

**BRITISH MEDICAL ASSOCIATION**

**Company No: 00008848**

**Memorandum  
and  
Articles of Association  
and Bye-laws  
of the  
British Medical Association**

**2016-2017**

**Note:**

Amendments to the Bye-laws (Appendix II) and Articles (Appendix III) are included herein.

25 July 2016



Memorandum  
and  
Articles of Association  
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of the  
British Medical Association

London office of the Association  
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**2016-17**

**BMA**

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The following is the Memorandum of Association of the British Medical Association as altered from the form in which it was adopted on the 17th October, 1874, by (1) a special resolution duly passed and confirmed at extraordinary general meetings held

on the 5th and 30th December 1913, and confirmed by the Chancery Division of the High Court of Justice on the 17th February, 1914, the Board of Trade previously having approved such alterations, (2) a special resolution duly passed and confirmed at an extraordinary general meeting held on the 22nd July, 1972, the Department of Trade and Industry previously having approved such alteration; and (3) a special resolution duly passed and confirmed at an extraordinary general meeting held on 27th February, 1975, the Department of Trade and Industry previously having approved such alteration.

**MEMORANDUM OF ASSOCIATION  
OF THE  
BRITISH MEDICAL ASSOCIATION**

1. The name of the Association is the "British Medical Association".
2. The registered office of the Association is to be in England.
3. The objects for which the Association is established are:
  - (1) 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;
  - (2) to hold or arrange for the holding of periodical meetings of the members of the Association and of the medical profession generally;
  - (3) to circulate such information as may be thought desirable by means of a periodical journal, which shall be the journal of the Association, and by the occasional publication of transactions or other papers,
  - (4) to grant sums of money out of the funds of the Association for the promotion of the medical and allied sciences in such manner as may from time to time be determined;
  - (5) subject to the provisions of Section 19 of the Companies (Consolidation) Act 1908 to purchase take on lease exchange hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the Association;
  - (6) to sell improve manage develop lease mortgage dispose of turn to account or otherwise deal with all or any part of the property of the Association;
  - (7) to borrow any moneys required for the purposes of the Association upon such terms and upon such securities as may be determined,
  - (8) to do all such other lawful things as may be incidental or conducive to the promotion or carrying out of the foregoing objects or any of them.

4. The income and property of the Association, from whatever source derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, by way of profit to the persons who at any time are or have been members of the Association or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association.
5. The 4th paragraph of this Memorandum is a condition on which the licence is granted by the Board of Trade to the Association in pursuance of Section 23 of The Companies Act, 1867. For the purpose of preventing any evasion of the terms of the said 4th paragraph, the Board of Trade may from time to time, on the application of any member of the Association, impose further conditions which shall be duly observed by the Association.
6. If the Association act in contravention of the 4th paragraph of this Memorandum, or of any further conditions, the liability of every director hereinafter called member of council (\*) shall be unlimited, and the liability of every member who has received any such dividend, bonus, or other profit aforesaid, shall likewise be unlimited. In all other respects the liability of members and medical student members is limited
7. Every member and medical student member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up, during the time that they are a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which they cease to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding the sum of one pound sterling, or in case of their liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

The following articles are the Regulations of the Association adopted in pursuance of a special resolution passed 29th June, 1910, and confirmed 22nd July, 1910, except in so far as such articles have been since duly added to or otherwise altered.

(\*) Pursuant to the following articles of the Association a "director" is no longer called a "member of council" and is defined as a "member of the board" and the content of this paragraph 6 as applicable to the Association shall be construed accordingly

## **ARTICLES OF ASSOCIATION OF THE BRITISH MEDICAL ASSOCIATION**

### **PART 1 - INTERPRETATION**

- 1 In these Articles of Association (where not repugnant to the context) the words and expressions following have the meanings hereinafter assigned to them respectively

“the Association” means the above-named Association,

“the articles” means these articles of association with such modifications thereof or additions thereto as may from time to time be in force;

“member” means either an ordinary member or a medical student member;

“existing” means existing at the time when these articles come into operation,

expressions defined in the Companies Act 1985 (as amended from time to time) shall have the meanings so defined;

“the Medical Act” means The Medical Act 1983 or any statutory re-enactment or modification thereof for the time being in force,

“Her Majesty’s Armed Forces” means the Medical branch of the Royal Navy, the Royal Army Medical Corps, and the Medical branch of the Royal Air Force and the expression “doctors in the Armed Forces” shall be construed accordingly;

“junior member” means an ordinary member of the Association who is either within twelve years of provisional registration or within 11 years of first full registration with the GMC;

“overseas member” means an ordinary member of the Association whose address as held on the Association’s register of members is outside England, Scotland, Wales and Northern Ireland;

“bye-laws” the bye-laws made from time to time in accordance with these articles;



“Board” (unless where the context otherwise requires) the board of directors of the Association from time to time;

“Director(s)” a member of the board.

