

Company Number: 2874177

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

BRITISH MOUNTAINEERING COUNCIL

Incorporated the 22nd day of November 1993

Memorandum amended by Special Resolution passed on 22 April 2006

Articles amended by Special Resolutions passed on 25 April 1998,
22 April 2006, 21 April 2007, 27 April 2013, 26 April 2014 and [DATE] June 2018

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**M E M O R A N D U M
O F
A S S O C I A T I O N
O F
BRITISH MOUNTAINEERING COUNCIL**

Amended by Special Resolution passed on 22 April 2006

1. The name of the Company is British Mountaineering Council.
2. The registered office of the Company shall be situate in England and Wales.
3. The objects for which the Company is established are:
 - 3.1. To acquire the assets and undertaking of the unincorporated association called The British Mountaineering Council.
 - 3.2. To act as representative body for the sport and recreation of Climbing, Mountaineering (which shall include ski-mountaineering) and Hillwalking (hereinafter collectively referred to as 'Mountaineering') for Great Britain and to represent directly to all appropriate authorities, institutions, organisations and associations in the interests of climbers mountaineers and hillwalkers (hereinafter collectively referred to as 'Mountaineers').
 - 3.3. To encourage promote and develop the interests of British Mountaineers and their activities and to act as a forum for Members of the Company.
 - 3.4. To encourage promote and develop access to cliffs and crags, mountains and hills of all descriptions for all Mountaineers.
 - 3.5. To encourage promote and undertake the writing publication and dissemination of information relating to Mountaineering.
 - 3.6. To encourage promote develop and undertake works and techniques to safeguard and conserve the environment within which cliffs crags mountains

and hills of all descriptions are located.

- 3.7. To encourage and promote amongst Mountaineers the fullest regard for the mountain environment and wilderness values.
- 3.8. To encourage and promote safety and good practice in all aspects of Mountaineering.
- 3.9. To provide or promote facilities for climbing and training and instruction.
- 3.10. To oversee, organise and control climbing competitions in the United Kingdom
- 3.11. To make financial grants or awards to any person group or organisation in pursuit of the objects of the Company.
- 3.12. To provide and arrange insurance services, travel facilities and other services for Members of the Company.
- 3.13. To adopt such means of making known and advertising the activities of the Company as may seem appropriate.
- 3.14. To purchase, lease or otherwise occupy and use, hold, sell or lease any freehold or leasehold property for the use of the Company and those engaged by the Company to effect its objects and otherwise for the benefit of Members.
- 3.15. To raise and receive money for the purposes of the Company by borrowing and on such terms and on such securities as may be thought fit and by subscriptions, sponsorships, guarantees, gifts or donations in response to public or private appeals or otherwise and in relation to such gifts or donations to accept the same either unconditionally or subject to such conditions as may be agreed but so that no conditions shall be inconsistent with the terms or provisions of this Memorandum of Association.
- 3.16. To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- 3.17. To construct maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- 3.18. To undertake and execute any charitable trust which may lawfully be undertaken by the Company.

- 3.19. To establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Company or calculated to further its objects.
 - 3.20. To lend money to and take security for such loans from and to guarantee or give security for the performance of contracts and obligations by any charitable organisation or body.
 - 3.21. To subscribe for, either absolutely or conditionally, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
 - 3.22. To purchase or otherwise acquire and take over all or any part which the Company may lawfully acquire or take over of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies.
 - 3.23. To act in concert or make any arrangements with any authority, institution, organisation or association with a view to promoting the objects of the Company.
 - 3.24. To provide indemnity insurance to cover the liability of the Directors:
 - 3.24.1. which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company;
 - 3.24.2. to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986.
 - 3.25. To do all such things as are incidental or conducive to the attainment of the Objects of the Company or any of them.
- 4.** The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company to any Officer or Servant or Member of the Company in return for any services actually rendered to the Company or

by way of payment of interest at a rate not exceeding the base rate of Barclays Bank Plc or any other payment made in good faith but so that no director of the Company shall be appointed to any salaried office of the Company or be paid any remuneration or any benefit in money or monies worth nor shall any such payment be made to any firm or company of which a director is a member or director save for repayment of out of pocket expenses and interest at the rate aforesaid on moneylent.

5. The liability of the Members is limited.
6. Every Member of the Company (as defined in the Articles of Association) undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Company contracted before he ceased to be a Member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding (£1.00) One pound in the case of each Member.
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some recreational or sporting institution or institutions situate or registered in Great Britain having objects similar to the Objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provisions, then to some other recreational or sporting object.

THE COMPANIES ACTS 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
BRITISH MOUNTAINEERING COUNCIL**

Amended by Special Resolutions passed on 25 April 1998, 22 April 2006, 21 April 2007, 27 April 2013 and 26 April 2014.

1. GENERAL

1.1. In these Articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Act	The Companies Act 2006.
The Statutes	The Act and every statutory modification or re-enactment thereof for the time being in force.
These Articles	The Articles of Association, and the Bye-laws of the BMC from time to time in force.
Bye-laws	Those resolutions of the BMC in General Meeting relating to and intended to clarify amplify or define any matter contained mentioned or referred to in the Articles of Association.
Regulations	Those resolutions of National Council intended to regulate its own proceedings or those of any Area Meeting <u>[DELETED]</u> .
The BMC	The above-named Company.
National Council	The <u>consultative</u> body <u>on behalf of the members</u> of the BMC described in Article 15.

