

Proposed Amendments to the BMC Articles of Association (the Articles)

April 2022

The table below sets out the amendments proposed to the Articles at this year’s AGM – 18 May 2022. The number of the Article in the first column, refers to the number of the article in the amended articles as attached. The amendments are shown in track changes in the amended Articles.

Key

Shaded grey = clarification/ease of drafting amendments	Shaded green = amendments made as a result of an exciting new clubs initiative.
Shaded blue = amendments made as a result of the revised Code for Sports Governance (the Code)	Shaded pink = as a result of Article 15.4 – to ensure that all ratifications of appointments and elections are always subject to the same threshold

Article	Amendment	Reason
Definition – General Meeting	The words ‘ at which any resolutions proposed shall be as set out in article 15.4 ’ has been added.	This is to highlight to members that at a General Meeting, resolutions proposed at such meeting are always to be special resolutions unless contrary to the Companies Act 2006. This is because of what is set out in Article 15.4. A General Meeting is usually convened to vote on something so important that it cannot wait for an AGM and so it was agreed as part of the amendments made last year that any business at such a meeting be special business – this means a special resolution and so at least 75% members need to vote in favour. This has a knock-on effect with some of the other amendments being proposed as set out below.
4.1.11	Paraclimbing has had the space between para and climbing deleted	This is for consistency reasons as it is one word – it is used as one word in the definition of Mountaineering.
4.1.13	A new object ‘ encourage and promote membership of the Company to Mountaineers and those interested in Mountaineering ’ has been added. Please note that this addition is to be proposed as a separate special resolution and so is not in the attached amended articles. However, it is included here for completeness and for information. If the special resolution approving this amendment is passed, this amendment will appear in the new articles of the BMC.	This is as a result of feedback from an Open Forum held on 2 March 2022 and the fact that Article 5 limits the powers of the BMC so that they are ‘In furtherance of the Objects but not further or otherwise’. The Objects don’t currently include anything to encourage/promote membership of the BMC. Promoting membership of the BMC to those who participate in Mountaineering is a key activity for staff and volunteers and so explicit reference to this is sought by adding this Object.
7.3	Articles 7.3.1, 7.3.2 and 7.3.3 have been deleted and at the end of 7.3 the words ‘ in accordance with Article 7.4, the conflicted Director(s) do not participate in any discussions about, or vote on, the conflicted matter and the quorum is met without counting the conflicted Director(s). ’	This is as a result of the Code. Requirement 4.6a states: “The Board shall maintain a Conflict of Interest (COI) policy which: a. identifies protocols for Director voting, ensuring fair participation of voting among the Directors. If a COI is identified or declared, the conflicted Director may not be counted in the quorum, participate in any discussions, or vote on the conflicted matter;” The articles therefore need to reflect this, hence these amendments. They also tidy up the wording a bit and make article 7.3 easier to understand.