2. The Interpretation Act, 1978, shall apply for the purpose of the interpretation of these articles and bye-laws made hereunder as it applies for the interpretation of an Act of Parliament

## **PART 2 - MEMBERSHIP**

3. There shall be the following categories of membership: -

- (1) **Voting members**

- (a) ordinary members;
  - (b) medical student members;

- (2) **Non-voting members**

- (a) honorary members.

### **Eligibility for Voting Membership**

- 4 The following persons shall be eligible for voting membership of the Association

- (1) As ordinary members (not being overseas members):

- (a) any person who is registered under the Medical Act,
    - (b) any person who is registered under the Medical Act and whose erasure from the Medical Register was not as a consequence of disciplinary action;
    - (c) any person who, although not registered under sub-paragraph (a) and (b) hereof, is possessed of any medical qualification the holding of which is a condition precedent to their being eligible to be so

registered, provided that this sub-paragraph shall not apply in the case of a person whose name has been erased from the Medical Register in consequence of disciplinary action;

- (d) any person who is a member of a class of persons whom the council may from time to time specify as eligible for ordinary membership upon such conditions as the council may specify.

Provided always that:

- (i) a person whose registration under the Medical Act has been suspended as a consequence of disciplinary action for a period not exceeding 12 months shall, notwithstanding anything contained in the Medical Act, continue to be eligible for ordinary membership of the Association, and
- (ii) the address of the member as held on the Association's register of members is within the United Kingdom of Great Britain and Northern Ireland

(2) As overseas members: -

- (a) any person who is registered under the Medical Act;
- (b) any person who has previously been registered under the Medical Act and whose erasure from the Medical Register was not as a consequence of disciplinary action;
- (c) any person who, although not registered under sub-paragraph (a) and (b) hereof, is possessed of any medical qualification the holding of which is a condition precedent to their being eligible to be registered, provided that this sub-paragraph shall not apply in the case of a person whose name has been erased from the Medical Register in consequence of disciplinary action;
- (d) any person whose name is registered on the medical list (or equivalent) held by any regulatory body of the geographical area in which such person practises medicine, and which confers on them the

right to practise medicine under the laws of that geographical area, provided that this sub-paragraph shall not apply in the case of a person whose name has been erased from the medical list (or equivalent) in consequence of disciplinary action;

- (e) any person who is a member of a class of persons whom the council may from time to time specify as eligible for overseas membership upon such conditions as the council may specify.

Provided always that

- (i) a person whose registration under the Medical Act or equivalent overseas legislation has been suspended as a consequence of disciplinary action for a period not exceeding 12 months shall, notwithstanding anything contained in the Medical Act or equivalent overseas legislation, continue to be eligible for overseas membership of the Association; and
  - (ii) a person whose qualification for membership arises under paragraph 2 (d) of this Article and who has been suspended as a consequence of disciplinary action for a period not exceeding 12 months shall continue to be eligible for overseas membership of the Association, and
  - (iii) the address of the member as held on the Association's register of members is outside the United Kingdom of Great Britain and Northern Ireland.
- (3) As medical student members: - Medical students who are enrolled for a course of study in the United Kingdom for or leading to a primary medical qualification

#### **Mode and Conditions of Election to Membership**

- 5. The mode and conditions of election to membership shall be determined by and in accordance with the articles and bye-laws.

## **Application**

- 6 Every candidate for membership of the Association shall apply for election in writing, addressed to the Association, and stating their agreement, if elected, to abide by the articles, bye-laws and the rules of the division or branch to which they may at any time belong or with which they may at any time be associated, and to pay their subscription for the current subscription period.

## **Register of Members**

7. Subject as hereinafter provided the persons for the time being named in the register of members of the Association whose respective addresses are situate at places within the area of any division or branch, and no others shall be deemed to be the voting members of that division or branch. Provided always that any member who has become a member of a division other than that in which they reside shall be a member of such first-mentioned division and shall not be a member of the division in which they reside

## **Duration of Voting Membership**

- 8 Every voting member shall remain a member until their membership is terminated in accordance with the provisions of the articles and bye-laws

## **Eligibility for Honorary Membership**

- 9 The Association shall have in such manner as the articles and bye-laws may provide power to elect honorary members. Honorary members shall be eligible for election as president of the Association and may hold the office of president, president elect, immediate past president, past president, or vice-president, but an honorary member shall not be eligible for election to or eligible to hold any other office in the Association. The Association may admit honorary members to such privileges (other than that of receiving notices of General Meetings or of voting as members of the Association) as may from time to time be conferred on them.

