

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

January 2021

The table below sets out the amendments proposed to the Articles at this year’s AGM – 15 May 2021. The number of the Article in the first column, refers to the new numbers used. A new Article has been created at 13, and a new Article inserted at Article 14, and this obviously has a knock-on effect with the numbers of the following Articles and cross-references throughout the Articles. These individual changes are not all identified in the table below, but they are in track changes in the Articles.

Key

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| Highlighted yellow = amendments made in addition to the documents posted on the ODG website in February 2020 | Shaded grey = clarification of terminology and format |
| Shaded blue = amendments as a result of a number of reviews and working groups’ recommendations | Shaded orange = amendments to enable the BMC to continue to engage with members during extraordinary circumstances |

| Article | Amendment | Reason |
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| 1.1 | Definition of Affiliated Clubs has been moved | To ensure definitions are in alphabetical order. |
| 1.1 | Added definition of AGM and amended definition of General Meeting | Article 11.3 states that “apart from AGMs all other meetings of the Company shall be called General Meetings”, various other articles also made the differentiation between the two types of meetings. These amendments allow the words ‘ or AGM ’ to be added as necessary to various articles (example Article 11.7.1) and the definition of AGM to replace Annual General Meeting (example Article 11.1). |
| 1.1 | Amended definition of Area | To take into account the fact that a number of provisions regarding Areas are being removed from the Articles. |
| 1.1 | Added definitions of Area Member and Area ToR | Several provisions regarding Areas are being moved from the Articles and to a separate terms of reference. These definitions assist with the drafting of the remaining provisions at Article 30. |
| 1.1 | Replacement of the words these Articles with the Area ToR in the definition of Area Meeting | To reflect the fact that some provisions regarding Area Meetings are to be removed from the Articles (see Article 30 below for further information). |
| 1.1 | Deletion of the words and “Associate Member” shall mean any one of them from the definition of Associate Members and of similar wording at the end of the definition of Voting Members | Article 1.2.2 provides for words denoting the singular to include the plural and vice versa, so these words are superfluous. |

| Article | Amendment | Reason |
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| 1.1 | Replacement of the word Directors with the Board in the definition of Chair | Consistency, to tie in with the amendment made at Article 21.1 and use of definitions. |
| 1.1 | Added definitions of CND, Elected Councillors and Specialist Councillors these were previously in the body of the Articles | Ease of drafting. |
| 1.1 | Added definitions of the Council and the Council ToR , Deleted definition of National Council | The change of name of National Council to Members Council and its new terms of reference. Throughout the document you will see where National Council has been amended to Council and Terms of Reference for National Council has been amended to Council ToR (example Article 18.3). |
| 1.1 | The words an individual who is an Elected Councillor or a Specialist Councillor put as the definition of Councillor | Clarity of the definition of Councillor. |
| 1.1 | Replacement of word person with individual in the definition of Elected Officer | Consistency. |
| 1.1 | Added definition of Election Voting Procedure | This is to assist with the drafting at new Article 13.16 so that there is one document which sets out how votes for all elected positions are dealt with at the BMC. |
| 1.1 | Addition of words or made available by to the definition of Electronic Form | To allow for instances when information is communicated by way of publishing items on the BMC's website. |
| 1.1 | Added definition of ex-officio Directors | For ease of drafting so that it is clear when certain provisions do / do not apply to the CEO and the President. Used in Articles 21.2 and 23.1.3. |
| 1.1 | Deleted definitions of Finance Director and Funded Partners | These terms are not used in the Articles so they are redundant. The position being advertised in early 2021 is for a Chief Financial Officer – it is not a Board position so the definition of Finance Director is still not required. |
| 1.1 | Added definition of Hybrid Meeting | This is following the challenges that the Covid-19 pandemic has created regarding general meetings of companies. It is to assist with the drafting in Article 14 and allow for future general meetings and AGMs to be held using a combination of face to face and virtual attendance. |
| 1.1 | Amended definitions of Independent Director, Nominated Director, Patron and President | Clarity that it is an individual appointed or elected (as appropriate) to the position, not someone who is already e.g. a director, as previous drafting suggested. |

