**General Meeting of The Association of British Dispensing Opticians Benevolent Fund**

(registered charity number 299447) (“the **Charity**”)

**RESOLUTION**

In exercise of the power conferred by Rule 8 of the Charity’s Rules that the Rules of the Charity be amended as follows:

1. In rule 1 substitute:

“The Association of British Dispensing Opticians Benevolent Fund” for “ABDO Benevolent Fund”.

1. Rule 2 shall be deleted and replaced with:

“The object of the fund is to pay apply or appropriate the whole of the Fund to relieve and assist by donation or grants necessitous persons in all or any of the following classes:-

(i) Former members of the Association of Dispensing Opticians Limited;

(ii) Former employees of Members of the said association who are engaged in or connected with dispensing optics;

(iii) Former employees of the said association;

(iv) Former employees of the Guild of British Dispensing Opticians;

(v) Former and present members and their employees of the Association of British Dispensing Opticians;

(vi) Employees of the Association of British Dispensing Opticians;

(vii) The dependents of such persons as are specified in sub-clauses (i) to (vi) of this clause.”

1. The words “Management Committee” or “Committee” shall be replaced by the “Board of Trustees” throughout. The Board of Trustees are the Management Committee referred to in the trust deed dated 10th October 1962.
2. Rule 4 shall be deleted and replaced with the following words:

“The Board of Trustees shall consist of seven persons of whom four shall be appointed by the Board of Directors of the Association (“the ABDO Board of Directors”) (appointed trustees). The remaining trustees (elected trustees) shall be elected in such manner as the ABDO Board of Directors shall prescribe by the Benevolent Fund Members (as hereinafter defined) at the Annual General Meeting. A “trustee” means a member of the Board of Trustees.

All trustees shall hold office for a term of 3 years and are eligible to be re-elected or re-appointed but cannot serve as a trustee for more than 12 years, within which trustees may serve some time as an elected trustee and other time as an appointed trustee. A “year” in the case of an elected trustee means the period between successive Annual General Meetings. The term of office of an elected trustee shall expire at the close of an Annual General Meeting.

The Chair of the Board of Trustees shall be elected by the Board of Trustees from among the trustees for three years and can be re-elected for one further three year term. If the Chair ceases to be a trustee he immediately vacates office as Chair unless re-elected or re-appointed a trustee.”

1. In rule 7(b) the word “three” shall be deleted and replaced with “four” and the following sentences shall be added: “The Board of Trustees shall meet at least twice a calendar year. Decisions shall be taken by a simple majority of the trustees who vote in person at the meeting. The Chair shall have a casting vote. The Board of Trustees can meet by video/conference call facilities and all resolutions passed shall be as valid as if the Board of Trustees were meeting in person”.
2. Rule 7(d) shall be deleted and replaced with the following:

“The Board of Trustees shall open and operate bank accounts and other facilities for banking, which must be in the name of the Fund, and all withdrawals from any such account shall be made in accordance with regulations made by the Board of Trustees.”

1. Rule 7(h) shall be added as follows:

“The Board of Trustees shall appoint visitors to carry out assessments of potential beneficiaries. Visitors cannot be trustees and can be remunerated for their work.”

1. In Rule 8 “Council” shall be replaced with “ABDO Board of Directors”
2. There shall be a new Rule 9 added headed “Transitional Arrangements for the Board of Trustees” as follows:

“Notwithstanding any other provisions of these Rules:

1. Two additional trustees shall be elected to the Board of Trustees at the Annual General Meeting in 2019. The trustee receiving the highest number of votes shall serve as a trustee for three years and the trustee receiving the next highest number of votes shall serve as a trustee for two years;
2. The existing Chair as at the 2019 Annual General Meeting shall retire at the close of the Annual General Meeting in 2022 and shall not be eligible for re-election. A new Chair shall be elected by the Board of Trustees as soon as possible thereafter;
3. The two longest serving appointed trustees as at the Annual General Meeting in 2022 (if trustees have held office for the same periods the ABDO Board of Directors will determine which 2 trustees are to retire) shall then retire and not be eligible for re-election or re-appointment. Two new trustees shall be appointed by the ABDO Board of Directors as soon as possible thereafter; and
4. The other two appointed trustees in office at the 2019 Annual General Meeting (if remaining in office at the 2025 Annual General Meeting) shall retire at that Annual General Meeting and not be eligible for re-election or re-appointment. Two new trustees shall be appointed by the ABDO Board of Directors as soon as possible thereafter.”