Bye-laws 10 and 11 unallocated

### **Termination of Voting Membership and members' conduct**

12. Voting membership of the Association may be terminated in any of the following ways, namely:

- (1) by resignation, subject to such notice as may be prescribed by the articles and subject to the provisions of the next succeeding article;
- (2) by default in the payment of a due subscription beyond the end of the subscription period to which the due subscription relates;
- (3)
  - (a) upon erasure or suspension for a period of more than 12 months, in consequence of disciplinary action, from the Medical Register, save that members who are suspended under an order of suspension in advance of their case being heard by a final determining fitness to practise panel shall continue as members and shall continue to enjoy all the privileges of membership;
  - (b) upon forfeiture, in consequence of disciplinary action, of the medical qualification by virtue of which the member was eligible for membership,
- (4) for overseas members;
  - (a) upon erasure or suspension for a period of more than 12 months, in consequence of disciplinary action, from any registration that conferred eligibility for membership under the provisions of Article 4 (2) (a), 4 (2) (b) or 4 (2) (d) save that members who are suspended under an order of suspension in advance of their case being heard by a final determining body shall continue as members and shall continue to enjoy all the privileges of membership;
  - (b) upon forfeiture, in consequence of disciplinary action, of the medical qualification by virtue of which the member was eligible for membership;

- (5) for medical student members, upon suspension from their medical school course for a period of greater than 12 months as a consequence of disciplinary action or termination of course save that members who have appealed their suspension or termination to their medical school or university shall continue as members until such time as the appeal is determined, by their medical school or university.
- (6) as a result of expulsion under the provisions of Articles 14 and 15.

### **Members' conduct**

- 13. The grounds upon which a member, officer or member of any committee may be investigated are that -
  - (1) their conduct has been
    - (a) detrimental to the honour and interests of the medical profession or the Association; or
    - (b) likely to bring the profession into disrepute; or
  - (2) They have wilfully and persistently refused to comply with the articles, bye-laws or the rules of any division or branch of which they may be a voting member
- 14. (1) Where a director, chief officer, voting member, division, branch or committee or a member of the official staff of the Association believes that a member, officer or member of any committee has contravened the provisions of article 13 the allegation must be submitted in writing to the chief executive.
- (2) The chief executive shall investigate the allegation and in doing so shall inform the member concerned of the allegation and invite the member to comment on the allegation The chief executive may, in accordance with article 57, delegate all or part of the investigation to such person or persons as they think fit

- (3) The chief executive (or those persons appointed by them to conduct the investigation) may:
  - (a) dismiss the allegation with no further action upon concluding the investigation,
  - (b) issue an oral or written warning upon concluding the investigation;
  - (c) refer the allegation to go to a hearing upon concluding the investigation; or
  - (d) during or after the investigation and in consultation with the council chair, representative body chair or treasurer, temporarily suspend a member from some or all BMA offices pending a hearing. Such a suspended member shall have the right of appeal against the decision to suspend within 21 days to an appeal panel of three members appointed annually by the council. Any appeal hearing shall take place within 21 days of the appeal being received.

Where the chief executive considers that a warning is appropriate the member concerned shall be invited to comment on the sanction before it is finalised and may request that the matter be dealt with by a hearing instead.

- (4) If the chief executive is satisfied that a hearing is necessary, or if the member requests a hearing in accordance with sub-section (3), the chief executive shall request the council to set up a panel of three or more members of the Association to hear the case. The member may appear before the hearing and may be accompanied by a friend or representative who may be legally qualified, or they may make a submission. The chief executive or their appointed delegate shall present the case on behalf of the Association. The hearing shall be held in public unless the panel considers that there is good reason not to do so.
- (5) The decision of the panel shall be reported to the council but council shall not have the power to overturn the decision.
- (6) The panel shall have the power to:

- (a) expel the member from the Association;
  - (b) suspend the member from membership of the Association for such period and on such terms as it considers appropriate;
  - (c) suspend the member from some or all of the BMA offices held by them for such period and on such terms as it considers appropriate;
  - (d) issue a public censure in respect of the member's conduct on such terms and through such medium as it considers appropriate;
  - (e) issue an oral or written warning.
- (7) The sanction imposed by the panel shall take effect 21 days after the decision of the panel unless the member appeals against the decision of the panel. The member shall have the right of appeal against the decision of the panel within 21 days to a panel of three members appointed annually by the council. Any appeal hearing shall take place within 21 days of the appeal being received.
- (8) Where the member concerned is also a director, office holder or any person holding any office of the Association, the chief executive shall report the matter to an interim measures panel (established annually by council), who shall have the power to suspend temporarily the member from all of the BMA offices which they hold with immediate effect pending the outcome of the investigation and/or hearing.
- (9) A director, office holder or any person holding any office of the Association who is suspended from all or any BMA offices shall have a right of appeal to a panel appointed by council.
- (10) Suitable legal advice will be available to the panels appointed by council.
- (11) Council shall have the power to determine the detailed procedures appropriate for the investigation and hearing process under this article.
15. The council of each branch having a membership of not less than 30, upon the



representation of any two members of such branch, shall have power at a special meeting of the branch council convened at not less than one month's notice and after due inquiry of which not less than 28 days' notice in writing, specifying the time and place at which they may be heard in their defence, shall have been given to the voting member, to expel from membership of the Association such person whose conduct shall be held by the branch council to be such as to render them liable to expulsion under article 14. The council of each branch exercising such powers shall inform the chief executive of the Association of the outcome of any enquiry