| Article | Amendment | Reason |
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| 1.1 | Addition of paraclimbing to the definition of Mountaineering | To make it clear that this is covered by the term Mountaineering. |
| 1.1 | Deleted words in the definition of Mountaineers replaced with Mountaineering | Mountaineering is a defined term, so the deleted words are not needed. |
| 1.1 | Added definition of Non-voting Individual Members Amended definition of Members and Voting Members | Clarity and ease of drafting. |
| 1.1 | The words National Council replaced with Board in the definition of Official Magazine | To reflect the fact that the Board has primacy. |
| 1.1 | Addition definition of ordinary resolution | To assist with drafting later on in the Articles, particularly at Article 15, and provide clarity as the Act does not use the term ordinary business, it is resolutions that are put to a vote at member meetings (or elections are held). |
| 1.1 | Deletion of of the Company after Voting Members in the definition of Register | Voting Members is a defined term so the deleted words are superfluous |
| 1.1 | Addition definition of Remote Attendance | This is linked to new Article 14 and as a result of the challenges faced for member meetings following Covid -19 |
| 1.1 | Addition of the words or Voting Members after the Council in the definition of Reserved Matters | To reflect the wording at Schedule 1 and ensure it is clear that Reserved Matters are to be referred to the Council or Voting Members. |
| 1.1 | Addition definition of special resolution | To assist with drafting later on in the Articles, particularly at Article 15 and provide clarity as the Act does not use the term ordinary business, it is resolutions that are put to a vote at member meetings (or elections are held). |
| 1.1 | Amendments to the definition of Stakeholder, a) deletion of the words of the Company after Member, b) deletion of the word Company's before Members c) capitalisation of Welsh | Member is a defined term so the deleted words are superfluous, and Welsh should be capitalised. |
| 1.1 | Addition definition of Virtual Meeting | This is linked to new Article 14 and as a result of the challenges faced for member meetings following Covid -19. |

| Article | Amendment | Reason |
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| 4.1.1 | Addition of the word the before representative | Clarification. |
| 4.1.2, 5.1.1, and 21.2.1 | Deletion of of the Company after the word Members | Members is a defined term so the deleted words are superfluous. |
| 4.1.11 | Replacement of various words at the end of the sentence with Mountaineering | Mountaineering is a defined term, so can be used in place of the deleted words. |
| After 4.1.12 | Deletion of the Objects | Already defined in the definitions so not needed. |
| 5.5.11 | The word director in the first line is no longer capitalised. | This is not a reference to a director of the BMC and therefore should not have a capital. |
| 6.2 | Capitalisation of the word directors in the first line | This should be a reference to the defined term Directors. |
| 6.2.4 | Deletion of the word and | Superfluous word. |
| 9.5.1, 9.5.2 and 9.5.3 | Minor amendments that do not affect the meaning. | Clarity. |
| After 9.5.4 | Deletion of and the above categories of Members shall be the Company's Voting Members | Voting Members is a defined term, so this wording is superfluous. |
| 9.5.5(b) | Deletion of man from chairman and addition of the words or equivalent after chair and secretary | Consistency as nowhere else is the term chairman used. To recognise the fact not all clubs will have the positions listed. |
| 9.5.6 and 9.10 | The article at 9.10 has been moved to 9.5.6 | The article was better placed here as it is defining a set of members, which is what the other articles at 9.5 do. |
| 9.6(d) | Addition of the word Voting before Members on the second line. | Clarity, it is only Voting Members that can vote on the Reserved Matters. |
| 9.7.2 | Addition of the words and/or Voting Members | To reflect the correct position, as this is a Reserved Matter that requires approval from the Council and/or Voting Members as noted in Schedule 1. |
| 9.8 and 9.9 | Addition of the word fee after subscription in various places throughout this article | Clarity and consistency. |

