

Special General Meeting



Priorities

- Admin officer Done
- Investment portfolio Done
- Modernising payments Done
- Structure Underway
- Governance Underway
- Building a strategy Underway



Corporate Structures

Unincorporated Association

- Not separate from members
- Members liable
- Can't hold property (including intellectual property)
- Can't make or enforce contracts in own name

Company Limited By Guarantee

- Separate legal person
- Members not liable
- Can hold property (including intellectual property)
- Can make and enforce contracts

Commission Guidance

It may be appropriate to establish a company where some or all of the following apply:

- the charity is or will be quite large ✓
- the charity has or will have employees ✓
- the charity does or will deliver charitable services under contractual agreements ✓
- the charity does or will regularly enter into commercial contracts ✓
- the charity is or will be the owner of freehold or leasehold land or other property ✓



Trustee body - basics

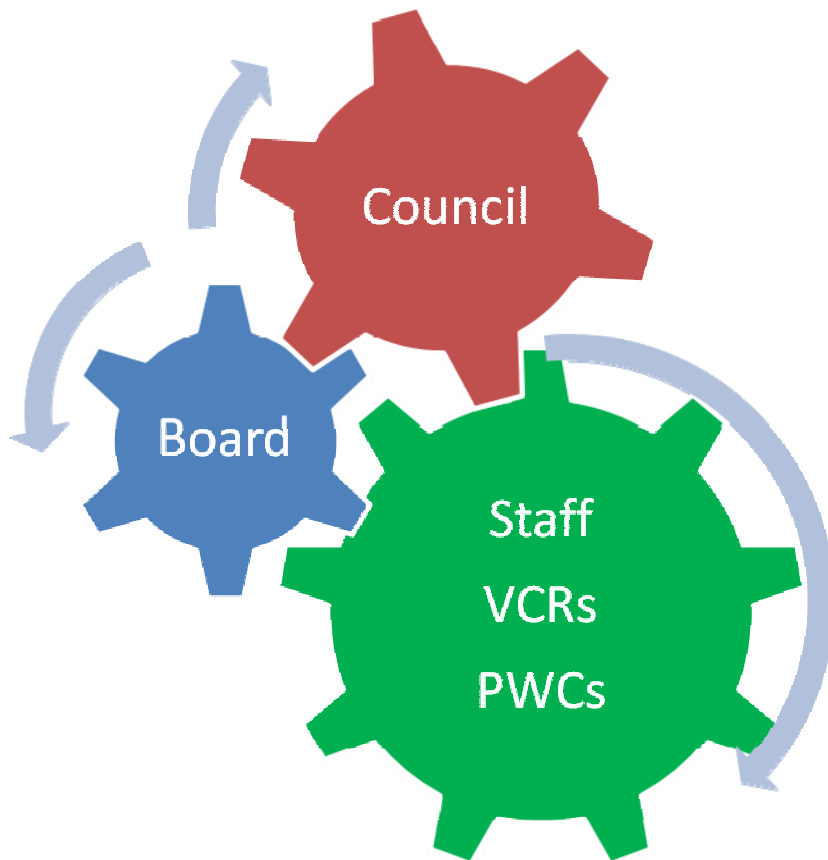
Proposed new body needs to be

- right size for the charity
- large enough to include the skills and experience needed to run the charity effectively,
- small enough to allow effective discussion and decision making

Current council

- fails as a trustee body because too large
- good for scientific debate/consultation

Suggested future structure



Council

- Initiates ideas
- Receives and is consulted on strategic plans
- Takes scientific decisions

Board

- Is the accountable trustee body
- Turns ideas into strategic plans
- Consults Council
- Is responsible for day to day management

PwCs

- Interact with both

Proposed Board structure

- Board needs to be no more than 10 persons
- 3 “principal officers”
- 1 trustee specifically for national committees
- 4 chairs of “spending committees”
- Space for 2 more with special skills
- Proposed to keep existing permanent committees but may review

1. President
2. General Secretary
3. Treasurer
4. Trustee for Wales, Scotland & Ireland
5. Chair Records/Plant Unit
6. Chair Publications
7. Chair Meetings
8. Chair Training & Education
9. Other Specialist
10. Other Specialist

What needs to happen

- **Consult stake holders**
 - Members
 - Employees
 - Grant makers etc
- **Form a new CLG**
 - New articles
 - Registered at Companies House
 - New bank account
 - VAT registration
- **Charity registrations**
 - England
 - Scotland
 - HMRC
- **Transfer (during 2013)**
 - By resolution of old BSBI
Nov 2012
- **Parallel Running**
 - During 2013 both charities run
 - Merger at end of period to preserve title to bequests etc

Timetable since AGM

Task	By When	Comments
AGM	May 2012	Done
Articles agreed with Council	October 2012	Done
SGM at Cambridge	November 2012	
Registration of Articles	November 2012	
Interim Board	Early 2013	
Transfers of contracts staff etc	Early 2013	
First meeting of new BSBI	June 2013	
Wind up of old BSBI and transfer of England and Wales charity registrations	Post June 2013	

Questions