- 16 A majority of two-thirds of those present and voting at a meeting of a branch council shall be required for the purpose of exercising the powers conferred by articles 14 and 15.
- 17 No voting member in regard to whom a representation as aforesaid has been made, or whose conduct is under investigation, or is the subject of inquiry by a branch council, or by any council or committee of a division, or by any committee authorised in that behalf by any such council as aforesaid, shall be capable of effectively resigning their voting membership of the Association nor shall their voting membership be terminated in pursuance of article 14(6) until the investigation or inquiry is completed and the decision thereunder is made known. A member's conduct shall be deemed to be under investigation from the date of the letter of complaint

### **Re-eligibility**

18. A person who has ceased to be a voting member pursuant to articles 12(3) and 14(6) shall not be re-eligible without the prior sanction of council.
19. A person who has ceased to be a voting member pursuant to articles 12(1) and (2) may apply for re-election as if they were initially applying for membership of the Association.

### **Subscriptions**

- 20 (1) Save as otherwise provided by the articles every voting member shall pay to the Association a subscription for such subscription period as the

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council shall from time to time determine and of such sums as the representative body shall determine

(2) Subscriptions shall be considered due in advance.

21. The payment of each subscription shall during its currency entitle the member to all privileges of membership of the Association and to the ordinary privileges of membership of the division or branch of which they are an ordinary member. The privileges of membership include that of receiving the Journal or in the case of a student member the student edition of the Journal (except that a spouse/partner member shall not be entitled to receive the Journal unless they so request in writing and where the member is entitled to receive the student edition of the Journal the spouse member may not elect to receive an edition other than the student edition).
22. In the case of a person who shall have been an ordinary member of the Association for a period of 50 years or more such person shall without payment of any annual subscription as from the date when their subscription would otherwise have been renewable and during the continuance of their membership be entitled to all the privileges therefore. In the case of a member who is a member of a branch this article shall be construed without prejudice to their obligations as a member of such branch.
23. For the purposes of this article a member shall be deemed to reside where their ordinary place of abode is situated at the time at which their subscription is considered due.

#### **Arrears of Subscription, Cessation of Membership**

24. (1) If the subscription of a voting member for any subscription period shall not have been paid on or before such date in any subscription period as the Council may from time to time determine they shall, without prejudice, to their liability to the Association, cease to be a voting member as from that date. Provided that upon payment before the end of such subscription period of all subscriptions due from them they shall, if eligible, be restored to membership in the appropriate category without re-election. The payment of subscription arrears shall not entitle the member to receive

the Journal or student edition of the Journal during the period covered by the arrears unless they so request in writing

- (2) No voting member shall (except in case of their expulsion, or of their ceasing to be a member, or medical student member, under the provisions of article 14 or under the previous provision of this article) cease to be a member or medical student member (as the case may be) without having notified the Association immediately and in writing at the registered office of their resignation and having paid all arrears of subscriptions (if any) due from them. Such notice of resignation shall be acknowledged by the registered office.

## **AFFILIATION**

25. (1) The Association may admit to affiliation with it any medical Association or similar body established outside the United Kingdom on such terms and with such privileges as may in each case be approved by resolution of the council, provided always that the council shall report any such approval to the next annual representative meeting and it shall be open to the representative body by a resolution passed at such meeting to repudiate such affiliation.
- (2) The Association may terminate any such affiliation (after due notice on either side) by resolution of the representative body passed after consideration of a report by the council.
- (3) Any resolution of the representative body under this article shall be final and shall not require to be approved under article 69.

## **Affiliated Membership**

26. The council may determine that the members of any medical association or similar body established outside the United Kingdom being a body admitted to affiliation (being persons temporarily resident within the area of any branch or division of the Association) shall be admitted to affiliated membership of the Association with such privileges as shall be determined by the council

### **PART 3 - LOCAL ORGANISATION**

27. (1) The members of the Association shall be formed into separate local bodies styled (in the United Kingdom, Channel Islands and Isle of Man) "divisions" and (elsewhere) "branches".
- (2) Each division or branch shall consist of a body of members and have a local area determined as hereinafter provided.

#### **Formation, Alteration, Dissolution, etc, of Branches and Divisions**

28. The organisation committee on behalf of council may from time to time determine, recognise and modify what bodies of members and geographical areas shall constitute local representative structures. Not less than one month's notice in writing shall be given to any recognised representative structure to whose boundaries or area any change is proposed. The organisation committee may also, on behalf of council, on giving not less than six months' notice in writing, close down any local representative body.
29. In determining the boundaries or areas of divisions and branches, the organisation committee shall have regard to the expressed wishes of the local bodies concerned, to the importance of maintaining a close relationship with local statutory or functional bodies and other local professional groups, and to transport facilities

#### **Autonomy**

30. (1) Subject to these articles and bye-laws each division, branch or regional council, the constitutions of which shall be determined by the organisation committee on behalf of the council, shall, subject to the terms of the constitution, be free to govern itself in such manner as it shall think fit, and from time to time to make, amend or repeal such rules.
- (2) The governing rules so made, and for the time being in force shall be binding on the members, constituting the division, branch or other body in reference to which they are made. Such rules shall be submitted for

approval to the organisation committee, and shall not come into operation unless and until they are approved

### **Rules of Procedure in Ethical Matters**

- 31 The rules governing procedure in ethical matters of divisions or branches shall be such as may from time to time be approved by the representative body.

