

Guidance for members for proposed changes to the BMAA Articles of Association and Rules.

Proposed changes – BMAA Articles of Association

Definitions Sub-115 deleted and replaced with SDDR

3. Objects Updated Objects and referred to attached Schedules for further details.

13. Composition of the Board and Quorum Reduced the number of Directors needed for a quorum from 5 to 3. *(NB. This is in the gift of the Board and was passed in the meeting of the 29 September 2017.)*

15. Casting vote. For clarification added the wording “The casting vote is in addition to the vote that he has already been entitled to make.”

20. Elected Directors Changed single paragraph article into four sub-sections for clarity and added section 20.3 to reflect the proposal approved by the Board that no Director may serve more than two consecutive terms (Board meeting September 2016).

27. Elections Broken down existing Article 27.1 into four more manageable parts for ease of reading. There is no substantial change to the meaning of the text.

27. Elections 27.2 Removed reference to postal ballot as the Article referred to includes all options and should not be confined to one voting option by this Article.

27. Elections Removed the wording that requires the first Board meeting to be held within one calendar month of the AGM. This is not always practical. I have replaced with the wording “which shall be held as soon as practically possible after the Annual General Meeting.”

35.2 Quorum for general meetings Reword sentence. No change to intent.

39 Resolutions Created an additional Article which takes text from existing articles together with some new text. The Article seeks to collate information that guides the members on the process of submitting a resolution. The proposed timescale for notification of resolutions to the Secretary and membership is new. Currently there is no guidance and if a resolution that is mischievous is put before a poorly attended meeting it is possible that the BMAA ,may suffer harm as a result. This change creates a specified minimum time for the membership to consider all resolutions should be included in the Articles.

39a. Voting: general The existing text does not allow for voting means at a meeting other than by a show of hands. As we are trying to encourage members to take part in BMAA decisions we should not exclude the possibility of allowing remote voting on properly proposed resolutions. 39a.2 makes this provision.

39a. Voting: general The current Article 39 refers to poll votes. A poll vote is one where the value of a member’s vote is based upon his shareholding, not one vote per member. As all BMAA members can only have one share the poll vote is not applicable to the BMAA so reference to it throughout the document has been removed.

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42. Postal Ballot The current Article refers to Postal ballots as the only option to show of hands. With the availability of electronic means I have changed the Article to allow additional electronic methods of casting a vote to be allowed.

44. Delivery of proxy notices Removed reference to poll votes.

52. Dissolution Added the option of an electronic ballot to the options available.

New. Schedule 1 - promote, administer and encourage the development of, and participation in the Sport within the Territory

New. Schedule 2 - develop and implement a strategy for the development of the Sport in the Territory

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Proposed changes – BMAA Rules.

3.1 Postal Voting. Added the opportunity for use of electronic means to cast a vote in Board elections.

3.2 Nominations Changed wording for clarification in the first sentence.

3.2 Nominations Removed reference to the magazine in the second bullet point to allow for other methods of publication.

3.2 Nominations Added the requirement for a proposer to submit supporting text in the fifth bullet point .

3.2 Nominations Added the requirement for a seconder to submit supporting text in the sixth bullet point.

3.2 Nominations Reduced the minimum notice period that nominations must be published to the members from three to one month. Now we have electronic voting we do not need to allow for MF publication timing and we can reduce the period that the election is held over.

3.3 Voting Removed reference to “spoilt papers” only and replaced with “spoilt ballots” so that other forms of voting are included.

3.3 Voting Replaced the last sentence relating to distribution of voting papers for postal voting to reflect that postal voting may not always be the only, or an, option to cast a vote.

3.4 Disputes Replaced reference to “papers” with “records” and “responses” to reflect that paper ballots are not the only method of voting.

7 GENERAL MEETINGS Corrected references referring to para with references to Articles.

7 GENERAL MEETINGS Removed the rule that suggests that membership fees shall be approved by the membership. This was in conflict with the Articles that say that the Board can determine fees without reference to the membership.

7 GENERAL MEETINGS Remove the rule that prevents proxy voting at a general meeting. The Articles allow for proxy voting which also allows members an alternative method of becoming engaged with the running of the BMAA.