

The BMA's constitution – a brief guide



The BMA's governance documents are known as the 'Memorandum and Articles of Association and Bye-laws of the British Medical Association'. The document is available on line and via Companies House and outlines the governance of the BMA, its BMA's main structures, their constitutions and procedures. This document is the definitive resource, and our purpose in putting together this brief guide is to describe key concepts and relationships.

What is the BMA?

The BMA is, at one and the same time:

- A **membership association**, Providing professional advice and support to members both locally and nationally.
- A **company limited by guarantee** governed by general meetings and the board of directors, working to implement the direction defined by members. The board of directors is responsible for the management of the finances and general administration of the Association and ensures the implementation of the strategic and operational objectives.
- A **trade union**, governed by the council acting as the union's Principal Executive Committee with significant amounts of council's authority delegated to standing committees and national councils. Council sets the strategic direction of the Association in line with policy decided by the Representative Body at the annual representative meeting. Council is responsible for the formulation of policy throughout the year between meetings of the Representative Body and for ensuring the implementation of that policy.
- A **medical publishing house**, through its sole ownership of the BMJ Group.

The memorandum of association

This describes the objectives of the BMA in the broadest sense as being to **promote the medical and allied sciences, to maintain the honour and interests of the medical profession and to promote the achievement of high quality health care**. It then explicitly permits the company functions that allow this to happen such as raising resources, holding meetings and so on.

The articles of association

The articles generally establish the powers and responsibilities of key bodies and members in the BMA.

Part 1 makes some definitions, and Part 2 (articles 3-9) defines categories of membership and how a doctor joins the BMA. Article 12 defines how one leaves membership including being expelled or erased from the medical register.

Articles 13 and 14 are important in terms of behaviour and culture and describe offences for which **investigation and sanction of members** can take place. Article 13 defines the grounds upon which a member, officer or member of any committee may be investigated if their conduct has been detrimental to the honour and interests of the medical profession or the Association; or is likely to bring the profession into disrepute; or that they have wilfully and persistently refused to comply with the articles, bye laws or the rules of their division. Article 14 describes the process involved after a complaint is made, with investigations and, if necessary, panel hearings and powers to act. A member can be suspended while an investigation takes place.

Articles 18-19 describe how a member can reapply for admission, and 20-26 describe subscriptions and affiliated memberships.

Part 3 (articles 27-31) describes the BMA's local organisation into **divisions**.

Part 4 (articles 32-50) describes annual and extraordinary general meetings of the Association.

Articles 51-58 describe the **chief officers, the chief executive and editor**, and how they and directors are appointed and removed.

Part 5 is about the **representative body**, and article 58 prescribes that **the general control and direction of the policy and affairs of the Association** shall be vested in it. Articles 60-71 describe who can attend annual or special representative meetings, what the business is and how they vote. The ARM can elect the president and treasurer, its chair and deputy chair and various committee members, consider financial and other reports, recommend changes to the articles (to the AGM), and alter the bye-laws. Its main business is to make the policy resolutions. Policies that are agreed are published in the **BMA policy book**.

Part 6 (articles 72-75) deals with the council and allows establishment of committees. In article 72 **the council is defined as the body responsible for the lawful conduct of the Association as a recognised trade union and as a professional association**. Council's main role lies in strategic prioritisation; it can formulate and implement policies so long as they are not inconsistent with policy resolved by the representative body.

Part 7 (articles 76-88) defines **the board of directors as responsible for the management of the finances and general administration of the Association, ensuring the implementation of the strategic and operational objectives and resolutions made by council**. The board runs the BMA as a company and article 77 makes it clear that this is on behalf of the council, the board taking all reasonable action to implement the resolutions of the council. Article 79 establishes the **finance committee to take decisions on matters affecting the finances of the Association** and, where appropriate, advise, report and make recommendations to the board.

Part 8 contains miscellaneous provisions, such as paying expenses, financial reports and audit, and the British Medical Journal – including article 98, establishing the **BMJ's editorial autonomy**.

The articles can be changed if necessary normally by a recommendation from council to the representative meeting who can decide by a two-thirds majority to recommend the changes to the annual general meeting for approval.

The bye-laws

The bye-laws are subsidiary to the articles and generally describe the working methods of members and bodies.

Part 1 (bye-laws 1-7) define the classes of membership and how one is elected to membership. Part 2 (bye-laws 14-28) deal with local organisation and establish divisions and (in England) regional councils to represent members on a geographical basis, and their officers, meetings and funding.

Part 3 (bye-laws 29-55) defines the representative body, its members, divisional and branch of practice membership, and other electing bodies. Bye-law 45 defines the RB chair and deputy chair, their election and terms of office, and bye-laws 46-48 refers to the BMA president. Bye-law 50 outlines the treasurer's election. Bye-law 53 defines the joint agenda committee that receives and collates all motions received for the ARM.

Part 4 (bye-laws 56-83) defines the council, its membership and methods of election, and at bye-law 63 the council chair and deputy chair. Council's working methods, voting, and provision for special meetings are at bye-laws 65-74.

Bye-law 75 is important for the **relationships between committees** – it says that if disputes cannot be resolved consensually then council itself shall determine the matter, in final and binding fashion, in the name of the Association.

Bye-law 83 is the key to **trade union activities and collective action**, stating that the council shall have power on behalf of the Association to take or recommend any action required concerning the regulation of relations with employers whether in a **trade dispute** or not, including **industrial action**. (The council fulfils the function of the BMA's Principal Executive Committee as defined in section 119 of the Trade Union and Labour Relations (Consolidation) Act 1992, the governing law for trade unions). Under this bye-law, some of these functions can be delegated to an executive committee, but not any other body.

Part 5 (bye-laws 84-113) establishes the committees and other bodies of the Association. Bye-law 85 is key to the **delegated authority** held by some standing committees and councils. That **authority is delegated from council**, but the committees and councils, holding delegated authority or not, remain subject to the general control and direction of the representative body. Those committees and councils that do not hold delegated authority act through recommendations made to the council.

Seven branch of practice committees and the three national councils hold **full delegated authority** to act in relation to all matters within their respective terms of reference. The individual terms of reference are defined in the schedules. Five committees hold delegated authority in relation to terms of service outside the NHS, and the medical ethics and organisation committees hold delegated authority as defined in the schedules. National branch of practice committees in Scotland, Wales and Northern Ireland hold full delegated authority to negotiate on devolved matters.

Bye-law 86 provides that the council has overall responsibility for co-ordinating work and policy implementation, that **all constituent bodies will implement policy decisions of the Association**, and for consultation and resolution of disputes between constituent bodies.

Bye-law 90 allows membership of standing committees by people who are not BMA members, and provides that they shall never comprise a majority. The remainder of part 5 details the working methods of committees in relation to elections, voting, duties and powers, and the ability of the chair to act between committee meetings. All committee standing orders must be consistent with these provisions.

Part 6 (bye-laws 114-118) defines honours of the Association.

The bye-laws can be changed if necessary normally by a recommendation from council to the annual representative meeting who can approve by a two-thirds majority.

The schedules

The schedules give specific detailed definitions of the membership and terms of reference, duties and powers of the standing committees (first schedule), branch of practice committees (second schedule), and board of science and medical ethics committee (third schedule).

The schedules can be changed normally by a recommendation from council to the annual representative meeting who can approve by a two-thirds majority.