## **PART 4 - GENERAL MEETINGS OF THE ASSOCIATION**

### **Annual General Meeting**

32. The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such time and place as may be fixed by the board, and if no time is so fixed shall be held on the third Wednesday in September, and if no place is so fixed shall be held at the registered office of the Association.

### **Business of Annual General Meeting**

- 33 The business of an annual general meeting shall be:
- (1) such business as by statute or by the articles shall for the time being be appointed to be transacted at such meeting, including the appointment of auditors and the fixing of their remuneration; and
  - (2) the reception of such addresses and other communications, and the discussion of such matters pertaining to the medical and allied sciences as the council shall have arranged to be received or discussed at such meeting
- 34 The board, having regard to the arrangements of council under article 33(1), shall arrange the order of business of an annual general meeting, and shall fix the times at which matters described under the heads (1) and (2) of article 33 shall respectively be considered At the conclusion of the business under

article 33(1) any remaining business for consideration shall be adjourned by the chair without discussion to such time as may have been appointed by the meeting for the resumed consideration of business of that description.

### **Extraordinary General Meetings**

35. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
36. The board may whenever it thinks fit or at the request of council or upon a requisition made in writing as hereinafter provided by one per cent of the voting membership of the Association convene an extraordinary general meeting.
37. A requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Association, and may consist of several documents in like form each signed by one or more requisitionist.
38. If the board does not within 21 days from the date of the deposit of a requisition proceed duly to convene an extraordinary general meeting, the requisitionists, or any 100 of them, may themselves convene a meeting for the object specified in the requisition, but any meeting so convened shall not be held after the expiration of three months from the said date. A meeting convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which the general meetings are to be convened by the board.

### **Notice of Meetings and Special Business**

39. Twenty-one days clear notice shall be given in the case of an annual general meeting or in the case of a meeting called for the consideration of a special resolution.
40. Fourteen days clear notice shall be given for the consideration of special business being all business transacted at extraordinary meetings and all business transacted at annual general meetings save for ordinary business as defined in article 33.

41. Notices shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to members of council, the directors and the auditors.
42. The accidental omission to give notice to or the non receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at any general meeting.

#### **Chair**

43. Any director of the Association as nominated by its board of directors shall preside as chair at the opening of each general meeting. In the absence of such nomination from the board, the chair of council shall preside, and in their absence a chair shall be appointed by the meeting.

#### **Quorum**

44. Except as hereinafter provided no business shall be transacted in any annual general meeting unless there be present a quorum of not less than 100 voting members. In the case of an extraordinary general meeting the quorum shall be one-third of one per cent of the voting membership of the Association. If within one hour from the time appointed for the meeting such quorum be not present, the meeting, if convened upon the requisition of voting members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum be not present, those present shall be deemed to be quorum.

#### **Attendance and participation at different places and by electronic means**

45. In the case of any general meeting, the council may, notwithstanding the specification in the notice convening the general meeting of the place at which the chair of the meeting shall preside (the "Principal Place"), make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting (including the use of satellite meeting places). The arrangements for simultaneous attendance and participation at any place

at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues.

- 46 (1) The voting members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the voting members or proxies attending at the places at which persons are participating via electronic means are able to:
- (a) participate in the business for which the meeting has been convened; and
  - (b) see and hear all persons who speak (whether through the use of microphones, loud speakers, audiovisual communication equipment or otherwise) in the Principal Place (and any other place at which persons are participating via electronic means).
- (2) For the purposes of all other provisions of these Articles (unless the context requires otherwise), the voting members shall be treated as meeting at the Principal Place.
- (3) If it appears to the chair of the meeting that the facilities at the Principal Place or any place at which persons are participating via electronic means have become inadequate for the purposes set out in sub-paragraphs (a) and (b) above, the chair of the meeting may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at the general meeting up to the point of the adjournment shall be valid

### **Adjournment of Meetings**

- 47 The chair of any general meeting may, with the consent of the meeting, adjourn any business from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at



the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### **Voting at General Meetings**

48. At a general meeting, unless a poll is demanded in writing by at least five voting members, a declaration by the chair that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any such resolution.
49. If a poll be demanded by five voting members or more, the same shall be taken in such manner and either at once or after an interval or adjournment, as the chair directs.
50. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person shall have one vote. Votes must be given personally. In case of any equality of votes at any general meeting, the chair shall have a second or casting vote.

