

# AGM 3

## Amendments to the articles (ARM 2022)

The current articles and bye-laws can be found at: <https://www.bma.org.uk/media/4843/bma-articles-and-bye-laws-2021-22-dec21.pdf>

You can also ask any questions in advance of the meeting by e-mailing: [scole@bma.org.uk](mailto:scole@bma.org.uk)

Article	RECOMMENDED CHANGE	EXPLANATION
	Article to be amended to read (amendments in red):	
<b>14 (3) (a) &amp; (b)</b>	<p>14.</p> <p><i>(3) Where the member being investigated is a director, office holder or any person holding any office of the Association, the chief executive:</i></p> <p><i>(a) may suspend the member from <b>some or</b> all of the BMA offices they hold with immediate effect pending the outcome of the investigation and/or hearing where this is considered necessary; and</i></p> <p><i>(b) shall report the matter to an interim measures panel, which shall have the power to uphold any suspension under Article 14 (3)(a) or itself suspend the member from <b>some or</b> all of the BMA offices they hold with immediate effect pending the outcome of the investigation and/or hearing. The procedures (including in respect of any appeal) set out in the current BMA Interim Measures Panel Process will apply.</i></p>	<p>The proposed changes would give the Chief Executive and the Interim Measures Panel (IMP) the ability to suspend members from some or all of the offices that they hold. This would be a change from the current position, which is that they can only suspend members from all of the offices they hold.</p> <p>It was felt by IMP members that the ability to suspend members from some of the offices that they hold would be helpful in their deliberations. There may be circumstances where a complaint against a member raises specific risks that could be mitigated by their suspension from a particular office without the need for them to be suspended from other offices they hold. This view was supported by the Director of Legal Services.</p>
<b>72</b>	<p>72. <i>The council is the body responsible for the lawful conduct of the Association as a recognised trade union and as a professional association. The council shall exercise such powers and do such acts and things as may be exercised or done by the Association or are conferred on it pursuant to the articles and bye-laws and are not, by the provisions of</i></p>	<p>This proposal is to implement ARM 2021 motion 68 iii) <i>demands that the organisation committee delivers a proposal to ensure the Articles and Byelaws of the BMA reflects the diverging contexts of the RB across nations with a view to agreeing at ARM in 2022.</i></p>

	<p><i>any statute or of the articles, directed to be exercised or done by the board, a general meeting or by the representative body. In particular council shall have power, in the interval between successive meetings of the representative body, to formulate and implement policies (not being inconsistent with any policy already laid down by the representative body <b>and subject to article 77(2) on any matter affecting the Association and with due regard to the position and political environment of members in the each of the UK countries.</b></i></p> <p><b><i>(1) The councils of the devolved nations share in the responsibility for the lawful conduct of the Association as Trade Union and Professional Association in their respective nations, being directly answerable to the BMA council for this responsibility.</i></b></p> <p><b><i>(2) The Councils of the devolved nations shall have power to independently formulate and implement policies with due regard to the position and policies of the wider association, and the other countries of the UK, which are relevant and applied solely to their devolved nation context.</i></b></p>	<p>This change was proposed from the task and finish group set up to progress the work and comprised members and staff representatives of Organisation committee and the Directors and staff representatives of the devolved nations.</p> <p>This has been in conjunction with the work to deliver the other parts of motion 68 carried or taken as a reference including updating the future ARM motion submission proforma and guidance and the resolution process in relation to devolved nations.</p> <p>Work will continue in the next session including a more extensive review of the Articles and Bye-laws and policies relating to or affecting devolved nations.</p>
79(1)	<p>Article 79(1)</p> <p><i>1) The finance committee shall consist of fifteen members namely: seven members of council as may be elected and/or replaced by council from time to time from among its members (by way of such process as determined by council) provided that no such member of council elected shall hold a seat on the board at the same time; the council chair; the deputy chair of council, the representative body chair; the treasurer; the chief executive; the group chief financial officer and two lay persons not being medical practitioners (or employees of the Association) but being qualified and experienced in business and commerce, <b>one of whom shall be a lay member that shall hold a seat on the</b></i></p>	<p>This proposal enables the Non-Executive Director qualified and experienced in business and commerce to become a voting member of the finance committee. This NED is recruited for their experience of financial stewardship, financial governance and financial management. As such, having this person as a voting member of the finance committee would increase the collective experience and expertise of the committee in those areas required to discharge its duties as set out in Article 79.</p>

	<p><del>Board. provided that no such lay person appointed shall hold a seat on the board at the same time.</del> Each member of the finance committee as may be elected by council or being a lay person shall hold office for two years from the date of their appointment and shall be eligible for re-election or re-appointment at the expiry of their term of office. In default of, and until election of, a member or members, or so far as such election shall not be complete, all the powers conferred on the finance committee shall belong to and be exercised by the serving members whatever their number.</p>	
<p><b>85(1)</b></p>	<p>Article 85(1)</p> <p><i>The constitution of the board shall be as fixed by council from time to time, but unless otherwise fixed shall consist of <del>9-11</del> persons to include: (a) the council chair; (b) the representative body chair; (c) the treasurer; (d) <b>the deputy chair of council</b> (e) three medical persons as may be elected and/or replaced by council from time to time from among its members (by way of such process as determined by council) and such persons not to be appointed to the finance committee at the same time; <del>(e) (f)</del> the chief executive; <del>(f)</del> <b>(g) the group chief finance officer one of the directorate heads of the Association as determined by the board;</b> and <del>(g) (h)</del> one lay (non-medical) person <b>experienced in business and commerce</b> to be elected and/or replaced by council from time to time (by way of such process as determined by council) <b>and (i) the BMJ chair.</b> <del>and such person not to be appointed to the finance committee at the same time.</del> Each director appointed pursuant to article 85(1) <del>(d) (e)</del> and <del>(g)-(h)</del> shall hold office for two years from the date of their appointment and shall be eligible for re-election at the expiry of their term of office. In default of, and until election of, all persons to the board, or so far as such election shall not be complete, all the powers conferred on the board shall belong to the serving members of the</i></p>	<p>This proposal amends Article 85 to reflect organisation changes by:</p> <ul style="list-style-type: none"> <li>• listing the deputy chair of council as a member of the board of directors under Article 85(1) alongside the other chief officers. At present the deputy chair of council is a member of the board by virtue of 85(2).</li> <li>• listing the BMJ chair under Article 85(1). At present the BMJ chair is a member of the board by virtue of 85(2)</li> <li>• adding the role of Group Chief Finance Officer as a member under article 85(1) and removing reference to ‘one of the directorate heads of the Association as determined by the Board’.</li> </ul>

	<i>board whatever their number (subject to article 84).</i>	
<b>85(2)</b>	<i>Council may also appoint additional persons as directors by a simple majority of council. <b>The BMA Board must comprise a minimum majority of two BMA members.</b> Council shall also have the power at any time to remove a director and make an alternative appointment in their place. Any such removal and subsequent appointment shall be made by a simple majority of council.</i>	This proposal ensures the membership of BMA Board of Directors is balanced in favour BMA members, with a minimum majority of two.