The Board	The board of Directors described in Article 20.3.
Committee	A Committee within the meaning of Article 40.
Area	A geographic region defined by National Council pursuant to Articles 12, 19 and 42.
Area Meeting	A meeting of the Members in a particular Area within the meaning of Articles 12 and 43.
Councillor	Member of National Council.
a Director	<u>a director of the BMC for the purposes of the Act and Directors means all the directors of the BMC</u>
The President	The President of the BMC.
Vice-President	A Vice-President of the BMC.
The Treasurer	The Honorary Treasurer of the BMC.
The CEO	The Chief Executive Officer of the BMC.
The Elected Officers	The Persons specified in Article 13.2.
Independent Directors	Those persons appointed in accordance with the provisions of Article 21.
Individual Members	Those Members described in Article 5.1.
Club Members	Those Members described in Article 5.2.
Associate Members	Those Members described in Article 5.3.
Affiliated Clubs	Those clubs described in Article 6.
Voting Members	Individual Members and Club Members.
Members	Voting Members and Associate Members.
The Annual Accounts	The annual income and expenditure account of the BMC and a balance sheet as at the relevant Account Date.
The Account Date	31 st December in each year.
The Annual Report	A report to be presented to the BMC at its Annual General Meeting by the CEO on the activities of the BMC during the calendar year prior to that Annual General Meeting.

The Office	The registered office of the BMC.
Patron	A person who has provided exceptional support and assistance to the BMC and whom the BMC wishes to recognise and honour by bestowing such title upon him.
Mountaineering	The meaning set out in clause 3.2 of the Memorandum of Association.
The Seal	The Common Seal of the BMC.
The Official Magazine	“Summit” Magazine or such other periodical as National Council shall from time to time designate as the BMC's official magazine.

- 1.2. Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.
- 1.3. Subject to the aforesaid, any words or expressions defined in the Statutes in force at the date on which these Articles become binding on the BMC shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 1.4. The headings in these Articles are inserted for convenience only and shall not affect the construction or interpretation hereof.

OBJECTS

2. The BMC is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. **Unlimited Number**

For the purpose of registration the number of Members of the BMC is declared to be unlimited.

4. **Applications**

The provisions of Section 113 of the Act or any statutory modification or re-enactment thereof shall be observed by the BMC and every person or organisation applying to be a Member of the BMC and every club applying to affiliate to the BMC (not having subscribed to the Memorandum and Articles of Association or otherwise being an initial member on the date of incorporation) shall submit a written application in such form and containing such particulars as the BMC may from time to time determine. The BMC may in its absolute discretion accept or reject any person or body applying for membership or any club applying to affiliate.

5. **Classes of Membership**

The Membership of the BMC shall consist of Individual Members, Club Members and Associate Members.

- 5.1. **Individual Members**

- 5.1.1. Any persons of any nationality with an interest in Mountaineering shall be eligible to be an Individual Member of the BMC on payment of the appropriate membership fee.

- 5.1.2. The BMC may on recommendation of National Council invite persons to become Honorary Members of the BMC and Honorary Members shall not be liable to pay a membership fee but shall be entitled to all the privileges and services provided to other Individual Members.

- 5.1.3. National Council may invite persons to become Patrons of the BMC and Patrons shall not be liable to pay a membership fee but shall be entitled

to all the privileges and services provided to other Individual Members.

5.1.4. Any Club Member shall be entitled to be upgraded to an Individual Member on payment of the appropriate upgrade fee and shall be entitled to all the privileges and services provided to other Individual Members.

5.2. Club Members

5.2.1. All those members of an Affiliated Club listed in the returns made by that Affiliated Club to the BMC shall become Club Members on payment by the Affiliated Club to the BMC of the appropriate membership fee.

5.2.2. Such Club Members shall be entitled to be upgraded to Individual Members on payment of the appropriate upgrade fee and shall be entitled to all the privileges and services provided to other Individual Members.

5.3. Associate Members

5.3.1. Any company, organisation, club, association or business wishing to be affiliated to the BMC but not being eligible to become an Affiliated Club shall be entitled to apply to be an Associate Member on complying with such requirements as are from time to time specified by National Council in Regulations appertaining thereto and payment of the appropriate membership fee but shall not be entitled to the privileges and services available to Voting Members save any that are from time to time specified by National Council in Regulations appertaining thereto.

5.3.2. Any partnership or unincorporated association wishing to apply to be an Associate Member shall nominate a member of that partnership or unincorporated association to make application to the BMC on behalf of that partnership or unincorporated association and on acceptance that person shall be designated an Associate Member and shall thereupon be entitled to exercise all the rights of membership of the BMC on

behalf of that partnership or unincorporated association until such time as that person shall be replaced by a new representative nominated by that partnership or unincorporated association to be Associate Member in his place and the BMC shall accept as valid and binding evidence of such nomination a letter signed by any two partners of that partnership or by the president or chairman of that unincorporated association and countersigned by the secretary of that unincorporated association.

5.4. Acceptance

The CEO shall notify every new Individual Member, Associate Member and Affiliated Club that his application has been accepted and that such membership or affiliation shall be confirmed on payment of the appropriate membership fee and he shall thereupon be bound by these Articles and by the Memorandum of Association of the BMC whether or not he shall have signed a written statement to that effect.