| Article | Amendment | Reason |
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| 9.9.1 to 9.9.3 | Deletion of of Members after Register | Register is a defined term so these words are superfluous. |
| 10.2 | Addition of words or electronically to their email address as held on the Register after last known address and addition of the words or categories of Members . | To allow for such notice to be sent electronically and to ensure if there are any codes of conduct etc particular to a category of Member these are captured. |
| 10.3 to 10.6 | Minor amendments that do not affect the meaning. | Clarity and so the articles flow more easily e.g. in Article 10.6 the words after consultation with the National Council can be deleted, because Article 10.2 already provides that the Board has to consult with Council. |
| 11.1 | Word order changed so that it is annual accounts followed by annual report | Consistency |
| 11.2 | Addition of the words (if it is a meeting held as set out in Articles 14.1.2 and 14.1.3) | To ensure that if the meeting is a Virtual Meeting, the Board do not need to determine a place. |
| 11.5 and 12.9 | The article at 12.9 has been moved to 11.5 | This is a more natural place for this Article. |
| 11.8.2(a) | Addition of the word proposed before resolution . Deletion of the words for which notices have not been issued in accordance with Article 12.8 which are replaced with within the timeline detailed in Article 12.6 . | To ensure it is a proposed resolution dealt with in this Article. This is purely for practical reasons as the timeline under the current Article 12.8 is 14 Clear Days, but in reality, documents need to be tested and agreed with the company providing the electronic proxy service prior to this deadline. It was also not intended that this type of proposed resolution held any more weight than one proposed under Article 11.7.1, and so this brings both of them in line with each other. |
| 11.9 | Minor amendments that do not affect the meaning | To ensure there is no misinterpretation and that both factors at 11.9.1 and 11.9.2 need to be complied with and to take into account new/amended definitions. |
| 11.10 and 11.11 | Minor amendments that do not affect the meaning | Clarity – Voting Members is a defined term. |
| 12.1 | Addition of the words (if it is a meeting held as set out in Articles 14.1.2 and 14.1.3) | To ensure that if the meeting is a Virtual Meeting, the notice does not need to state the place. |
| 12.3 – 12.11 | Reformatting of the numbers | Clarity |

| Article | Amendment | Reason |
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| 12.6 | Addition of this Article | To ensure the categories subject to the 45 Clear Days' notice are all covered by this provision. This notice period should have been applied to Nationally Elected Councillors and Constituency Councillors in the article amendments of 2019. |
| 12.7 | Addition of words under Article 12.6 and addition of the second sentence | To ensure that the offices of Nationally Elected Councillor and Constituency Councillor are subject to Article 12.7. The additional sentence is to ensure that any incumbent has the automatic right to stand if their position is to be challenged during their term – this was a recommendation of the Governance Working Group (GWG). |
| 12.8 | Addition of the word Voting before Members and deleted of or the Act | This is to ensure that only Voting Members are provided with the notice of the AGM that is sent out by the third party provider chosen to administer electronic proxy votes. This means that no notices will be sent to members under the age of 18, they cannot vote at general meetings. They will still have notice of any general meetings as this will be published on the website. |
| 12.11 | Addition of this new Article | To provide clarity as to what goes in a notice if the meeting is to be a Hybrid or Virtual Meeting. |
| 13 | Renumbering – new Article 13 | Clarity and ease of reference as the provisions in new Article 13 are all about proceedings at meetings and not notice of meetings. This clearly affects various references throughout the Articles as it has a knock-on effect with article numbering and cross referencing. |
| 13.1 | Addition of the words present in person or in proxy | The Companies Act 2006 (s.318) provides that the quorum includes any person appointed a proxy, so if a Voting Member appoints a non-Member then that person will be included in the quorum. It does not mean that someone holding 300 proxies is counted towards the quorum, as they are only one person. The quorum is the number of people present, not the number of proxies they hold. |
| 13.2 and 13.4 | Addition of the words Clear prior to days and capitalisation of the D | Consistency as these were the only articles that did not refer to either Business, Clear or calendar days. |
| 13.5 | Amendment of ordinary business to ordinary resolution | The Act doesn't use terms such as ordinary business, anything that is to be decided at a meeting of members is a resolution (or an election), and so this is just to tidy this up and make it clear it is on ordinary resolutions that show of hands can be utilised. |
| 13.6 | Amendment of special business to special resolution | As per the point above at 13.5, to show that it is any special resolution that must be voted on by way of a poll. |
| 13.8 | Addition of the words of the meeting after chair | Clarity – it is not the Chair who can do this (i.e. Chair of the Board) but the chair of the meeting. |

