

Summary of Proposed Changes to the Articles

Background

Changes to the Articles and Byelaws were proposed and approved at the 2016 AGM. However, some of the changes were to elements regulated by the Charity Commission which cannot be implemented without its approval (changes to the Objects, Benefits and Dissolution provision). Other changes were within the decision-making powers of the membership. The effect of this is that the regulated elements of the 2016 Articles cannot be used, including for the purposes of the eventual dissolution of the IBD and transfer of assets to the CIBD; for these purposes the 2014 Articles would stand. Other elements of the 2016 Articles CAN be used, and have been, effectively making the IBD subject to 2 conflicting governing documents. In addition, changes to the Byelaws have been made without corresponding changes to the Articles, resulting in further inconsistency.

It is therefore proposed that the situation be regularised, by a new set of Articles, based primarily on the 2016 version, but reverting to the regulated elements from 2014. This would avoid the need to seek permission from the Charity Commission for a new set of governing documents for what will be a short-lived organisation (the existing IBD) and would also align better with the governance outlined in the Charter and Byelaws for the CIBD. Some elements (e.g. relating to dissolution) are a dependency for transition to the new Chartered body.

As Articles can only be changed with the consent of the members, so the proposals will need to go to an IBD general meeting. For completeness, on the advice of the solicitors, the Byelaws approved at the 2022 EGM will be appended for re-confirmation, but the issues outlined would be resolved with the changes to the Articles.

Changes

Articles

Before (2016)	After (2024)	Implications
2 (interpretation) CEO means the Chief Executive Officer, sometimes referred to as the Company Secretary	'CEO' means the Chief Executive Officer	To reflect the intentions of the Byelaw changes approved at the 2022 EGM i.e. that optionally the role of Company Secretary can be separated from the CEO.
n/a	2.5 The model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (2008/3229) shall not apply to The IBD.	If not expressly excluded, Model Articles apply- exclusion mitigates the risk of any inadvertent breaches or conflict.
20.1 The IBD will be divided into Sections based on geographic location, as detailed in the Byelaws.	20.1 The IBD will be divided into Sections which are organised groups of members, as detailed in the Byelaws.	To reflect the intentions of the Byelaw changes approved at the 2022 EGM i.e. that sections need not be solely geographical.
5.1 The IBD has power to do anything which is calculated to further its Objects or is conducive or incidental to	5.1 The IBD has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, it has	Powers are regulated provisions- change here restores the 2014 version.

<p>doing so: In particular, it has power (...) to employ and remunerate such staff as are necessary for carrying out the work of The IBD. The IBD may employ or remunerate a Director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;</p>	<p>power: (...) (q) to employ , and to provide remuneration, retirement pensions and other usual employee benefits for them;</p>	
<p>4. Objects The objects for which The IBD is established are the advancement of education to the benefit of the public or a section of the public, especially those related to the Fermentation Industries ('Objects').</p>	<p>4. Objects 4.1 The objects for which The IBD is established are the advancement of education of benefit to the public or a section of the public, especially in the sciences of brewing, fermentation and distillation ('Objects'). 4.2 Nothing in the Articles shall authorize an application of the property of The IBD for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.</p>	<p>Objects are regulated provisions- change here restores the 2014 version. The 2016 version was a simplification of language.</p>
<p>7.1(c) No Director or connected person may (...) be employed by, or receive any remuneration from, The IBD for their duties as a Director;</p>	<p>7.1(c) No Director or connected person may (...) be employed by, or receive any remuneration from, The IBD;</p>	<p>Benefits are regulated provisions- - change here restores the 2014 version. The 2016 version allowed Directors to be paid for the provision of services outside of their Director role- usually as examiners- it has already been agreed this will no longer take place.</p>
<p>7.1(d)...Being a Director of The IBD does not preclude them from posts for which an honorarium is received from The IBD. Such honoraria are taxable.</p>	<p>Removed</p>	<p>Benefits are regulated provisions- change here restores the 2014 version. Reasons for the 2016 are the same as for point 7.1(c)</p>
<p>5.6 To make awards to members including fellowships, sponsorships and prizes;</p>	<p>5.1(f) to award and confer scholarships, exhibitions, studentships, prizes, medals and educational grants generally, and to aid, support</p>	<p>Technically a benefit, which is a regulated provision- change here restores the 2014 version. The 2016 version aimed to would have been</p>

	and make donations to other charitable institutions having similar or kindred objects to those of The IBD;	intended to reserve awards etc to be a member benefit ie. an aid to recruitment.
	<p>10.3 Membership is also open to any charitable body corporate with objects similar to The IBD who applied to The IBD in the form required by the Directors and whose membership is approved by the Directors. Any such member shall be a voting member.</p> <p>15.4 In the event that The IBD's only member is a charitable body corporate, that member alone shall constitute a quorum for a General Meeting.</p>	New clauses to allow for the option of the CIBD becoming the sole member of the IBD post transfer

The remaining changes are formatting & consistency e.g. using 'The Board' rather than 'Directors'.

Byelaws

These were approved at the 2022 EGM, as shown in the minutes- what is proposed here is a re-confirmation for completeness. I have included as some elements are relevant to the Articles changes above.

Before	After	Implications
The CEO acts as Company Secretary and is Secretary to the Council.	The CEO may also act as Company Secretary and Secretary to the Council	No longer compulsory for these activities to be undertaken by the CEO- could be another staff member, Trustee, volunteer etc.
Company Secretary. The person appointed to act as Company Secretary, usually the CEO.	The person appointed to act as Company Secretary.	As above.
No specific definition of the Chair of the Board of Examiners. The board of examiners appointed by the Council to oversee the examinations administered by The IBD.	The person appointed by the Board to oversee the examinations administered by The IBD. The Board of Examiners appointed by the Chair of the Board of Examiners to support the overseeing of examinations administered by The IBD.	Clarifies the position of the Chair of the Board of Examiners. Ensures that the Trustees (who are legally liable for the running of the IBD) have a direct line of accountability to the Chair of the Board of Examiners.

<p>Members who have not paid their annual subscriptions by the 1st of March will be sent a reminder. If they have still not paid by the end of June, they will be removed from the membership list by the Registrar</p>	<p>Members who have not paid their fees within 2 months of their renewal date will be sent a reminder. If they have still not paid by the time 3 months from their renewal date has elapsed, they will be removed from the Register of Members by the Registrar.</p>	<p>To reflect that the IBD now has rolling renewals (i.e. any day, all year round) rather than every member being due on the 1st January.</p>
<p>The IBD operates a number of Sections, mainly based on geographical location.</p>	<p>The IBD operates a number of Sections, which are organised groups of members.</p>	<p>To allow for non-geographical sections e.g. those based on interest.</p>