### **OFFICERS**

51. Officers of the Association shall be elected in such manner and shall hold office for such term, and shall have and enjoy such duties, powers and privileges as shall be determined from time to time by the articles and bye-laws.
52. The expression "The chief officers" means.
  - the president;
  - the representative body chair;
  - the council chair;
  - the treasurer.

## **TERMINATION OF DIRECTOR'S/CHIEF OFFICER'S APPOINTMENT**

53. A person ceases to be a director/chief officer as soon as.

- (1) (in respect of directors only) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (2) a bankruptcy order is made against that person;
- (3) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (4) a registered medical practitioner treating the person concerned gives a written opinion to the Association, which may be sought only with the agreement of the chief officers, stating that that person has become physically or mentally incapable of acting as a director/chief officer and may remain so for more than three months,
- (5) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (6) notification is received by the Association from that person that they are resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms;
- (7) that person is expelled or suspended from membership of the Association in accordance with article 14(6);
- (8) that person is removed from office in accordance with the procedures set out in article 54 or article 85(2);
- (9) that person refuses, without reasonable cause, to submit to a medical examination by a registered medical practitioner when requested to do so for the purposes of subsection (4) of this article;

(10) that person fails to attend 3 successive board or council meetings without reasonable cause;

(11) (in respect of directors only) that person ceases to hold the position of office for which they were appointed as director pursuant to article 85(1).

#### **RESOLUTION TO REMOVE DIRECTOR/CHIEF OFFICER**

54 (1) The Association may by ordinary resolution at a general meeting remove a director/chief officer before the expiration of their period of office, notwithstanding anything in any agreement between it and them.

(2) 28 days clear notice is required of a resolution to remove a director/chief officer.

(3) A vacancy created by the removal of a director/chief officer under this section, if not filled at the meeting at which they are removed, may be filled as a casual vacancy.

(4) This article is not to be taken

(a) as depriving a person removed under it of any compensation or damages which may be due to them in respect of the termination of their appointment as director/chief officer, or

(b) as derogating from any power to remove a director /chief officer that may exist apart from this section

#### **DIRECTOR'S/CHIEF OFFICER'S RIGHT TO PROTEST AGAINST REMOVAL**

55. (1) On receipt of notice of an intended resolution to remove a director/chief officer pursuant to article 54, the Association must forthwith send a copy of the notice to the individual concerned.

(2) The director/chief officer is entitled to be heard on the resolution at the meeting.

(3) Where notice is given of an intended resolution to remove a director/chief

officer pursuant to article 54, and the individual concerned makes, with respect to it, representations in writing to the Association (not exceeding a reasonable length) and requests their notification to members of the Association, the Association shall, unless the representations are received by it too late for it to do so:

- (a) in any notice of the resolution given to members of the Association state the fact of the representations having been made; and
  - (b) send a copy of the representations to every member of the Association to whom notice of the meeting is sent (whether before or after receipt of the representations by the Association)
- (4) If a copy of the representations is not sent as required by subsection (3) because it is received too late or because of the Association's default, the director/chief officer may (without prejudice to their right to be heard orally) require that the representations shall be read out at the meeting.

#### **CHIEF EXECUTIVE**

- 56 The chief executive shall be appointed and may be dismissed or temporarily suspended by the council, and shall hold office for such period and perform such duties and receive such remuneration as set out in the articles or bye-laws or as the council may from time to time determine, including acting as returning officer in elections. Before appointing the chief executive, the council shall advertise the post publicly in such manner as it may from time to time determine.
- 57 (1) The chief executive, being a director, may delegate certain of the powers which are conferred on them under the articles or bye-laws or as the council may from time to time determine:
- (a) to such person or committee,
  - (b) by such means (including by power of attorney),
  - (c) to such an extent; and

- (d) on such terms and conditions;
- as they think fit.
- (2) The powers which can be delegated include but are not limited to
    - (a) their role as returning officer;
    - (b) their involvement in the disciplinary process as set out in article 14,
    - (c) the repudiation of any strike or industrial action; and
    - (d) any other non-statutory roles requested or required of them from time to time which it is reasonable to delegate
  - (3) If the chief executive so specifies, any such delegation may authorise further delegation by any person to whom the powers are delegated.
  - (4) The chief executive may revoke any delegation in whole or part, or alter its terms and conditions.

## **EDITOR OF THE BRITISH MEDICAL JOURNAL**

- 58. The editor of the British Medical Journal shall be appointed and may only be dismissed by the council. Before appointing the editor, the council shall advertise the post publicly in such manner as it may from time to time determine

## **PART 5 - REPRESENTATIVE BODY**

### **General Powers**

- 59 The general control and direction of the policy and affairs of the Association shall be vested in a body of representatives styled "the representative body" whose composition shall be determined in accordance with the bye-laws.

