

## Proposed Change to Quorate Rules of the NBN Articles of Association

### REPORT BY GISELLE STERRY

#### PURPOSE

1. To update the Articles relating to quorate levels at an AGM within the NBN Articles.

#### BOARD ACTION

2. Agree proposed changes from a percentage figure to a number.
3. To recommend to the NBN membership at the AGM in November 2018 that the articles are changed from 20% of the membership to "A quorum is at least 10 of the members in person or by proxy and entitled to vote upon the business to be conducted at the meeting."

#### OVERVIEW

4. When the original NBN Articles were written in 2000 voting members were restricted to a limited number of organisations – approximately 40. At that time the majority of members, known as supporter members, did not have the right to vote.
5. Following the membership review completed in May 2017 voting rights were granted to all levels of members. The NBN current membership is 215.
6. The Articles state currently that  
"A quorum is at least 20% of the members in person or by proxy and entitled to vote upon the business to be conducted at the meeting."
7. On current membership levels this has risen from a need to have 8 members present or return a proxy vote to over 40. This number would continue to grow as the membership numbers increase.

#### Guidance

8. Charity Commission Guidance states:

[Para 3 under 'How to run a Charity Meeting'](#)

<https://www.gov.uk/guidance/charity-meetings-making-decisions-and-voting>

"A quorum is the minimum number that must attend a meeting so that decisions can be made properly. The people may be trustees at a committee meeting, or members at a general meeting. Your governing document should tell you what your quorum is. If it doesn't, think about amending it.

If you set your quorum too high, any absences may make it difficult to have a valid meeting. If it's too low, a small minority of people may be able to impose its views unreasonably.

For general meetings, you should give careful thought to the quorum – it needs to be appropriate to the size of your charity and the number and geographical spread of members."

9. Based on the above guidance it is up to the NBN Board of Trustees to decide on an appropriate number. In the table below are the quorate levels for other organisations.

Organisation	Membership	Quorate
RSPB	1 million	50
Norfolk Wildlife Trust	35,000 +	25
British Lichen Society	Several hundreds ?	25
Bumblebee Conservation Trust	Several hundreds ?	10
Yorkshire Naturalists Union	100 + ?	20

### New Quorate levels for NBN

10. Following a discussion at the Finance and Management Committee in June 2018 a quorate of 10 voting members present in the room or by proxy was considered appropriate. As the AGM's will now take place within the NBN Conference programme it is likely that voting members will normally be higher than this.

### Next Steps

11. In order to change the articles a special resolution needs to be proposed at the AGM with a 75% majority of the voting membership agreeing to the change.
12. Depending on membership growth this could be between 40 and 50 voting members, of which 30 – 38 will need to vote in favour in person or by proxy at the AGM in November 2017 to ratify this resolution.

### Background information for reference

#### RSPB

[RSPB statute 3.5 states:](#)

[https://www.rspb.org.uk/globalassets/downloads/documents/abouttherspb/charterandstatutes\\_tcm9382216.pdf](https://www.rspb.org.uk/globalassets/downloads/documents/abouttherspb/charterandstatutes_tcm9382216.pdf)

3.5 Quorum for General Meetings 3.5.1 At general meetings of the Society fifty (50) Members present in person shall constitute a quorum.

Membership: over 1 million

#### Norfolk Wildlife Trust

[Norfolk Wildlife Trust Articles of Association para 29 states:](#)

<https://www.norfolkwildlifetrust.org.uk/documents/downloads/memorandum/memorandum-and-articles-of-association>

29. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 members present in person shall be a quorum.

Membership: over 35,000

#### British Lichen Society

[British Lichen Society Constitution para 12 States:](#)

[http://www.britishlichensociety.org.uk/sites/www.britishlichensociety.org.uk/files/document-downloads/Constitution%20agreed%20AGM%202017%20edit\\_13%281%29.pdf](http://www.britishlichensociety.org.uk/sites/www.britishlichensociety.org.uk/files/document-downloads/Constitution%20agreed%20AGM%202017%20edit_13%281%29.pdf)

A quorum at a General Meeting of the Society shall be twenty five members and at a meeting of the Council eight members of Council.

Membership: Likely to be several hundred

### **Bumblebee Conservation Trust**

[BCT Paragraph 9.2](#)

[https://www.bumblebeeconservation.org/images/uploads/Resources/Governing%20Documents/BBCT Memorandum and Articles of Association.pdf](https://www.bumblebeeconservation.org/images/uploads/Resources/Governing%20Documents/BBCT_Memorandum_and_Articles_of_Association.pdf)

Membership: Likely to be several hundred

### **Changes to Governing Document**

<https://www.gov.uk/guidance/how-to-make-changes-to-your-charitys-governing-document>