6. Affiliated Clubs

6.1. A club or other association (hereinafter referred to as 'club') shall be eligible to affiliate to the BMC as an Affiliated Club if:

6.1.1. its principal object is Mountaineering; and

6.1.2. its headquarters are in Great Britain; and

6.1.3. it is controlled by its own members;

or in the opinion of National Council its affiliation would be in the best interests of the BMC notwithstanding that it fails to meet one or more of the foregoing criteria.

6.2. An Affiliated Club shall file with the BMC returns stating the number of members of the Affiliated Club resident in the United Kingdom (and shall be entitled to include members resident elsewhere), their names and addresses and such other information as the BMC may from time to time require and at such times and for such periods as the BMC may from time to time require and shall pay the appropriate membership fee on behalf of the members of that club included in such return whereupon those members shall be admitted as Club Members of

the BMC entitled to the privileges and services from time to time provided to Club Members.

- 6.3. In the event of the BMC being wound up an Affiliated Club shall on demand pay to the BMC the sum guaranteed by clause 6 of the Memorandum of Association on behalf of those members of the Affiliated Club who have been included in a return filed with the BMC by that Affiliated Club pursuant to Article 6.2 at any time within the preceding period of one year.

7. Subscriptions

- 7.1. Every Individual Member, Associate Member and Affiliated Club shall pay to the BMC such single annual or other periodic subscription as the BMC may from time to time determine and shall accept the terms and conditions of membership appertaining to the appropriate class of membership or any changes therein. Any annual subscription shall be due and payable in the case of an Individual Member on the anniversary date of his becoming a member and in the case of other Members on the day following the Account Date or such other date as may be determined by National Council.
- 7.2. If two or more Individual Members cohabit as a family they may be eligible to pay a reduced subscription at such rate as National Council may from time to time determine. The **Board** shall be the sole arbiter of whether such Individual Members constitute a family and its decision shall be final.
- 7.3. Members shall pay to the BMC such fees or sums in respect of the use of any of the facilities, activities or services of the BMC as National Council may from time to time determine.

8. Non-Payment

- 8.1. If an Individual Member shall resign or shall fail to pay his subscription when the same is due he shall not be entitled to exercise any of the rights conferred on him by these Articles or the Statutes and his name shall be erased from the Register of Members.
- 8.2. If an Associate Member shall resign or shall fail to pay his subscription when the same is due he shall not be entitled to exercise any of the rights conferred on

him by these Articles or the Statutes and his name shall be erased from the Register of Members.

- 8.3. If an Affiliated Club shall fail to pay subscription for its members or to file a return pursuant to Article 6.2 for three calendar months after the same is due its members shall not be entitled to exercise any of the rights conferred on them by these Articles or the Statutes as Club Members and National Council may resolve to erase their names from the Register of Members and such club shall thereupon cease to be an Affiliated Club.

9. Expulsion

- 9.1. National Council may at any time by written notice sent by pre-paid post to his last known address request a Member to withdraw from membership of the BMC. Such notice shall be sent only if the majority of Councillors present and voting at a properly convened and constituted meeting of National Council so decide and must specify the reason for the request and advise that Member of his right to make representations to National Council.
- 9.2. Any Member requested to withdraw from membership by National Council shall be entitled to submit written representations to National Council as to why he should remain a Member; such representations to be delivered to the CEO within one calendar month of the date of the notice requesting him to withdraw.
- 9.3. If any Member requested to withdraw from membership under Article 9.1 shall fail to deliver to the CEO written representations as to why he should remain a Member within the time for so doing that Member shall thereupon cease to be a Member and his name shall be erased from the Register of Members.
- 9.4. Any Member who is requested to withdraw from membership under Article 9.1 and shall make written representations within the time for so doing shall remain a Member until such time as a properly convened and constituted meeting of National Council shall consider such representations and confirm or reverse its decision.
- 9.5. In the event of National Council confirming its decision following consideration of representations made by such Member that Member shall thereupon cease to

be a Member and his name shall be erased from the Register of Members and he shall be notified accordingly.

9.6. National Council may similarly and in like manner to the procedure set out in Article 9.1 notify an Affiliated Club of its intention to terminate the affiliation of that club and thereby terminate the membership of those Club Members who are members of that Affiliated Club and similar provisions to those contained in Articles 9.2 to 9.5 inclusive shall apply.

10. Rights of Members

The rights and liabilities of Members shall not be transferable.

11. Voting Rights

Voting Members of the BMC shall be entitled to vote at General Meetings of the BMC on the following basis:

11.1. Voting Members aged not less than 18 years shall each be entitled to a single vote but Voting Members aged less than 18 years shall not be entitled to vote.

11.2. Associate Members and Affiliated Clubs shall not be entitled to a vote.

12. Right to Attend Area Meetings

National Council shall notionally divide England and Wales into geographical regions known for these purposes as Areas to facilitate democratic debate between those Members resident in a particular Area or otherwise entitled to attend Area Meetings in that Area and for the purposes set out in Article 41.

OFFICERS

13. Elected Officers and CEO

13.1. For the purpose of the Act the Directors of the BMC shall be the Elected Officers, the Independent Directors and those persons nominated by National Council pursuant to Article 20.3.4 and the Company Secretary shall be the CEO.

13.2. The Elected Officers of the BMC whose positions shall be honorary and who shall be elected by the Voting Members at an Annual General Meeting of the BMC shall comprise:

13.2.1. a President;

13.2.2. not more than 3 Vice-Presidents;

13.2.3. a Treasurer.