| Article | Amendment | Reason |
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| 13.16 | Addition of this new article | To make it clear how elected positions will be decided for all elections held at General Meetings and AGMs, this is as a result of drafting the Election Voting Procedure. |
| 14 | Addition of this new article | To allow the Board the agility to decide if general meetings or AGMs need to be held either virtually only or a combination of virtual and physical attendance. This is in response to the issues faced during the Covid-19 pandemic, and the fact that a virtual only AGM was permitted in 2020 because the Government introduced legislation which allowed companies to do this, even if their articles did not permit it. |
| 15 | Amendment of business to resolutions | This is because the Act does not recognise special business, and because definitions of ordinary and special resolutions have been added. |
| 15.1 | Amendment of all business transacted at to all resolutions to be put to | This is to reflect the fact the Act does not use the terms business, but resolutions and any resolutions put a meeting should be ordinary or special. |
| 15.2 | Amendment of Director's report to annual report and deletion of deemed "ordinary business" these words being replaced with ordinary resolutions | Consistency as this term is previously used at Article 11.1. and in order to clarify that it's resolutions that are put to general meetings/AGMs. |
| 15.3 | Amendment of business transacted to resolutions , addition of General Meeting or and amendment of deemed "ordinary business" to ordinary resolutions | As part of the tidying up of article 15 it's to ensure the terminology used reflects the Act, and the new definitions added. The addition of General Meeting is to ensure this applies to these as well as AGMs. |
| 15.4 | Deletion of this article | Due to the other amendments in Article 15 and the new definitions of ordinary resolution and special resolution this is no longer required, as Article 15.3 makes it clear that if the Act requires it to be a special resolution then this is the resolution to be put to a meeting. Note that amendments to Articles are required to be a special resolution by the Act, and there is also the provision for this in Article 35.1. |
| 16.1.1 | Deletion of the word General before meeting and decapitalisation of the word meeting | To ensure this provision applies to both General Meetings and AGMs |
| 16.1.2 | Addition of the word fee after subscription | Consistency as this word has been added at Articles 9.8 and 9.9 |
| 16.2 | Addition of the words Non-voting Individual Members | Clarity, as the name of this group of members suggests they are not able to vote, but they were not listed in this article previously. |
| 16.6 | Use of the defined term Board instead of Directors | Consistency |

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| 16.7 | Addition of the words or election after resolution | Clarity – anyone appointed a proxy can also vote on elections in their capacity as proxy, and these proxies can be directed or discretionary. |
| 16.13(a) | Addition of the words or election after resolution | Clarity |
| 16.14 | Addition of this new article | This is following a recommendation of the GWG after its review of the 2019 AGM. It recommended that certain information be published in relation to discretionary proxies held. |
| 16.15 | Addition of this new article | This has been added because of the addition of Article 16.14. |
| 18.1 | Deletion of various words which are replaced with fulfil the role as set out in Article 18.1 | To avoid repetition of words. |
| 18.2 | Replacement of the word party with body | Consistency as the words bodies/body are used elsewhere in this Article. |
| 18.5 | Addition of the words and Members | To ensure that any new Council ToR are published on the website so that Members have access to them. |
| 18.6.1 | Deletion of the words to qualify to be Elected Councillors (as defined below) | Elected Councillors is now defined in Article 1.1 and so this wording is now superfluous. |
| 18.6.1 and 18.6.2 | This article has been split into two articles. | Clarity – Article 18.6.1 deals with Elected Councillors and 18.6.2 with Specialist Councillors |
| 18.6.3.a(ii) and (iii) | Replacement of the word councillors with individuals | Clarity, the people elected do not have to be Councillors. |
| 18.6.3.a(ii) | Addition of the words in accordance with Article 13.16 | To ensure it is clear that as a position which is elected at a General Meeting or AGM, the successful candidate(s) are decided upon in accordance with the Election Voting Procedure. |
| 18.6.3(b) | Addition of the word appointed before Specialist Councillor | Clarity as such a position is an appointed one, not elected. |
| 18.6.3(c) | Deletion of the words but such persons will not have voting rights and also the deletion of Elected and Specialist Councillors | This was added to Article 18.6.4, but has since been deleted from Article 18.6.4 because there may be times when an informal vote is useful. See below. Councillor is a defined term so the use of the deleted words are superfluous. |

