

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

February 2020

The table below sets out the amendments proposed to the Articles at this year’s AGM – 13 June 2020. The number of the Article in the first column, refers to the new numbers used. A new Article has been created at Article 13, 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.

Article	Amendment	Reason
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 Terms of Reference	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 29.
1.1	Replacement of the words these Articles with the Area Terms of Reference in the definition of Area Meeting	To reflect the fact that the provisions regarding Area Meetings are to be removed from the Articles (see Article 29 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.
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 20.1 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 17.3).

Article	Amendment	Reason
1.1	The words being Elected Councillors and Specialist Councillors added to 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 Policy	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	Not used in the Articles so redundant.
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.
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	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 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.

Article	Amendment	Reason
4.1.2, 5.1.1, 12.7 and 20.2.1	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 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	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.
9.9.1 to 9.9.3	Deletion of of Members after Register	Register is a defined term so these words are superfluous.

Article	Amendment	Reason
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
11.1	Word order changed so that it is annual accounts followed by annual report	Consistency
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
12.3 – 12.11	Reformatting of the numbers	Clarity
12.6	Addition of this Article	To ensure the categories subject to the 45 clear days' notice are all covered by this provision.
12.7	Addition of words relating to Nationally Elected Councillor and Constituency Councillor 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.
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.

Article	Amendment	Reason
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.
13.8	Addition of the words of the meeting after chair	Clarity
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
14.2	Amendment of Director's report to annual report	Consistency as this term is previously used at Article 11.1.
15.1.1	Deletion of the word General before meeting and decapitalisation of the word meeting	To ensure this provision applies to both General Meetings and AGMs
15.1.2	Addition of the word fee after subscription	Consistency as this word has been added at Articles 9.8 and 9.9
15.2	Addition of the words Non-voting Individual Members	Clarity
15.7	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.
15.13(a)	Addition of the words or election after resolution	Clarity
17.1	Deletion of various words which are replaced with fulfil the role as set out in Article 18.1	To avoid repetition of words.
17.2	Replacement of the word party with body	Consistency as the words bodies/body are used elsewhere in this Article.
17.6.1	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.

Article	Amendment	Reason
17.6.1 and 17.6.2	This article has been split into two articles.	Clarity – Article 17.6.1 deals with Elected Councillors and 17.6.2 with Specialist Councillors
17.6.3.a(ii) and (iii)	Replacement of the word councillors with individuals	Clarity, the people elected do not have to be Councillors
17.6.3.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 Policy.
17.6.3(b)	Addition of the word appointed before Specialist Councillor	Clarity as such a position is an appointed one, not elected.
17.6.3(c)	Deletion of the words but such persons will not have voting rights	This has been added to Article 17.6.4 as it sits better there and so words are no longer needed here.
17.6.4	Addition of the words Observers are not entitled to vote	To deal with the deletion noted above at Article 17.6.3(c).
17.7	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 17.6.3 makes it clear it is only Councillors who can vote.
17.9	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%.
17.9.3	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.
17.10.1	Deletion of the words and chair of the National Council	These words are not necessary.
17.10.1 and 17.10.2	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.

Article	Amendment	Reason
17.10.3	Addition of the words the Area Terms of Reference 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.
17.12	Addition of new Article 17.12	To allow Council meetings to take place electronically.
18	Minor amendments that do not affect the meaning	Clarity and consistency.
19.1	Amended to reflect the fact there is only one Elected Officer position	Clarity
19.2	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	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.
20.1	Deletion of the words of Directors after Board	Board is a defined terms so the deleted words are superfluous.
20.1.5	Addition of the words or elected after appointed	Clarity – Nominated Directors can be appointed or elected under Articles 20.7 – 20.9.
20.5	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.
20.7.1	Replacement of wider membership with Members and appointment with election	Use of a defined term, and clarity that an election is required under Article 20.7.1.
20.7.2	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.
20.8	Replacement of the words will be presented to the General Meeting and the Voting Members shall vote	To ensure that the election process and how the successful candidate(s) is decided upon is consistent with other elected positions.

Article	Amendment	Reason
	for their preferred Nominated Directors with shall be elected in accordance with Article 13.16	
20.8.1	Deletion of this article	This is because of the new Article 13.16 which deals with elected positions and how they are decided.
20.9	Renumbering of this article and replacement of the word appointed with elected	Clarity – this is an elected position.
20.10	Use of the defined term Councillor	Clarity
20.12	Addition of the words no 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.
21.4	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.
22.6	Minor amendments that do not affect the meaning	Clarity and consistency.
23.1.12	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.
24.4.2	The word members after Board is no longer capitalised.	Board Members is not a defined term.
24.4.3	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 24.4 states the Board can establish committees, so this article is not really needed.
24.8.2	Addition of the words or the chair of the committee	Clarity and to ensure committees are covered by this article.
27.1	Amendment so it states stripped of their patronship	Clarity as Patrons don't hold office.
28	Use of definition CEO	Consistency.
29	Deletion of old Article 28 re Area Meetings and new Article 29 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

Article	Amendment	Reason
		<p>be approved by 75% of the Area Officers, and reviewed by the Board and Council at least every 3 years.</p> <p>Who can attend an Area Meeting should remain in the Articles, and new Article 29.2 deals with this.</p> <p>The offices of Area Officers and Area Representatives should also remain in the Articles– see below.</p>
29.3	Minor amendments that do not affect the meaning in respect of Area Officers and Area Representatives	The amendments are to reflect changes in numbering and new definitions used in the Articles.
29.3.2	Addition of the words For the avoidance of doubt a person elected an Area Officer may also be elected an Area Representative.	To ensure it is clear that individuals can hold the office of Area Officer and Area Representative at the same time.
29.3.4	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 29.3.8 and so these words are superfluous.
29.3.6	<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 23 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 29.3.8 so these words are superfluous</p>
29.3.7	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 29.3.6, 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.
29.3.8	<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 29.3.4</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 29.3.4 and 29.3.6.</p>

Article	Amendment	Reason
32	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