Article	Amendment	Reason
7.4.2	The words ' unless expressly invited to remain in order to provide information ' have been deleted.	This is as a result of requirement 4.6a of the Code. If a director has a conflict of interest they must be absent from the discussions of such an item, even if it is to provide information.
7.5	Reference to Article 7.3 has been added.	This is for clarity and completeness.
9.6	This article is new and states ' Any changes to the categories of and/or criteria for membership must be referred to the Council and/or Voting Members in accordance with the Reserved Matters '	This is as a result of reviewing the articles and noting that at current article 9.7.2 it states that before determining the eligibility of a Member the Board must refer to Council and/or Voting Members. This is not what happens in reality – in reality someone signs up e.g. over the website to be a member and provides bank details and is then a member. It is the change in categories of members or criteria for membership that is a Reserved Matter, so this article has been added to make this clear, old article 9.7.2 has been moved to 9.7.4 (old 9.6) as it now refers solely to Affiliated Clubs (see below). This results in an amendment to the wording of this Reserved Matter which is explained below.
9.7.1a	(Old number 9.6.1a) The words ' its principal object is ' have been deleted and the words ' is a core activity ' have been added after Mountaineering	This amendment supports a new clubs initiative which has the objective of making membership of a BMC Affiliated Club relevant and accessible to many of the current demographic of climbers and hill walkers who are members of organised groups that do not meet the current requirements for BMC affiliation. Regular enquiries to the office indicate an existing demand from many such groups and so this amendment is designed to ease the path to BMC affiliation. This is to ensure that clubs with mountaineering activities at their core, but that may not have mountaineering as the principle object (as is the current requirement) can affiliate to the BMC. For example, a club may have a principle object of improving mental health within a specific community, but the way it will be delivered is through hill walking. Therefore, their core activity is a mountaineering activity and is a club we should welcome.
9.7.1c	(Old number 9.6.1c) The words ' or operated on behalf of ' have been added after 'it is controlled by'.	This is to ensure that clubs offering mountaineering activities but have a governance structure such that the club isn't directly controlled by its members. i.e. in the same way as our current clubs are, can affiliate. This may include clubs for young people that are controlled by the parents, instructors or coaches, or it may be a club established by a small group of people who want to keep control of the direction of the club to ensure it delivers their vision of offering people a chance to go walking or climbing. We also know that some people want to join this type of club so to access mountaineering opportunities without an expectation, or need, that they will have to get involved in running the club.
9.7.1d	This article has been added ' it is run on a not for profit and not for personal gain basis '	This is to ensure that clubs are not run for individual personal financial gain. We appreciate the change to 9.7.1(c) above could potentially open up affiliation to commercial organisations. During previous consultations with clubs we know this is a concern in the club network, so we want to introduce a requirement that clubs will be run on a not-for-profit basis. The existing clubs are run this way already, so it will not impact on them as any surplus the club makes will still be able to go back in to the club to deliver activities as happens at present, but it will control the type of groups who may seek affiliation

Article	Amendment	Reason
9.7.1e	(Old number 9.6.1d) The words 'after referring the eligibility matter for agreement to the Council and/or the Voting Members in accordance with the Reserved Matters' have been deleted and replaced with 'in consultation with Council' . The words 'mandatory..in(a) to (d) above' have been added at the end of the article.	This is tied in with the amendment to the Reserved Matters and is to reflect the practicalities of the process followed when a club applies to be an Affiliated Club. If a club meets the eligibility criteria then it is accepted, if there is a query about their eligibility then it is for the Board, in consultation with Council, to decide if they are happy for the club to be an Affiliated Club. The Reserved Matter which should be put to Council and/or Voting Members for approval, is if the eligibility criteria are amended, not whether the club should be affiliated. The wording added at the end is for clarity purposes.
9.7.4	(Old number 9.6.3) It has been deleted and replaced with 'Any changes to the categories of and/or criteria for Affiliated Clubs must be referred to the Council and/or Voting Members in accordance with the Reserved Matters' .	This is to reflect the fact that the Reserved Matter is not whether a club should join, but if the criteria for becoming an Affiliated Club is to be changed, or there are to be different categories of clubs.
9.8.2	(Old number 9.7.2) This has been deleted.	This is because of the additions of 9.6 and 9.7.4.
9.9.4	(Old number 9.8.4) This has been deleted	It is not felt that specific dates need to be set out in the articles and the deletion opens up options to be more flexible on affiliation dates e.g. aligned with the school year for youth groups. The affiliation year(s) will be stated in a new support document that is being produced to help club volunteers who are involved in the membership renewals and registration.
10.1	The word Affiliated has been added before the words 'Club's rules to be a Member' .	Affiliated Clubs is a defined term and so this is for consistency.
13.13	In the second line the words 'or AGM' have been added.	This was an oversight from last year, these provisions should clearly apply to either type of member meeting held by the BMC, a General Meeting or an AGM.
16.13(b)	The words 'or AGM' have been added before the words 'prior to voting'	This was an oversight from last year, these provisions should clearly apply to either type of member meeting held by the BMC, a General Meeting or an AGM.
18.10.2	The words 'General Meeting or' have been added before the word 'AGM' at two points in this article.	This is because these are elected positions, and as such article 13.16 kicks in which provides that elections are determined by simple majority or single transferable vote. They are elections not resolutions and so article 15.4 doesn't apply, therefore if there was to be a General Meeting one year these elections could be held at that if more convenient than at the AGM.
18.10.3	This is a new article - If a Constituency Councillor is elected at a General Meeting or AGM, they shall serve in office for a term to end on the date of the third AGM following the meeting at which they were elected. At the end of their first term, a Constituency Councillor so elected and who remains able and willing to do so, may be re-elected for up to one further term ending on the date of the third AGM following the meeting at which they were re-elected.	It was discovered that the articles remained silent on the terms of Constituency Councillors and so this article has been added to deal with this and provide that if a Constituency Councillor is elected at General Meeting or an AGM, then their term is until the third AGM after which they were elected.
18.10.4	This is a new article - If a Constituency Councillor is elected by any other means, they shall serve in office for a term of	This is to ensure that there is a term limit in place for any Constituency Councillor not elected at a General Meeting or AGM, as article 18.6.3(iii) provides that Constituency Councillors can be

