

To: The Members
From: BCA Board
Subject: Item 7 – Alignment of Voting Deadlines
Date: 9 September 2024
Special Resolution

The BCA’s Memorandum and Articles of Association (adopted 13th October 2018 and updated 11th October 2019) define under Clause 28 the procedure for the election of Officers (Board members) and Clause 55 the procedure by which the Annual General Meeting must be conducted. These processes coincide every other year, most recently in 2023.

The existing procedures were defined in the expectation that AGMs would be conducted in-person, as part of the BCA’s annual conference weekend, and mandate adherence to the following deadlines:

AGM	Election	Deadline
	Receipt of nominations to the Board	45 days prior to the AGM
Submission of resolutions	Ballots issued	28 days prior to the AGM
Notice of AGM		21 days prior to the AGM
	Ballots returned	15 days prior to the AGM

The AGM and election processes as written are conceived separately, with the election concluded well before the AGM. The AGM process as written expects that the papers will be discussed and voted on at the in-person meeting, as was the case prior to 2020.

As a consequence of the pandemic, the decision was made to hold the AGM online, with papers provided in advance to the membership and an opportunity given to submit questions via email, to which a response would be issued asynchronously. Members would vote online, the process administered by an independent election services provider, and the results announced at the online AGM. This change has been judged successful, as it has expanded participation in the democratic process beyond those who are able to attend conference.

The difficulty arises over the highlighted deadlines in the table above, where the two processes coincide. In 2021 two separate voting processes were held, in which members were issued separate voting credentials for the election and AGM voting, and the ballots for each opened and closed at different times. In 2023 a decision was made to combine these processes by giving members a single ballot for the Board elections and AGM voting.

This was successful, but exposed a vulnerability, namely that in order to comply with the election requirements, the ballot could be issued no later than 28 days prior to the AGM, but members were able to submit resolutions up to 28 days prior to the AGM. This creates the possibility either of a late resolution not being included on the ballot, or of the ballot being delayed, undermining member confidence in the legitimacy of the BCA’s governance processes and potentially invalidating the AGM and/or election processes entirely.

Special Resolution:

That the BCA revises the Memorandum and Articles of Association to streamline the AGM with electoral processes.