

ENCLOSURE C – Special Resolution to amend Articles of Association for BRITISH OVERSEAS NGOS FOR DEVELOPMENT (BOND) Company Registration Number 03395681

Rationale

We have been successful at getting new trustees through elections at each AGM for the last few years. It is a sign of a healthy membership organisation to have elected members on the Board and to keep refreshing the Board. We are proposing a few changes to our Articles of Association this year to keep up this momentum at the same time as building in some continuity.

Our current rules require a trustee who is no longer an employee or trustee of a member organisation to resign. With trustees changing jobs, this can mean that we lose trustees when we could benefit from their contribution. Experience shows that it takes about a year for a trustee to settle in. And there is considerable effort from the whole team to provide induction and support to new trustees. One proposal is to increase the maximum number of trustees from 12 to 15. This allows for maternity leave, changes in roles and succession planning for committee roles.

We are also proposing to change the rule on co-options, although we are retaining the requirement that three-quarters of the Board should still come from member organisations. Currently, we have the maximum of three trustees from non-member organisations.

I am hugely grateful to my fellow trustees for all their hard work and contributions. I would particularly like to acknowledge the contribution from Pin Collacott who has been a trustee for six years and Chair of the Governance Committee for several years.

Kate Sayer
Chair
Bond

Special Resolution *passed at the AGM on 23rd November 2023*

That the Articles of Association of the Company be amended as follows:

- The word “twelve” in Articles 19.1 and 19.2 be deleted and replaced by the word “fifteen”;
- and
- The words “A maximum of four” in Article 19.3 be deleted and replaced by the words “Subject to Article 19.1, any number of”

These changes are reflected and highlighted in [Enclosure D](#)