Article	Amendment	Reason
	3 years. At the end of their first term, a Constituency Councillor so elected and who remains able and willing to do so, may be re-elected, by the same means they were initially elected, for up to one further term of 3 years from the date they were re-elected.	elected by Areas or other distinct groups in accordance with the usual procedures governing the proceedings of such Areas or distinct groups, which suggests they don't have to be elected at a BMC General Meeting or AGM.
19.1.8	This has been tweaked so that it reads ' making appointments to fill any vacancy of the Elected Officer until the next AGM in accordance with Article 20.3 '	This is to reflect the fact that there is only one Elected Officer position, which is that of President, and that such election is held at an AGM, as set out in Article 20.1, not at a General Meeting.
19.1.9	This is a new article ' co-opting any Member to fill any vacancies in the posts of Nationally Elected Councillors and Constituency Councillors until such posts can be filled in accordance with Article 18.6.3 as long as such co-option does not result in more than 20% of the Elected Councillors being co-opted '	This is to provide Council with a mechanism to co-opt Members into the positions of Nationally Elected Councillors and Constituency Councillors. These positions were first available at the 2021 AGM and there were no applications for Constituency Councillors nor for a Nationally Elected Councillor to represent indoor climbers. The cap has been included as it is important that the vast majority of Elected Councillors are those who have been elected by their peers to hold those positions.
20	The ' S ' has been deleted after the word ' OFFICER ' on the heading of the article.	For consistency – there is only 1 elected officer and the rest of article 20 reflects this.
20.3	Before the words Elected Officer on the first line an has been deleted and replaced with the	A grammatical correction as there is only one Elected Officer, the President.
21.1.2	The words ' General Meeting or ' have been deleted.	This is tied in to the fact that at a General Meeting, under Article 15.4, all resolutions must be special resolutions unless contrary to the Companies Act 2006. The Companies Act does not state that a resolution ratifying a Board appointment has to be an ordinary resolution, therefore if such ratification was put forward at a General Meeting, a special resolution would be needed which would require at least 75% of members to vote 'for' in order for approval to be given. In order to ensure that all appointments are subject to the same threshold, any ratification should only be at an AGM when it can be by way of ordinary resolution, which requires not less than 50% of members to vote 'for' in order for approval to be given.
21.2.6	The words ' an aspiration to ensure gender equality (with at least 30% of the Directors of each gender at any time) and demonstrating a commitment to ensuring diversity on the Board as a whole ' have been deleted and replaced with ' ensuring that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge '.	This was originally added to demonstrate adherence to the Code as when it was first introduced it also included reference to a 30% target. However, the Code was revised in 2021 and has deleted reference to any numerical targets. It also stresses that it is not only gender equality but all forms of diversity that need to be considered when making Board appointments, and so this proposed amendment uses the wording from the revised Code – requirement 1.2b.
21.5	Amendment of do to to in the third line down.	This is a typo, it should be to.
21.5	The words ' is balanced in terms of skills and experience and effective ' have been deleted and replaced with ' has the appropriate balance of skills, experience, diversity, independence and knowledge '.	This is to reflect the wording set out in the Code at requirement 1.2b