| Article | Amendment | Reason |
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| 18.6.4 | Deletion of the words Elected and Specialist Councillors and addition of the words on a Council decision, which shall be Reserved Matters or any other matters the Council believe should be voted on only by Councillors , and the addition of the words or a resolution | Except where an 'official vote' is required under the Articles, it is felt that the opinions of observers, who have specific skills and perspectives and have taken time to attend the Council, should be taken into account in Council decisions. The changes allow the Council the flexibility of deciding if matters require Councillors only to vote on them, with the intent being to use this power only where it is required in Articles or of clear benefit to the membership. The other addition is for clarity. |
| 18.7 | Replacement of the words voting members of the National Council with Councillors | Councillors is now a defined term being the Elected and Specialist Councillors and Article 18.6.3 makes it clear it is only Councillors who can be appointed a deputy to the President. |
| 18.8.1, 18.8.2 & 18.9 | Addition of the words the Councillors in office at that time | To make it clear that the percentages apply to Councillors only and not others who may attend Council meetings. |
| 18.9 | Replacement of no less than 60% of voting rights on the Council are not held by with no more than 40% of voting rights on the Council are held by Deletion of the or | To make it clearer and not have a double negative. The 'ors' have been deleted because it is meant to be those people collectively do not hold more than 40%. |
| 18.9.3 | Replacement of chair of the committee with the person on such committee , capitalisation of Members and addition of the words or appointed by the Council to that committee . | It may be that the person on such committee is not the chair and so this has been amended to capture this. The additional wording is to capture the situation regarding the Finance & Audit Committee which is that there are two Council representatives on this committee. Members is a defined term so needs a capital M. |
| 18.10.1 | Deletion of the words and chair of the National Council | These words are not necessary. |
| 18.10.1 and 18.10.2 | Replacement of word appointed with elected and words added to ensure the terms of office are AGM to AGM | To make it clear that the positions of President and Nationally Elected Councillors are elected positions, and that their terms of office run from AGM to AGM, not calendar years. |
| 18.10.3 | Addition of the words the Area ToR after the Article references and the addition of the words or distinct group after relevant Area | To allow for the fact that various provisions regarding Areas have been removed from the Articles and placed in a separate document. The second amendment deals with the fact that if a distinct group appoints a Constituency Councillor, they have the ability to determine how long (subject to the Articles) that person represents them on the Council. |
| 18.12 | Addition of new Article 18.12 | To allow Council meetings to take place electronically or a hybrid of electronic/face to face. |

