

The British Institute of Non-Destructive Testing

BENEVOLENT FUND

MINUTES OF THE BINDT BENEVOLENT FUND ANNUAL GENERAL MEETING

HELD BY ZOOM

WEDNESDAY 8th SEPTEMBER 2021

Present:	Mr P Wallace*	Prof K Kirk
	Dr I Baillie*	Mr S J Lavender*
	Dr J Bennecer	Mr M McInnes
	Mr P Bosworth	Ms S McNally
	Mr P Boulton	Mr A Michael
	Mr J Buckley*	Mr S Mills
	Ms C E Bull*	Mr J Moody*
	Mrs K Cambridge	Mr J Pitcher
	Dr R K Chapman*	Mr S Poucher*
	Mrs J Cook	Mr K Quirk*
	Mr P Crowther*	Dr M Ruch
	Mr R Day	Mr P Shah
	Mr F Faramarzi	Mr C Simmonds
	Dr J M Farley*	Mr C Sinclair*
	Dr M Felice	Prof R A Smith*
	Mr M Freeman	Mr A Tanno
	Dr A Gachagan	Mr J Trelawney
	Mr D Gilbert	Mr R Watson*
	Mr A Gillam*	Ms M Zildou
	Mr J Hansen*	Mrs C Bailey (Minute Secretary)
	Dr H Harper*	

*Denotes Benevolent Fund Member

1. Apologies for absence

Apologies were received from Mr G Elliott.

2. Adoption of the minutes of the previous AGM, held on 16 September 2020

With 25 (17) votes in favour and 0 votes against, the minutes of the last meeting were approved as a true record.

3. Matters arising from the minutes of the previous AGM

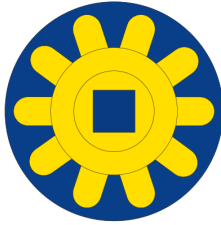
There were no matters arising.

4. Presentation of the Annual Report (Chair)

Welcome to our second Virtual AGM, we had hoped to be Face to Face this year but unfortunately Covid restrictions prevented this.

The 'Fund' has continued to help people in need and this year, surprisingly, our income has exceeded our expenditure. This is mainly due to donations received from the winner of the Anne Birt Award, Mr M, Graen, £250.00, Mr K.E Johnson, a retired FINDT from Canada, £450.00 and £640.00 from the Scottish Branch from their Burns Supper. The Fund is very grateful for this support and I would like to thank these people for their generosity.

We have continued to support members with PCN examination renewals and I would like to thank the Training Schools for their support with refresher training and PCN for their flexible attitude to extensions and their waiving of fees that the Benevolent Fund would have had to pay for late renewals. We are



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continuing to support members with Mobility Scooters and one member with a Stair Lift. We are also still supporting members with stress related problems.

Our membership continues to decline and I would ask you to try to persuade more people to join, especially as in this current year, Covid 19 has had a significant effect on our fund raising activities.

I would like to thank all of the Board members for all of the help and support that they have given me, especially Harry and Karl, without whom, I would have struggled.

I would also like to thank all of the members, the Trade Group and the Institute staff for their continued support.

I fully support the Special Resolutions that are being presented under items 9 and 10 and would like to thank Harry for all of the work that he has put in to ensure that we comply with the requirements of the Charity Commission. I hope that you will be happy to support these resolutions.

5. Presentation of the Annual Accounts (Honorary Treasurer)

Mr Quirk reported that in 2020 we received subscriptions and donations of £1500. We recovered a little in Gift Aid tax and we had significant interest in the period due to the maturity of a Bond. The total year-end income was £2940.

In terms of expenditure, the assistance claims that we made were also significantly different to the year before and we have only given out claims of £440.00. In terms of Institute subscriptions paid, these were slightly more than the previous year at £398.00. Total expenditure was therefore £838.00 and the excess of income over expenditure was £2102.00.

With regard to our current assets, we have a small debt of £99.00 but we have cash at bank of around £100,000 which is the level that we like to maintain. We were slightly below this figure bearing in mind that we have not had the opportunity to do any significant fund raising. This does however still leave us with a healthy surplus.

We have zero creditors.

Our net current assets are £99,451 and this is all in unrestricted funds.

Summary of bank accounts to date

Santander current account at year-end is £14,175 but we made the decision to move one of the accounts, which was giving less interest, into the current account to give us more flexibility. Our Skipton Building Society account has increased by the level of interest, similarly for the Skipton Building Society two year Bond and the Cambridge & Counties Bonds.

6. Adoption of the Annual Accounts

The Annual Accounts for 2020 were adopted with 27 (17) votes in favour and 0 votes against.

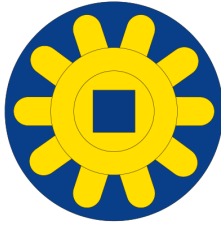
7. Election of Board Members and Office Holders

7.1 Board Members

Ms C E Bull
Mr P Crowther
Mr G Elliott
Mr J Hansen
Mr S Poucher
Prof R A Smith

7.2 Chair

Mr P Wallace



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7.2 Honorary Secretary

Dr H Harper

7.3 Honorary Treasurer

Mr K Quirk

The Chair advised that all Board Members have agreed to continue serving. It was felt that the Board is the right size at the moment but, any other members who would like to join the Board, were asked to get in touch.