Article	Amendment	Reason
21.6	The word ' next ' has been added before AGM at the end of the first sentence.	This is to make it clear that it is at the next AGM following any such appointment that Voting Members will be asked for their approval.
21.6	The words ' a subsequent General Meeting (which may be the AGM) ' have been deleted and replaced with ' the next AGM '.	This is for the same reason as the amendment at article 21.1.2 and the fact that at a General Meeting, under Article 15.4, all resolutions must be special resolutions unless contrary to the Companies Act 2006. The Companies Act does not state that a resolution ratifying a Board appointment has to be an ordinary resolution, therefore if such ratification was put forward at a General Meeting, a special resolution would be needed. In order to ensure that all appointments are subject to the same threshold, any ratification should only be at an AGM when it can be by way of ordinary resolution.
21.7.1	This article has been tweaked so that it now reads ' in the case of nominations being sought from the Members, the Nominations Committee will ensure that all the proposed candidate(s) presented for election by the Voting Members at the next General Meeting or AGM, in accordance with article 13.16, has/have the knowledge and experience required '.	This has been amended to take on board the recommendations in the Governance Working Group report which recommended that the Nominations Committee should go through a process to provide members with a shortlist of candidates to vote on. These candidates would all have the skills and expertise required. Article 21.8 is no longer required if this article references article 13.16 directly, so this amendment has been made for this reason. Finally, reference has been made to knowledge and experience to reflect and complement the amendment at 21.5.
21.7.2	The words 'skills/expertise' have been deleted and replaced with ' knowledge and experience '. The words ' with immediate effect ', have been deleted and replaced with ' as soon as the previous incumbent's term ends '.	This to reflect and complement the amendment made at 21.5 This is to deal with the situation where if the Board had 12 members on it at the time, and this route was chosen to appoint a Nominated Director, then one of the current Nominated Directors would have to resign to allow the appointment with immediate effect of the new Nominated Director. This makes it clear that the intention is that any such person is appointed once the incumbent's term has expired, and such person is then presented for approval at the next AGM.
21.8	This has been deleted	It is tidier drafting to have article 13.16 directly reference in article 21.7.1 so this is no longer needed.
21.9	Now 21.8 - The words ' or AGM ' have been added.	This was an oversight from last year. Under 21.7.1 Nominated Directors can be elected at a General Meeting or an AGM and so this has been added to reflect this.
21.12	This article has been tweaked so that it now reads ' the appointment of any Director made under Articles 21.1.2, 21.6, 21.7.2 or 21.10 shall take effect upon the date of their appointment, but their continued appointment shall be subject to the approval of the Voting Members at the next AGM and until such time, they shall be entitled to act as a Director of the Company for the purposes of these Articles '.	This is to reflect the fact that various director appointments require ratification of their appointment by the Voting Members, this is done by way of a resolution passed at an AGM. This article only refers to AGMs because if the resolution to approve an appointment was to be at a General Meeting, then this would need to be a special resolution because of article 15.4, but at an AGM this need only be an ordinary resolution. To ensure fairness and consistency that all such appointments are subject to the same threshold.

