



NBN Trust

Proposed Change to Quorate Rules of the NBN Articles of Association

REPORT BY Board of Trustees, August 2018

PURPOSE

1. To seek approval by the Membership to amend the Articles relating to quorate voting from a percentage of membership to a number.
2. Recommend 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

3. In 2000, when the original NBN Articles were written, the voting members were restricted to a limited number of organisations – approximately 40. At that time the majority of members, previously referred to as supporter members, did not have the right to vote.
4. Following the membership review completed in May 2017 voting rights were granted to all levels of members. The NBN current membership with voting rights is 208 at 1 August 2018.
5. The Articles currently state 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.”
See Section 18 (2) of [Articles of Association](#)
6. 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 and the potential to pass resolutions could present difficulties.

GUIDANCE

7. Charity Commission Guidance states:

“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...”

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.”

['How to run a Charity Meeting'- section 3](#)

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

8. Based on the above guidance the NBN Board of Trustees propose that 10 members present in person or by proxy is an appropriate number.

9. Example quorate levels for other organisations include

| Organisation | Membership | Quorate |
|--------------------------------|-------------|---------|
| RSPB | 1 million + | 50 |
| Norfolk Wildlife Trust | 35,000 + | 25 |
| Yorkshire Naturalists Union | 450 | 20 |
| Bat Conservation Trust | 6000 + | 15 |
| <i>Proposed: NBN Trust</i> | 208 | 10 |

RECOMMENDATION

10. The Board of Trustees recommend that the membership vote to amend the Articles section 18 (2) 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.”

Note

11. Voting on this special resolution will be required under existing rules which are “20% of the members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting”
12. As this is a special resolution the Articles require 75% majority to pass this resolution. Based on a membership figure at 1 August 2018 with voting rights of 208 75% of 20% of that membership will need to vote to agree the change. This equates to approximately 32 members voting for this proposal.