13.3. The CEO shall be a full-time employee of the BMC appointed by the **Board** to be the Senior Executive Officer of the BMC.

13.4. The **Board** may appoint such other employees and volunteers and on such terms as it may from time to time think fit.

13.5. None of the Elected Officers or those persons nominated by National Council pursuant to Article 20.3.4 shall be entitled to hold the same office for more than three consecutive years save that the Honorary Treasurer may hold office for a maximum of five consecutive years and none shall be eligible for election to a different office until the expiry of one year from the date when they last held office save that a Vice-President shall be eligible for election to the office of President in which case such person shall not serve for more than six consecutive years, three in each office.

14. Non-Executive Vice-Presidents

14.1. National Council shall have power to appoint and dismiss one or more Non-Executive Vice-Presidents from time to time for such term and such purposes as National Council shall determine and such positions shall be honorary.

14.2. Any Non-Executive Vice-President so appointed shall not be a director of the BMC and shall not be a member of the **Board** or National Council.

NATIONAL COUNCIL

15. Purpose and Composition

15.1. The **broad strategy** of the BMC shall be decided by National Council which shall meet not less than three times each year and shall **consult with** the **Board** and **represent the interests of the Members to the Board.**

15.2. National Council shall consist of:

15.2.1. the Elected Officers;

15.2.2. the CEO;

15.2.3. two representatives from each Area; and

15.2.4. not more than five additional members who may be co-opted by the other Councillors but whose appointment must be confirmed annually by National Council and no co-opted Councillor shall be eligible to serve as such for more than five consecutive years.

15.3. The Independent Directors shall be entitled to attend all meetings of National Council, to receive all papers and reports distributed to Councillors and to speak at meetings but not to vote.

15.4. National Council may invite other individuals or may invite organisations to appoint a representative to attend meetings of National Council whether on a regular or an occasional basis as an observer and such persons shall be entitled to speak but not to vote.

16. Eligibility

No person shall be eligible to serve as an Elected Officer or a Councillor unless that person is either an Individual Member or a Club Member.

17. Disqualification

The office of any Councillor, Elected Officer or Independent Director shall be vacated if:

17.1. a receiving order is made against him or he makes any arrangements or composition with his creditors;

17.2. he becomes of unsound mind;

17.3. he ceases to be eligible under the provisions of Article 16;

17.4. he resigns his office;

17.5. he becomes prohibited from holding office by reason of any Court Order made under the Companies Act 2006;

17.6. he is convicted of any criminal offence other than a road traffic offence; or

17.7. he is removed from office by resolution duly passed pursuant to Section 168 of the Act.

18. Powers and Duties of CEO and Treasurer

18.1. The **Board** shall have power to appoint and remove the CEO on such terms as the **Board** shall from time to time determine and to

appoint or dismiss such employees or consultants as it thinks fit and (subject to the approval of or ratification by National Council) to determine the powers and duties of the CEO and Treasurer.

18.2. The CEO and Treasurer shall report to and be responsible to the **Board** (and shall also report to National Council and the Members in General Meeting as provided for elsewhere in these Articles) and all other employees or consultants of the BMC shall report to the CEO and in the case of those involved with the BMC finances to the Treasurer and the Finance sub- committee and in the case of those involved in the work of a specialist Committee to that Committee and its chair.

19. Powers Regarding Areas

National Council shall be entitled to form, to vary and to disband Areas and Area Meetings on such basis as the National Council shall from time to time decide.

POWERS AND DUTIES OF THE BOARD

20. Composition and Management Responsibilities

20.1. The business of the BMC shall be managed by the **Board** in accordance with the policies adopted by National Council the members of which may collectively as the **Board** exercise all such powers of the BMC as may be prescribed by the BMC in General Meeting and as are not by the Act or by these Articles required to be exercised by the BMC in General Meeting subject nevertheless to the provisions of the Act and these Articles not being inconsistent with the aforesaid provisions.

20.2. Notwithstanding the provisions of Article 20.1 no resolution made by the BMC in General Meeting shall invalidate any prior act of the **Board** which would have been valid if that resolution had not been made.

[DELETED]

- 20.3. The **Board** shall consist of:
- 20.3.1. the Elected Officers;
 - 20.3.2. the CEO;
 - 20.3.3. the Independent Directors; and
 - 20.3.4. not more than three other persons as National Council shall from time to time appoint.
 - 20.3.5. the quorum of the **Board** shall be five persons.

21. Independent Directors

- 21.1. Following each Account Date the **Board** shall consider the particular skill sets of individual members of the **Board** and those that may be appointed at the next following Annual General Meeting with the intention of identifying any specific skills or experience not currently or prospectively available which might complement those that are and better enable the **Board** to perform its role.
- 21.2. The **Board** shall identify by whatever means shall be approved from time to time by National Council not more than three nor less than two persons, who need not be Members, who have specific skills or experience to complement those provided by current or prospective members of **the Board** and better enable it to perform its role and who are willing to be nominated as Independent Directors.
- 21.3. The **Board** shall recommend to the Members at the Annual General Meeting in each year not more than three nor less than two individuals who are willing to be appointed as Independent Directors and in that capacity to serve as members of the **Board**.
- 21.4. Persons eligible for appointment as an Independent Director shall be individuals who are not Members or who may be or have been Members but

during the previous ten years have not served the BMC whether as an employee or in any formal or voluntary capacity.