| Article | Amendment | Reason |
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| 18.16 | Addition of this Article 18.16 | The Council has recognised that being Chair of Council and a Director may impose a burden that will be unacceptable to incumbents and/or discourage candidates. This change allows the Chair of Council role to be appointed separately to the President, the historic norm, where it is appropriate. By giving the Chair of Council observer status on the Board by right allows Council to exercise completely independent scrutiny of the Board where it is deemed necessary. |
| 19 | Minor amendments that do not affect the meaning | Clarity and consistency. In particular the words 'as applicable' do not add anything. Article 19.1.7 it is CNDs the Council is able to appoint so this has been amended for clarity. |
| 20.1 | Amended to reflect the fact there is only one Elected Officer position – the President | Clarity. |
| 20.2 | Replacement of word appointed with elected and words added to ensure the terms of office are AGM to AGM and that the election is held in accordance with new Article 13.16. Addition of the words and who is supported by the Council | To make it clear that the position of President is elected, in accordance with new Article 13.16, and their term of office runs from AGM to AGM, not calendar years. The 2018 Articles changed the President's term from 3 appointments each of one year to a 3 year term, as recommended by the ORG. We did not however explicitly limit the President to a 3 year term and so the Directors terms of a maximum of 6 years provided the only regulation, in effect doubling the President's term which was not the intent. This change reintroduces the original intent of a 3 year term for the President but allows an extension of such a term where the Council, as the members' representative body, believes it is in the interests of members that the President should extend their term and subject to the members then electing the incumbent for the additional term. |
| 21.1 | Deletion of the words of Directors after Board | Board is a defined term so the deleted words are superfluous. |
| 21.1.5 | Addition of the words or elected after appointed | Clarity – Nominated Directors can be appointed or elected under Articles 21.7 – 21.9. |
| 21.2.4 | Decapitalisation of Office | Office is not a defined term so should not have a capital letter. |
| 21.5 | Addition of the words appointed by the Board in the first sentence, and addition of a new sentence When the Members or other bodies appoint or elect Directors they should be mindful of the skills matrix in making their selection in order to ensure the Board is balanced and effective. | This is because of the situation regarding CNDs, they are appointed by the Council and from a pool of twenty candidates, and the intention of the articles is that the skills matrix should be taken into account in relation to such appointments, not that the recruitment of a CND is solely skills based. |

| Article | Amendment | Reason |
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| 21.7.1 | Replacement of wider membership with Members and appointment with election | Use of a defined term, and clarity that an election is required under Article 21.7.1. |
| 21.7.2 | Addition of the words categories 2 and 3 of the Stakeholders | Clarity that it is these categories of Stakeholders that can nominate an individual to be a Nominated Director. |
| 21.8 | Replacement of the words will be presented to the General Meeting and the Voting Members shall vote for their preferred Nominated Directors with shall be elected in accordance with Article 13.16 | To ensure that the election process and how the successful candidate(s) is decided upon is consistent with other elected positions. |
| 21.8.1 | Deletion of this article | This is because of the new Article 13.16 which deals with elected positions and how they are decided. |
| 21.9 | Renumbering of this article and replacement of the word appointed with elected | Clarity – this is an elected position. |
| 21.10 | Use of the defined term Councillor | Clarity – Councillor has been defined. |
| 21.12 | Addition of the words not currently, nor have been in the last four years , and deletion of the words (or who have been such persons within the last four years) | Clarity, it was felt this was neater drafting. |
| 21.17 | Addition of this article | This has been added as a response to the predicament the BMC found itself in in 2020, it allows the Board to appoint one of its members to take on the responsibilities of the role of Chair and be acting Chair. Existing Article 25.3 only allowed a Board member to chair Board meetings. |
| 22.4 | Addition of this article, and reference to it in Article 21.1 | To ensure that the term of any Nominated Directors elected at an AGM runs from AGM to AGM and not calendar years. |
| 23.6 | Minor amendments that do not affect the meaning | Clarity and consistency. |
| 24.1.12 | Addition of this article | It was felt that as Patrons can be stripped of their patronship due to such behaviour, it should also be applicable to Directors, Area Officers and Area Representatives. |
| 25.4.2 | The word members after Board is no longer capitalised. | Board Members is not a defined term. |