## **Representative Meetings**

60. (1) The representative body shall hold an annual meeting called the annual representative meeting which shall be convened in every year by the council, and shall be held at such time and place as shall have been prescribed by the Association at a previous annual representative meeting, and if no such time or place shall have been so prescribed, the same shall be determined by the council. The annual session of the Association shall commence with the closing of the annual representative meeting and shall continue until the end of the next annual representative meeting. The representative body may hold other meetings called special representative meetings.
- (2) The Scottish, Welsh and Northern Ireland councils shall have power to convene annual meetings of representatives of Scottish, Welsh and Northern Ireland members before each annual meeting of the UK representative body to consider matters of relevance to the profession and to the Association which have been devolved to the Scottish Parliament, the Welsh Assembly and the Northern Ireland Assembly respectively. Decisions taken at such meetings shall be referred to the Scottish council, the Welsh council or the Northern Ireland council which may submit them to the annual representative meeting for consideration.
61. Notwithstanding the provisions of paragraph 60(1), if in any year it appears necessary to the council to add, or subtract, a day or days to the prescribed period of the annual representative meeting, the council may so add, or subtract, a day or days, provided that not less than 14 days' notice be given in such manner as prescribed by the chief executive in consultation with the chief officers. If a day or days be added before the first day prescribed for the annual representative meeting, this shall not affect the provisions to article 63.
62. (1) The council shall submit to the annual representative meeting from time to time proposals as to the time and place for the holding of one or more of the annual representative meetings due to take place in the subsequent five years.
- (2) All persons who have been elected to take office as members of council at the close of an annual representative meeting shall be entitled to take part

in such meeting, provided that they shall not be entitled to vote except as authorised by article 66.

- (3) No voting member of the Association who is not a member of the representative body shall be entitled to take part in any representative meeting, except as provided in sub-paragraphs (4) and (5) hereof
- (4) Notwithstanding anything contained in the previous sub-paragraph hereof the council may resolve that such part or parts as it may specify of any report made to the representative body by the council shall be presented by a member of the Association who is not a member of the representative body, and in such event such person shall be at liberty to address the representative body on such part or parts of such report and to take part in any debate thereon but not to vote.
- (5) Notwithstanding anything contained in sub-paragraph (3) hereof the representative body may resolve that a member of the Association who is not a member of the representative body shall be at liberty to propose to the representative body a motion which has been referred to the representative body by the joint agenda committee and in such event such person may address the representative body and take part in any debate on the motion they have proposed but not vote thereon

### **Business of Annual Representative Meeting**

63. The business of the annual representative meeting shall be:

- (1) to elect:
  - (a) a president of the Association,
  - (b) honorary members but not foreign corresponding members and Commonwealth corresponding members who are elected by council;
  - (c) to elect by the single transferable voting system, a chair and a deputy chair of the representative body from among its membership;

- (d) to receive nominations for such other officers and such members of the committees as are required by the articles and bye-laws to be elected by the representative body and to make arrangements for these officers and members to be elected by the single transferable voting system,
- (2) to consider:
  - (a) the balance sheet and income and expenditure account, estimate and reports presented by the council and/or the board;
  - (b) the reports of committees instructed to report to such meeting;
  - (c) any motions relating to the adoption of the said reports in whole or in part,
  - (d) the reports of the branch of practice conferences,
- (3) to recommend to a general meeting alterations to the articles;
- (4) to consider any resolution relating to the promotion of the medical or allied sciences or to the maintenance of the honour or interests of the Association or the promotion of the achievement of high quality health care which shall have been approved and submitted to the representative body by the council, the national councils or the joint agenda committee from a body or group of members entitled to elect or appoint a representative or representatives to the representative body or the Scottish, Welsh or Northern Ireland councils or any of the conferences prescribed by the bye-laws;
- (5) to make alterations to the bye-laws

Provided always that if any resolution relating to subsections (1) to (5) above:

- (a) proposes the addition of a new bye-law or the amendment or repeal of an existing bye-law; or



(b) proposes material alteration of or addition to the policy of the Association; or

(c) involves exceptional expenditure,

it shall only be considered if it has been published in the agenda for the annual representative meeting and such notice has appeared in such manner as prescribed by the chief executive, in consultation with the chief officers, that the agenda has been published on the BMA's website at least three weeks before the date of the meeting unless the representative body shall otherwise decide

### **Special Representative Meetings**

- 64 (1) Special representative meetings shall be convened at any time by the representative body chair on the requisition of the council, or on the requisition of not less than fifteen percent of the constituent bodies of the representative body entitled to appoint voting representatives under the bye-laws, provided that at the time of such requisition such constituent body is not deemed to be inactive or disorganised.
- (2) At least 14 days' notice of such meeting shall be given in such manner as prescribed by the chief executive, in consultation with the chief officers, and such notice shall indicate the object for which such meeting is convened.
- (3) No business shall be dealt with by a special representative meeting other than that for which it is specifically convened.
- (4) The council shall have power, by a two-thirds majority, to cancel a requisition it has made in accordance with this article provided that at least 14 days' notice of such cancellation of the meeting is given in such manner as prescribed by the chief executive in consultation with the chief officers

## **Quorum**

65. No business shall be transacted at any representative meeting unless there are present at least one-third of the number of representatives registered to attend the meeting.

