

BBPS Charitable Incorporated Organisation

Background.

The Executive Committee of BBPS has concluded that there are advantages to the Society in being a Charitable Incorporated Organisation (CIO), rather than an Unincorporated Charity (UC), as we are now. The most important advantages are that the Trustees of a CIO have limited liability in the same way that Directors of a Limited Company do. (At present the Trustees are each and severally liable for any debts of BBPS.) The second advantage is that a CIO can enter into a contract in its own right, whereas if a UC enters into a contract the person signing the contract is legally liable.

At the last AGM the Executive stated that it would work on a new constitution for the CIO and bring it to this AGM for approval.

The New Constitution.

The New Constitution was approved by the Charities Commission on 26th November 2018. (There have been some changes made in the version presented for consideration at the AGM.)

The Constitution is based on the recommended model constitution provided by the Charities Commission and to obtain approval, this is the best format to use. This does result in it being a little longer than our current constitution. We have also taken the opportunity to modify some aspects of our constitution to more accurately reflect what we do and who we are. The most important changes are:-

- We have introduced a new strapline “Friends of the Brecon Beacons”
- We have added the enhancement, protection and conservation of heritage to our Objects (Clause 3)
- We have included, for the avoidance of doubt, partners as well as spouses in the Family Membership (Clause 9A (i)).
- We have allowed for the future possibility of allowing organisations to become Members, subject to approval by the Members at a General Meeting. (Clause 9A (ii)).
- We have clarified the voting rights of individual and family members (Clause 10A (ii)).
- The quorum for general meetings has been changed in line with Charity Commission recommendations from “15 Members or 20%, if there are not 20 Members” to “the greater of 3% or 15 Members”.

Membership of the CIO.

At the time of the new Constitution being approved by the Charities Commission the only Members were the Trustees (Clause 12D). At a meeting on 14th May 2019 the Trustees voted to admit as full Members all the current Members of the Unincorporated Charity with exactly the same terms, conditions, privileges and fees as currently enjoyed by Members, subject to approval by the

Membership. Note that all operational aspects of the Society remain exactly the same, except that our letterhead and bank account change.

Transferring to the CIO.

There are some legal formalities which we need to go through at the BBPS AGM and after at the CIO General Meeting to ensure that we have the legal right to continue to operate.

Resolution 1. The first item is to give Members the opportunity to discuss the new Constitution and to agree that the version that is presented, with any changes agreed at the AGM, can go to the CIO General Meeting for approval. We will also seek approval to defer election of the Trustees and Executive Committee of the old Charity as it seems pointless to go through the election process when we are in the process of closing the Charity and they will become Trustees and form the Executive Committee of the CIO.

Resolution 2. Secondly, the Members of the old Charity need to endorse the decision of the Trustees of the CIO to transfer Members to the CIO, with the same terms, conditions, privileges and fees.

Resolution 3. Thirdly, we need to approve that all the assets of the old Charity are transferred to the CIO. This largely comprises the cash in hand at the bank. In doing this we need to note that some of our cash is for Designated Purposes (i.e. the normal business of the Society) and some is for Protected Purposes (i.e. we have money given to us for a specific project, e.g. the Gunpowder Works). We also need to ensure that the CIO picks up any future financial commitments of the old Charity.

Resolution 4. Finally, we do not need the old Charity to continue, but it can only be dissolved by a vote of Members at a General Meeting.

If, for some reason, the AGM does not approve the above Resolutions we will have to have an election of Trustees for the old Charity to tide us through until we can complete the transfer process.

CIO General Meeting

We now move to the CIO General Meeting, which firstly needs to accept the Members of the old Charity, then to confirm the Trustees, to accept the Constitution (as amended) and to accept the assets of the old Charity along with its obligations. These are just formalities and should take very little time.

Thank you for your patience in reading this through and bearing with us on the 8th June whilst we work our way through the process.

David Thomas
Hon. Secretary.