



## Summary of proposed changes

### New Articles of Association

1. This paper provides an explanation of the proposed changes to the current CFOA Articles of Association.

### Background

2. The current Articles of Association were adopted at an Extraordinary General Meeting on 12 October 2017.
3. The main reason for updating the Articles of Association is to change the name of the charity and company from the 'The Chief Fire Officers' Association' to the 'The National Fire Chiefs Council' (which is more widely recognised). However, that also created an opportunity to generally review the Articles and to make other amendments, which may be required.
4. No changes to content are being proposed to the 'Objects', powers or dissolution clauses that currently sit within the separate schedule comprising a Memorandum of Association. The Charity Commission's consent would be required if changes were to be made to these sections.

### Summary of proposed changes

5. All tracked changes can be seen at Annex A; the main changes are summarised below:
  - Terminology – CFOA is replaced throughout with NFCC.
  - The document no longer has a separate schedule comprising a Memorandum of Association. All provisions are now incorporated into the main body of the Articles, in accordance with current law<sup>1</sup> (therefore although 'aims and purposes' provisions at Articles 2-7 are underlined as new, they have been taken from the old Schedule).
  - Changing the way that Trustees are appointed from being based on the governance models of the UK fire and rescue services to being skills based. This been raised and discussed in detail by the current Trustees over the last year and Trustees believe this change will help to ensure that the charity is governed most effectively and will also ensure a better representation of its membership and utilise the skills within the membership. The proposal also increases the number of independent trustees on the board which will help to ensure the appropriate levels of scrutiny for the organisation and

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<sup>1</sup> Section 28 of the Companies Act 2006 states that for existing companies' provisions of old Memorandums of Association are now treated as provisions of their Articles of Association.

a balance between serving members and independents. All Trustees will be recruited based on their skills and competencies and the requirement of the board of trustees at the time of recruitment. As part of the ongoing work to ensure the most effective governance of the charity the Trustees are introducing an evaluation process for the board and Trustees along with a comprehensive induction package and ongoing training.

- The introduction of new provisions for 'Hybrid meetings' and 'Meetings at more than one location', to allow for post-Covid ways of running General Meetings (Articles 29-37).
- Trustee tenure to be for an initial 3-year period with the potential to extend for a further two 3-year periods (Article 54) with appointments to be made in accordance based on skills and competencies (Article 57).
- Increasing the potential tenure of the Chair of Trustees to eight years in order to maintain stability of the board. This would be the maximum term any Trustee could serve and could not be extended by any break in terms.
- The re-naming of the current committee, known as the National Fire Chiefs Council, to 'The Chiefs Council', to differentiate it from the Charity itself.
- To more clearly define the role of 'The Chiefs Council' (Article 77).
- To remove the reference to National/Regional Grouping.
- Inclusion of sections on hybrid meetings and meetings at more than one location to allow the organisation to utilise new technology and offer options to support greater member engagement in recognition of the needs of the members and the UK wide status of the organisation.
- To expand the Notices section to include more details including electronic communication and notices on a website.
- Updating the eligibility for Individual Membership to explicitly include British Overseas Territories.
- Updating the eligibility criteria for Professional Partner membership.
- Removing the process detail for the payment of individual membership fees to allow the organisation to have the flexibility to amend the process as required. The setting of the fee remains unchanged with a recommendation to the general meeting.
- Removal of Articles outlining additional powers of Trustees which provided little additional benefit with the inclusion.

Two copies of the proposed Articles of Association have been included within the Annual General Meeting pack circulated with the Notice: a [tracked change copy](#) showing the changes made and a [clean copy](#) version.

This allows Members to view the changes in against the original if they wish.