| Article | Amendment | Reason |
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| 25.4.3 | Deletion of this article | To create some flexibility as to the types of committees that the Board can establish and to try and future proof the Articles in respect of the ODG review of the BMC's committee structure. The main part of Article 25.4 states the Board can establish committees, so this article is not really needed. |
| 25.5 | Addition of the words referred to at Articles 25.4.1 and 25.4.2 | Clarity – to make it clear that it is only those two committees that must have a Director on them at all times. This also ensures compliance with the Code for Sports Governance. |
| 25.8.2 | Addition of the words or the chair of the committee | Clarity and to ensure committees are covered by this article. |
| 28.1 | Amendment so it states stripped of their patronship | Clarity as Patrons don't hold office. |
| 29 | Use of definition CEO | Consistency. |
| 30 | Deletion of old Article 28 re Area Meetings and new Article 30 inserted. | It was felt the Articles was the wrong place for some of the provisions governing Area Meetings, because it opened up the possibility of Area Officers inadvertently breaching the Articles. The provisions regarding meetings are to be set out in Area Terms of Reference, a document which is to be approved by 75% of the Area Officers, and reviewed by the Board and Council at least every 3 years. Who can attend an Area Meeting should remain in the Articles, and new Article 30.3 deals with this. The offices of Area Officers and Area Representatives should also remain in the Articles– see below. |
| 30.2 | Re-insertion of this article with some minor amendments | It was felt that the purpose of Area Meetings should remain in the Articles. The amendments have been made following consultation with Area Officers and Representatives, they recognise that with the opportunities for greater digital engagement, Area Meetings are no longer the prime forum for Members' views but rather an important part of a wider engagement. |
| 30.4.1 | Definitions added of Area Officers and Area AGM | This is to assist with drafting and for clarity. |
| 30.4.2 | Definition added of Area Representatives . Addition of the words For the avoidance of doubt a person elected an Area Officer may also be elected an Area Representative. | Clarity and ease of drafting. To ensure it is clear that individuals can hold the office of Area Officer and Area Representative at the same time. |
| 30.4.3 | Deletion of Area Officer and and no more than 12 consecutive years in all pots . Also, amendment of 3 years to 1 year . | This is to provide some flexibility to Areas. Area Officers are elected annually, and if an Area is happy with its chair and secretary and believes they are doing a good job, and those in the post are happy to continue for longer than 6 years then these amendments allow them to continue. It may |

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| | | <p>also provide areas with more time to find replacements. The limits on terms are really only applicable to Area Representatives.</p> <p>The amendment to one year as the minimum gap prior to re-election is also to provide Areas with more flexibility when electing Area Representatives.</p> |
| 30.4.4 | Addition of 30.4.4(b) | The Area ToR will provide that if an Area believes it needs a volunteer to fulfil a particular role, then subject to the role description being agreed by the CEO, the Area can appoint an Area Member to carry out that role. This is to provide further flexibility and to recognise the fact that Areas are often more aware of the roles required in their Area to assist the BMC, than the CEO. |
| 30.4.4 | Deletion of the words Where a vacancy arises between Area AGMs, the Area Chair may co-opt a suitable, able and willing person to fill that vacancy until the next Area AGM. | This is dealt with in Article 30.3.8 and so these words are superfluous. |
| 30.4.6 | <p>Deletion of the words the provisions will also normally apply to appointments pursuant to Article 28.5.2</p> <p>Replacement of the words In this case with If the person is to be disqualified</p> <p>Deletion of the words In these circumstances, until such time as a replacement is appointed by an Area AGM, the Area Chair, may co-opt someone who is able and willing to do so, to fill the vacancy.</p> | <p>The amendments are to make it clear that the provisions of Article 24 apply to Area Officers and Area Representatives, but that Council can decide if the person in question should remain in office.</p> <p>If the person is to be disqualified, then the termination of appointment is immediate.</p> <p>Co-option is dealt with in Article 30.4.8 so these words are superfluous</p> |
| 30.4.7 | Replacement of the words an Ordinary Area Meeting called for that purpose in accordance with these Articles with the next scheduled Area Meeting | To make it clear when such re-election/confirmation of removal is to take place. This is different from the provisions at Article 30.3.6, as this is Members seeking the removal of an Area Officer or Area Representative, and so the removal/replacement should not wait until the next Area AGM. |
| 30.4.8 | <p>Addition of the words or person appointed under Article 29.3.4.</p> <p>Addition of the words or the Area Representative(s) if the vacancy arising is that of the Area Chair.</p> <p>Addition of the words who is suitable, able and willing</p> | <p>To cover any appointments made under Article 30.3.4</p> <p>To deal with the situation where it is the Area Chair vacancy that has arisen.</p> <p>To ensure consistency from the deleted words at Article 30.3.4 and 30.3.6.</p> |

| Article | Amendment | Reason |
|------------------|--------------------------------------------------------------------------|---------------------------|
| 33 | The word notice throughout this article is no longer capitalised. | It is not a defined term. |
| Reserved Matters | Decapitalisation of the A in appointment through co-option.... | Consistency |