- 21.5. Any person appointed as an Independent Director who is not already a Member shall forthwith become a Member without payment of a fee for the duration of his appointment with the intention that such person shall have the benefit of any directors and officers liability insurance policy that BMC shall procure from time to time.
- 21.6. An Independent Director shall serve for a term of one year commencing with the Annual General Meeting at which he is appointed but shall not be entitled to hold office for more than three consecutive years.

22. Finances

- 22.1. The income and funds of the BMC shall be used solely in furtherance of the Objects of the BMC and **the Board** shall form and maintain a Finance sub-committee to manage and control such funds. The Finance sub-committee shall be comprised of the Treasurer, a Chairman appointed by the **Board** (who may be the Treasurer) and such other persons as the **Board** and the Chairman shall determine and it shall deliver a full report on the BMC finances to the **Board** every month **[DELETED]**.
- 22.2. The **Board** may exercise all the powers of the BMC to borrow money and to mortgage or charge its undertaking on property or any part thereof and to issue debentures stock and other securities whether outright or as a security for any debt, liability or obligation of the BMC or of any third party.
- 22.3. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the BMC shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the **Board** shall from time to time by resolution determine.

23. Contingency Fund

- 23.1. The **Board** shall have the power to establish a Contingency Fund for the purpose of providing for any deficit which may arise on the BMC's operations in any financial year or for any unforeseen contingency.
- 23.2. The **Board** shall make regulations for the establishment and control of the Contingency Fund if and when it is decided to establish such fund.

24. Information and Reports

The **Board** shall:

- 24.1. keep minutes of meetings and shall present appropriate minutes and reports to the BMC and shall cause budgets to be prepared, proper books of account to be kept of all income and expenditure and of all dealings with the assets of the Company; and
- 24.2. shall ensure that in respect of each accounting period the Annual Accounts are prepared and audited and the Annual Report is prepared and that both are submitted to and approved by National Council and are then presented to the Annual General Meeting in the year following that to which they relate; and
- 24.3. shall deliver a report **for information purposes only** to National Council at every meeting of the National Council on the finances of the BMC, the work undertaken by the **Board** and decisions made by it during the period since the last meeting of National Council and on that which is anticipated prior to the next meeting of National Council **[DELETED]**

25. Committees

- 25.1. **The Directors may delegate the administration of any of their powers to individual Directors or to committees of Directors and any such delegated authority must be used in accordance with any rules and terms of reference that the Directors impose. Notwithstanding the generality of this power of delegation, the Directors shall establish:**
- 25.1.1. **a Finance Committee to oversee the financial management of the Company;**

- 25.1.2. a Nominations Committee with responsibility for advertising and making nominations for senior personnel;**
- 25.1.3. any other specialist committees with the approval of National Council.**
- 25.2. The Board shall determine the terms of reference for any such committees and their membership and may co-opt any person or people who are not Directors to serve on a committee, but any such committee must have at least one Director on it at all times.**
- 25.3. All acts and proceedings taken under such delegated authority must be reported to the Directors as soon as reasonable and the Directors remain responsible for the actions of that committee.**
- 25.4. Any committee of the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned including a Director and the chairman of the specialist committee (in the case of a meeting of a specialist committee).**
- 25.5. Every specialist committee shall present to National Council at its year end meeting a Report and Forward Plan detailing the work undertaken by that specialist committee during the previous twelve months and that which it proposes to undertake during the next twelve months. Such annual reports shall indicate the extent to which that specialist committee has achieved targets recorded in the Forward Plan for that year or has deviated from what was proposed in the Forward Plan for that year and the reasons for any such deviation.**

26. **Minutes**

The **Board** shall cause minutes to be made in books provided for the purpose of:

- 26.1. all meetings of the BMC, National Council, the **Board** and of any other Committee; and
- 26.2. the names of the Members present at each General Meeting of the BMC, of the Councillors present at each meeting of National Council and of those persons in attendance at any meeting of any Committee; and
- 26.3. all resolutions and proceedings at all meetings of the BMC and of National Council, the **Board** and of any Committee.

27. Access to Records

- 27.1. The accounting records of the BMC and minutes of the meetings of the BMC and of the **Board**, National Council and other Committees and other books and records shall be kept at the Registered Office of the BMC or, subject to Section 388 of the Act, at such other place or places as the Councillors think fit and shall always be open to the inspection of the Councillors.
- 27.2. The Councillors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the said accounts minutes and books or any of them shall be open to the inspection of Members not being Councillors and no Member (not being a Councillor) shall have any right of inspecting any account or minute or book or document of the BMC except as conferred by statute or authorised by the Councillors or by the BMC in General Meeting.
- 27.3. Save to the extent that they are agreed by the **Board** to be confidential (if at all and for whatever reason) BMC policy that is adopted by National Council shall be published and available to Members.
- 27.4. Those Reports and Forward Plans of Specialist Committees that have been approved by National Council shall be published and available to Members.