With 26 (17) votes in favour and 0 votes against, the Board and Office Holders were re-elected as listed above.

8. **To appoint Mr A M Clifford FCA of DNG Dove Naish as Independent Examiner of the Annual Accounts**

Mr Clifford was unanimously appointed as Independent Examiner of the Annual Accounts.

9. **To agree subscriptions for 2022**

Dr Harper explained that the Board had discussed the fees and felt that the annual membership fee should remain at £5.00 but that the Life membership should be increased to £50.00. It was noted that the Life membership fee has not changed since the Fund was started in 1989.

On a proposal by Mr Wallace, seconded by Prof Smith and with 25 (17) votes in favour, the motion was carried.

10. **Special Resolution: To include Board members in the quorum for General Meetings of the Fund**

Dr Harper read out the following proposal which had been circulated to members prior to the AGM:

That Rule 18(c) of the Benevolent Fund Rules be amended by deleting the phrase "in addition to any members of the Board."

The amended Rule would be:

"The quorum at a General Meeting shall be five members present in person."

Supporting Statement

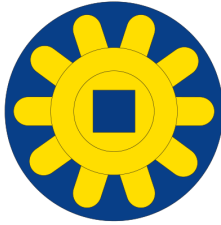
In recent years difficulty has been experienced in obtaining a quorum at Annual General Meetings of the Benevolent Fund. AGMs have been held in conjunction with BINDT Council meetings, BINDT Conferences and by Zoom. Members are located across the UK and elsewhere and many find difficulty in being present at AGMs. Feedback suggests that members are generally satisfied with the management and operation of the Fund and regard the AGM as being routine without being motivated to attend and participate. Paradoxically the members of the Board, who are the most active members of the Fund, are currently excluded from the quorum. The resolution aims to correct this anomaly.

Whatever the reason for the difficulty, it is important that General Meetings of the Fund are quorate. If this is not the case at the second attempt, the Fund cannot legally operate as a registered charity and must appeal to the Charity Commission for special measures to be put in place. This would have an immediate, adverse effect on the important charitable work of the Fund.

The proposed amendment to the Rules of the Benevolent Fund is permitted by the Charities Act 2011, Guidance published by the Charity Commission and by the existing Rules, all of which regulate the affairs of the Fund.

This Special Resolution, requiring an alteration to the Rules, requires the assent of two-thirds of the Members present and voting at the AGM.

The Board of trustees recommends that you vote in favour of this resolution.



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Discussion followed. Mr Sinclair believed that the only reason for the exclusion of Board Members in the quorum was because of the risk of Board members agreeing something without it being voted on by all the members. He also questioned the statement '..... present in person' as the Charity Commission have amended this requirement to cover presence at virtual meetings. He suggested that the wording 'present in person' could be removed.

With regard to Mr Sinclair's first point about the exclusion of Board Members in the quorum, Dr Harper clarified that we are required to hold an AGM and inform every Benevolent Fund member that the meeting is taking place as well as advising them of the business to be discussed. It is therefore not possible for Board Members to do anything without the knowledge of every member.

With regard to 'present in person' the Board did discuss the possibility of proxy votes as a way of getting around this but, on balance, the Board felt that it was not worthwhile to have proxy voting. However, this could be introduced if it is what the members would like.

Prof Smith reminded the meeting that the issue of holding virtual meetings was addressed at the AGM last year and the term 'present in person' includes those members who were present at a Zoom meeting. Mr Sinclair replied that he was happy with this clarification.

Dr Farley proposed an amendment to the Special Resolution and that it should read:

"The quorum at a General Meeting shall be five members present."

This was seconded by Mr Hansen and with 25 (17) votes in favour and 0 votes against, the motion was carried.

Dr Harper clarified that only paid up members of the Benevolent Fund were entitled to vote at the AGM and it should be borne in mind that not everyone present today was a voting member. Voting members of the Benevolent Fund were asked to raise their hand electronically whilst a count was taken. It was confirmed that 19 participants had raised their hand to indicate that they were a member of the Benevolent Fund.

Afternote: Following a check of the database, a discrepancy in the number of those indicating Benevolent Fund membership was found. The actual number of Benevolent Fund members present at the AGM was 17.

The voting figures in these minutes give in plain text the number of people present who raised their hands, followed in highlighted text by the number of those entitled to vote.

11. Any other business

Dr Harper informed the meeting that Mr Peter Wallace had been awarded the Lifetime Achievement Award by the Institute and congratulations were recorded from Benevolent Fund members.

12. Date and time of next AGM

The 2022 AGM will be held in line with the Institute's AGM in Telford on Wednesday 7th September 2022.

The Chair closed the meeting and thanked all for attending.