Article	Amendment	Reason
21.13	This has been tweaked so that it now reads 'If the Voting Members do not approve any of the appointments made under Articles 21.1.2, 21.6, 21.7.2 and 21.10 at an AGM then the Director who was appointed under these articles shall cease to be a Director, but all actions taken by such person before they ceased to hold office shall nevertheless remain valid' .	This is to make it clear that this applies to any directors who fail to have their appointments ratified and not just Independent Directors. It also only refers to AGMs for the same reason as the amendments at Article 21.12.
21.16	Addition of a before Nominated Director in the second line.	A grammatical correction.
21.16	Minor amendments have been made so that after the words '..the Board may co-opt a person to fill the vacancy...' it now states 'to serve until a Nominated Director is appointed or elected in accordance with Article 21.7' . The words 'The co-option will be until the vacancy is filled at the next General Meeting in accordance with Article 21.7' have been deleted.	This is for clarity. The deletion is because the start of Article 21.16 refers to the fact that the co-option is until a Nominated Director can be appointed or elected in accordance with the articles, so the deleted wording was repetition and so no longer required.
22.1	In two places reference to 'General Meeting' has been deleted and replaced with 'AGM'	This is because elections/ratification of appointments happen at AGMs when they can be elected by way of a simple majority (Article 13.16) or have the appointment ratified by way of an ordinary resolution – and not a special resolution which would be required if they were proposed at a General Meeting as set out under Article 15.4.
22.3	The words 'General Meeting' have been deleted and replaced with 'AGM'	This is for the same reason as the amendments of the other articles impacted by Article 15.4 as shaded pink on this table.
22.4	The article number has been amended to refer to 21.7.1 and the words 'General Meeting or' have been added.	This is because it is specifically Article 21.7.1 that refers to an election, and that election could take place at a General Meeting or an AGM.
23.5	Deletion of the words 'the relevant' and addition of word 'all' before times in the first sentence.	These are grammatical amendments.
25.2	The words 'at least three times each year' have been deleted and replaced with 'sufficiently regularly to discharge their duties effectively' .	This is to mirror the Code requirement at 1.14a and also to reflect reality which is that the Board meets more than three times a year so that they can discharge their duties.
30.4.1a	This has been created as a result of 30.4.1 being split into two sub-articles a and b. The word 'either' has been added at the end of 30.4.1 and in 30.4.1a the words 'at an Area AGM' have been added.	This amendment, and the insertion of 31.4.b is to reflect reality and allow Areas more flexibility to elect Area Officers as and when positions may become vacant.
30.4.1b	This is a new article 'by electronic means as provided for in the Area ToR or as agreed by the Council, at any point in a calendar year. Each person duly elected by electronic means shall hold office until the next Area AGM'	As stated above this is to provide Areas with the flexibility to elect Area Officers throughout a calendar year as and when vacancies may appear.

Article	Amendment	Reason
30.4.2	This is a new article 'Each Area may, with the agreement of Council, allow Area Officer roles to be filled by up to two co-appointees who shall both be elected in accordance with Article 30.4.1' .	This is to incorporate some more flexibility with regard to Area Officer positions, as it may be an Area has two people who can essentially share the role and the work involved. Any Area wishing to do this would need to seek Council's agreement.
30.4.3a	This has been given its own article number, previously it was part of 30.4.1. The words 'for three year terms' have been deleted and the words 'for a term to end on the date of the third Area AGM following the Area AGM at which they were elected' have been added	As at 30.4.1 this amendment is to provide Areas with flexibility as to how to appoint Area Representatives.
30.4.3b	This is a new article 'by electronic means as provided for in the Area ToR or as agreed by Council, at any point in a calendar year. Each person duly elected by electronic means shall hold office to end on the date of the third Area AGM following the date at which they were elected'	As above
30.4.6	The words 'by electronic means as provided for in the Area ToR or as agreed by the Council, at any point in a calendar year' have been added at the end	This is for the same reason as at 30.4.1 and 30.4.2
30.4.8	The words 'at the earliest suitable opportunity an Area AGM held to appoint' have been deleted and replaced with 'the vacancy thereby created will be filled at the earliest suitable opportunity by either: <ul style="list-style-type: none"> a) an election held an Area AGM; or b) an election held by electronic means as provided for in the Area ToR or as agreed by the Council 	This is to ensure that as the additional way of electing people to Area positions via electronic means is also included in this article.
30.4.9	A new b) has been added 'by electronic means as provided for in the Area ToR or as agreed by the Council' and the words 'or by electronic means' have been added in the paragraph below.	This is for the same reason above.
30.4.12	This is a new article 'Any election to be held by electronic means as set out in this Article shall be made available to all Area Members'	This is to ensure that it is clear if an election for any Area position is to be held by electronic means, this will be made available to all Area Members so they can vote in the election if they want to.
Reserved Matters	In the third Reserved Matter the words 'and determining eligibility for the same or the Council' have been deleted and the Reserved Matter has been tweaked so it now reads 'any proposed changes to the categories of and/or criteria for Members or Affiliated Clubs' .	The deleted words did not appear to make any sense and the revised Reserved Matter wording makes it clear that the Reserved Matter is in relation to any changes to be made to the categories of and/or criteria for Members and Affiliated Clubs as per the amendments proposed at Articles 9.6 and 9.7.4.