28. Seal

The **Board** shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the **Board** and in the presence of any two of the Elected Officers or any

one Elected Officer and the CEO both of whom shall sign every instrument to which the Seal shall be so fixed in their presence and in favour of any purchaser or person bona fide dealing with the BMC such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

POWERS AND DUTIES OF COUNCILLORS

29. Powers Regarding Membership

The Councillors shall have the power (and the right to delegate such power to the **Board**):

- 29.1. to admit to membership individuals and other organisations as defined in Article 5 and to invite patrons and to nominate honorary members for election by General Meeting and to allow clubs to affiliate;
- 29.2. to be the sole judge of eligibility under these Articles and shall be entitled to refuse admission irrespective of eligibility under Articles 5 and 6;
- 29.3. to determine if membership has lapsed; and
- 29.4. to determine the membership of any Member and the affiliation of any Club pursuant to Article 9.

30. Appointments

The Councillors shall have power to make appointments to fill casual vacancies for the posts of the Elected Officers and persons so appointed shall hold office until the next Annual General Meeting.

31. Regulations

The Councillors shall be entitled to make Regulations **only in respect of the conduct of meetings of the National Council and Area Meetings** and any such Regulation shall be of full force and effect immediately upon its adoption by National Council.

32. Limited Powers When Not Quorate

The Councillors for the time being may act notwithstanding any vacancy in their body provided always that in case the Councillors shall at any time be or be reduced in number to less than the minimum number prescribed by Article 35 it shall be lawful for them to act as National Council for the purpose of admitting persons to membership of

the BMC, of filling up vacancies in National Council or of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF NATIONAL COUNCIL

33. Meetings and Voting

The Councillors may meet together for the despatch of business, adjourn and otherwise regulate by standing orders or in any other way their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

34. Extent of Powers

A meeting of National Council at which a quorum is present shall be competent to exercise all the authorities' powers and discretions by or under these Articles for the time being vested in National Council generally.

35. Quorum

The quorum necessary for the transaction of the business of National Council shall be ten Councillors.

36. Working Parties

National Council may appoint working parties or individuals to investigate particular problems or organise specific events but these working parties shall in no sense be regarded as Committees and any such individual shall in no sense be regarded as a Councillor simply as a result of such appointment.

[DELETED]

37. Validity of Actions

All acts bona fide done by any meeting of National Council or of any Committee or by any person acting as a Councillor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Councillor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Councillor.

38. Written Resolution

A resolution in writing signed by all the Councillors for the time being or by all the members for the time being of any Committee who are entitled to receive notice of a meeting of National Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of National Council or Committee duly convened and constituted.

PROCEEDINGS OF THE BOARD

39. Proceedings

39.1. The provisions of Articles 33, 34, 36, 37 and 38 shall apply equally to the proceedings of the **Board** as if the same were reprinted herein with the term "**Board**" substituted for that of "National Council".

39.2. At every meeting of National Council the **Board** shall present an

accurate report of its activities and proceedings since the date of the last preceding meeting of National Council and of those which are anticipated prior to the next meeting of National Council and shall procure that the CEO presents a similar report relating to his own work and that of his staff and that the Treasurer presents a report on the BMC finances such reports being for information purposes only.

POWERS OF NATIONAL COUNCIL TO DELEGATE

40. **The National Council shall have power to delegate any of its activities to the Board as it may determine from time to time. [DELETED]**

AREA MEETINGS

41. **Purpose**

Area Meetings shall be convened for the following purposes:

- 41.1. to act as the prime forum in which Members may make their views known and to communicate those views to National Council;

- 41.2. to report to the Members in that Area the views decisions and activities of National Council, the **Board** and the CEO;
- 41.3. to discuss local issues and to liaise with other organisations with an interest in such issues and to represent the policies of the BMC in connection with such issues; and
- 41.4. to elect representatives to serve on National Council.

42. Areas

- 42.1. Subject to the powers of National Council pursuant to Article 19 to form, vary or disband any Area, the Areas shall be: Cymru/Wales; Lake District; London and South East; Midlands ; North East; North West; Peak District; South West and Southern; and Yorkshire, or such alternative Areas as National Council shall from time to time decide.
- 42.2. Subject to compliance with its obligations regarding the holding of Area Meetings pursuant to Article 44, the chairman of an Area shall be entitled to convene "outreach" meetings at such locations within an Area as he deems appropriate to facilitate discussion of local issues and, so far as is applicable, such outreach meetings shall be conducted in accordance with the provisions of Articles 43 to 48 inclusive.

43. Attendance

- 43.1. Participation in each Area Meeting shall be open to all Voting Members resident in that Area (save those that have elected by notice to the CEO to attend Area Meetings for a different Area) and those Voting Members resident elsewhere who have elected by notice to the CEO to attend Area Meetings for that Area instead of those for the Area within which they reside.
- 43.2. Each Associate Member shall be entitled to nominate a representative to attend any Area Meeting.
- 43.3. The voting rights of Members attending an Area Meeting shall be as stated in Article 11.

44. Meetings

- 44.1. Each Area Meeting shall be subject to such Regulations for the conduct and

procedure of meetings as National Council shall from time to time decide and National Council shall be the arbiter in any dispute concerning any matter relating to an Area or Area Meeting.

44.2. Area Meetings shall be either Ordinary Meetings of which not less than seven days notice shall be given to all Members entitled to attend and to National Council or an Annual General Meeting of which not less than twenty eight days notice shall be given to all Members entitled to attend and to National Council.

44.3. Each Area shall hold an Annual General Meeting at least once in every calendar year not later than fifteen months after the last preceding Annual General Meeting and shall hold not less than four Ordinary Meetings in every calendar year.

