectives](#). It would also mean that those who wish to be nominated for these roles must also be willing to take on the additional responsibilities and accountabilities required of Ordinary Committee members.

This was discussed at the January 2022 Committee meeting. The proposed amendments are set out in tracked changes in Annex A, paragraph 2.8.

3. Date of issue of calling notice before AGM

Under the current Rules, members must be given at least 21 days notice of an AGM. Under the Companies Act 2006 (the legislation that serves as the main source of company law in the UK), a general meeting of a private company must be called by a notice of at least 14 days.¹

It is proposed that the Rules be amended to require a minimum 14-day period. This reflects good practice for companies to be consistent with current legislative requirements, unless there is good reason to deviate. This amendment does not remove members' rights with regards to receiving notice of an AGM, as it regards only the timing of the calling notice. As in previous years, the AGM (and Festive Lunch) will continue to be advertised several weeks in advance.

This proposed amendment is set out in paragraph 4.1.

¹ Companies Act 2006, Chapter 3, section 307