45. Officers and Representatives

45.1. Each Area shall have a Chairman and an Honorary Secretary who shall be elected at the Annual General Meeting of that Area. Each person duly elected shall hold office until the next Annual General Meeting. No person may hold office for more than five consecutive years.

45.2. At the Annual General Meeting of each Area there shall be elected two persons from the Area to serve on National Council. No such person shall be elected to represent the Area for more than five consecutive years.

45.3. No person shall be eligible for election to any office pursuant to Articles 45.1 and 45.2 unless that person is resident in that Area or has elected to attend Area Meetings for that Area pursuant to Article 43.1.

45.4. The provisions of Article 17 shall apply to any person holding office pursuant to Articles 45.1 and 45.2.

46. Proceedings

46.1. The Quorum for an Annual General Meeting or an Ordinary Meeting at an Area Meeting shall be not less than five Voting Members entitled to attend that Area Meeting.

46.2. The conduct of an Area Meeting and voting at such meetings shall be in accordance with the procedures set out in Articles 52 to 60 inclusive for General

Meetings of the BMC so far as the same are applicable except that proxy votes shall not be allowed.

47. Minutes and Reports

47.1. The **Board** shall be entitled to be represented at all Area Meetings by the CEO or a member of his staff and such person shall be entitled to speak at any such meeting but shall not be entitled to vote.

47.2. The proceedings of each Area Meeting shall be recorded in Minutes of the Meeting of which a copy shall be sent to the CEO and to every Member present at that meeting within fourteen days of the date of the meeting and to every Member entitled to attend that Area Meeting who requests a copy.

47.3. At the Annual General Meeting of an Area the Chairman shall present a report on the activities carried on in that Area since the last preceding Annual General Meeting and shall deliver a copy of that report to the CEO within fourteen days of the date of the meeting.

48. Regulations

48.1. In all its proceedings an Area Meeting shall comply with and be governed by the provisions of these Articles so far as applicable and by the Regulations made from time to time by National Council for the purpose of regulating Area Meetings.

48.2. An Area Meeting shall not be entitled to assume any of the powers and duties of National Council or to commit the BMC to any policy or action save to the extent (if any) that it be so authorised from time to time by the BMC in General Meeting or by resolution of National Council.

GENERAL MEETINGS

49. Annual General Meeting

49.1. The BMC shall hold a General Meeting in every calendar year as its Annual General Meeting at which the CEO shall present the Annual Report and the Treasurer shall present the Annual Accounts and at which Auditors shall be appointed in accordance with section 485 of the Act.

49.2. The Annual General Meeting shall be held within six months from the last Account Date and not more than fifteen months after the date of the last preceding Annual General Meeting. Subject thereto the Annual General Meeting shall be held at such time and place as may be determined by the National Council and shall be so described in the notice calling it.

50. Extraordinary General Meetings

All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

50.1. National Council may whenever it thinks fit convene an Extraordinary General Meeting.

50.2. The CEO shall convene an Extraordinary General Meeting on receipt of a requisition signed by not less than one hundred Voting Members or, in the event of a resolution to that effect, by a majority of the Voting Members present in person and voting at a General Meeting.

51. Notices and Resolutions

51.1. Not less than sixty days advance notice of the intention to hold a General Meeting shall be given to all Members of the BMC and such other persons as are entitled to receive such notice by virtue of these Articles or of the Statutes stating the place the date and the hour of such meeting and the main purposes of such meeting.

51.2. All resolutions to be submitted to a General Meeting of the BMC shall be delivered to the CEO in writing not less than forty five clear days before the date of the meeting and shall be signed by not less than twenty five Voting Members as proposers of the Resolution and failure to comply with these requirements shall render the resolution invalid.

51.3. Nominations of any candidate proposed for election to the office of President, Vice-President or Treasurer shall be delivered to the CEO not less than forty five clear days before the date of the General Meeting and shall be signed by two Voting Members of the BMC and failure to comply with these requirements shall render the nomination invalid, subject nevertheless to the provisions of Article

52.3.

51.4. Due notice pursuant to Article 64 shall be provided to all Members and such other persons as are entitled to receive such notice pursuant to these Articles or the Statutes of a General Meeting and such notice shall include the Agenda, Resolutions duly proposed for consideration and Nominations of candidates duly proposed for election, form of proxy, and, in the case of an Annual General Meeting, the Annual Report and the Annual Accounts.

PROCEEDINGS AT GENERAL MEETINGS

52. Business to be Transacted and Classification

52.1. All business transacted at a General Meeting shall be classified as ordinary or special.

52.1.1. Consideration of the Annual Accounts, the Annual Report and the reports of the Elected Officers the appointment of the Independent Directors and those persons nominated by National Council to the **Board** pursuant to Article 20.3.4 and the CEO and of the auditors, the election of the Elected Officers and the appointment of and the fixing of the remuneration of the auditors and the fixing of the rates of Members subscriptions for the following calendar year at an Annual General Meeting shall be deemed ordinary business.

52.1.2. All other business transacted at an Annual General Meeting for which neither an Extraordinary Resolution nor a Special Resolution is required by the Act shall also be deemed ordinary business.

52.1.3. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be considered special business.

52.2. At all General Meetings only the business notified in the Agenda shall be transacted and any amendments to motions set out in the Agenda must be kept within the terms of the motion and the Chairman of the meeting shall have the power to veto any amendment which substantially alters the intention of the

motion.

52.3. Notwithstanding Article 51.3 nominations for the appointment of any Elected Officer for which no valid nomination has been received by the CEO in advance of the General Meeting may be made from the floor and voted on at an Annual General Meeting and in such cases it shall be sufficient for one Voting Member to propose and one Voting Member to second the resolution.

52.4. Proposals other than those set out in Article 52.3 hereof may be made from the floor at a General Meeting and the Chairman of the meeting may take a vote on such a proposal amongst that proportion of the Voting Membership present at the General Meeting but such a vote shall not be binding on National Council and nor shall it be considered as or deemed to be a resolution of the BMC.

53. Quorum

53.1. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a General Meeting shall be considered quorate when there is in attendance not less than fifty Voting Members.

53.2. If within thirty minutes from the time appointed for the holding of a General Meeting a quorum is not present the meeting shall:

53.2.1. if convened in accordance with Article 50.2 be dissolved; or

53.2.2. in any other case stand adjourned until a time and place to be agreed by the **Board** and notice of the adjourned meeting shall be given in the same manner as of the original meeting.

54. Chairman

The President shall preside as Chairman at every General Meeting at which he is present but if he is not present or is unwilling to chair the meeting his place shall be taken by one of the Vice-Presidents or if none are present or willing to act as Chairman by some other Councillor and the choice as to which Vice-President or Councillor shall chair the meeting shall be made by those Councillors present but in the event of all the Councillors present being unwilling to act as Chairman or unable to agree on the appointment the Voting Members present shall choose a Councillor or some other

person eligible to be a Councillor who shall be present to act as Chairman provided he agrees.

55. Adjournments

The Chairman of the General Meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by such a quorate meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting but where the adjournment is for less than thirty days the Members shall not be entitled to any notice of the adjournment.

VOTING PROCEDURES AT GENERAL MEETINGS

56. Method

56.1. Any ordinary business put to the vote at the Annual General Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded either by the Chairman of the meeting or by not less than twenty Voting Members present in person.

56.2. Any special business to be put to a vote at any General Meeting shall be decided by way of a poll.

57. Polls

A poll on any motion shall be taken forthwith and the procedure for conducting a poll shall be determined in accordance with Regulations from time to time made by National Council in this particular. Any other business on the Agenda may be proceeded with whilst awaiting the result of a poll provided that the business does not bear any relation to the subject of the poll.

58. Voting Rights

In the case of a Vote whether by a show of hands or a poll every Voting Member aged not less than eighteen years present in person or by proxy shall have one vote.

59. Proxies

59.1. A Voting Member aged not less than eighteen years shall be entitled to appoint another Voting Member aged not less than eighteen years as his proxy to speak and vote for him at a General Meeting.

59.2. The form of proxy shall be in the terms approved by National Council and shall be the form provided to Members with the notice of the meeting.

59.3. A Voting Member appointing a proxy may include specific instructions as to how the proxy shall vote on named motions appearing on the Agenda or confer a discretion on the proxy.

59.4. The instrument of proxy must be lodged with the CEO not less than forty eight hours before the General Meeting to which it relates.

60. Eligibility to Vote

Any Member shall be entitled to speak at a General Meeting but if any Voting Member has not made payment of all subscription monies due by him to the BMC he shall not be entitled to vote.

ACCOUNTS AND AUDIT

61. Annual Accounts

At the Annual General Meeting in every year the Treasurer shall lay before the BMC the Annual Accounts comprising a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date which shall first have been approved by National Council. Every such balance sheet shall be accompanied by proper reports of the **Board** and the auditors. Copies of the Annual Accounts and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any documents required by law to be annexed or attached thereto or to accompany the same shall be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner prescribed in these Articles.

62. Audit

62.1. Once at least in every year the accounts of the BMC shall be examined and the

correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors.

- 62.2. Auditors shall be appointed and their duties regulated in accordance with Sections 485-488 of the Act.
- 62.3. The auditors report shall be open to inspection by any Member and be read before the Annual General Meeting at which the accounts to which it relates are presented as required by Section 495 of the Act.

NOTICES

63. Notices shall be deemed effective:

- 63.1. if posted by ordinary first class post - on the day following posting;
- 63.2. if posted by ordinary second class post - on the expiry of seven days from the date of posting;
- 63.3. if published in the Official Magazine - on the seventh day following the publication date or the date of actual publication if later; or
- 63.4. if served personally – forthwith.

64. **Length of Notice**

- 64.1. Not less than twenty eight days clear notice shall be given to all persons entitled to receive notice of any General Meeting at which business classified as special pursuant to Article 52 is to be conducted.
- 64.2. In the case of an Annual General Meeting at which business classified as special pursuant to Article 52 is NOT to be conducted not less than twenty one days clear written notice shall be given to all those entitled to receive such notice.

65. **Address for Service**

Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the BMC an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such an address but save as aforesaid and as provided by the Act

only those Members who are registered in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the BMC.

66. Effect of Non-Notification

The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding held at any Meeting.

INDEMNITY

- 67.** Subject to the provisions of the Act these Articles and the Memorandum of Association of the BMC every Councillor and every Officer and every employee of the BMC shall be indemnified against costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his responsibilities relating to the BMC.

ALTERATIONS OF ARTICLES

- 68.** Subject to the Memorandum of Association the BMC may by special resolution alter these Articles in accordance with the provisions of the Act.

DISSOLUTION

- 69.** The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the BMC shall have effect as if the provisions therein were repeated in these Articles.