## **Voting**

66. (1) Those entitled to vote at a representative meeting shall be the elected or appointed members specified in the bye-laws, save that all members of the representative body shall be entitled to vote at an election of the president, the representative body chair and the deputy chair and the treasurer.
- (2) For the purpose of electing the president, the representative body chair and the deputy chair, the treasurer, and of any standing committees required to be elected by the representative body, votes shall be recorded at such time and in such manner as the representative meeting may decide.
- (3) Except as aforesaid voting shall ordinarily be by show of hands or by the use of an electronic voting system unless before the vote is taken 50 or more representatives present request a recorded vote, in which event the vote shall be taken by a system of recorded voting.
- (4) In speaking and voting upon any matter, the representative or representatives of any division, branch or electing body shall have regard and so far as may be conform to the preponderance of opinion of the members of that division or electing body so far as such opinion is known to them.
- (5) The chair shall in the case of an equality of votes have a casting vote, but shall not otherwise be entitled to vote.

## **Majority**

- 67 (1) Resolutions of the representative body which -
- (a) involve exceptional expenditure, or

- (b) relate to the articles or bye-laws; or
  - (c) relate to the policy of the Association in matters affecting the honour and interests of the medical profession, shall require to be carried by not less than two-thirds of the votes given thereon.
- (2) The representative body shall have power, in accordance with these articles to regulate the conduct of its business by standing orders and to determine whether and if so which procedural motions shall require a special majority.
  - (3) Resolutions of the representative body which relate to any other business within the powers of the representative body including the rescission of previous resolutions save for resolutions in respect of matters set out in articles 67(1) and (2) shall be carried by a simple majority.

## **Minutes**

- 68. The minutes of every representative meeting shall as soon as possible after their provisional approval by the representative body chair be transmitted to the council chair, who shall decide either to place them before the council at its next meeting, or to refer them to the appropriate committees for consideration and report to the council. Provided always that all resolutions of the representative body shall be considered by the council as provided in article 69.

## **Implementation of Resolutions**

- 69 (1) As soon as reasonably practicable (and in any case within six months) after the passing of every resolution of the representative body (except a resolution relating solely to the procedure of the meeting) the council shall consider such resolution.
- (2) Save for resolutions passed in accordance with article 25(3) or which are reserved exclusively to the representative body by the bye-laws the Council shall consider and may resolve that such resolution does not properly represent the wishes of the Association and that a referendum is expedient as provided in the next succeeding article, but such a decision

may only be taken if not less than one-half of the elected and voting members of the council be present at the meeting whereat it is proposed and not less than two-thirds of those present and voting vote in favour of such decision.

- (3) If no decision is made by the council that a referendum is expedient it shall be incumbent upon the council (having regard to article 77(2)) to take all reasonable action to implement the resolution of the representative body. Provided always that, should the council subsequently decide that implementation of any resolution would be either untimely or undesirable in the interests of the Association or of its members because of changed circumstances, it may resolve to defer implementation or call for a referendum on the resolution, or for a Plebiscite on related matters, but such a decision may only be taken if not less than one-half of the elected and voting members of council be present at the meeting whereat it is proposed and not less than two-thirds of those present and voting vote in favour of such decision.
- (4) In the event of the council resolving to defer implementation of any resolution, it shall be incumbent upon the council to include a full account of the deferment in its annual report of the proceedings of the Association.
- (5) If the council shall not have considered any such resolution of the representative body within the said period of six months, or if the requisition prescribed by paragraph (1) of article 70 shall not have been issued within the said period of 14 days, then (subject to sub-paragraph (3) of this article) the resolution shall come into operation immediately upon the expiration of the said period of six months or of the said period of 14 days (as the case may be), and the facts of the resolution having so become operative shall be forthwith published in such manner as prescribed by the chief executive in consultation with the chief officers. Save as aforesaid, the resolution shall have no operation unless and until it shall have been approved either by the council or on a referendum or as determined by a Plebiscite as hereinafter provided, and if and when so approved the same shall come into operation as a valid and effectual decision of the Association.

70. (1) If the council determine that a referendum is expedient, then a nominated officer of the Association shall within 14 days from the date of the determination, send by post to the secretary of each division a requisition requiring them within four weeks to convene a meeting of the members of their division (hereinafter called "the division meeting") for the purpose of considering the resolution, and shall with each such requisition transmit such observation on the subject of the resolution as the council may direct.
- (2) The secretary of each division shall convene the division meeting accordingly and shall immediately after the holding thereof certify in writing to the council the number of the votes given at the division meeting for and against the resolution.
- (3) If the aggregate number of votes given for the resolution at all the division meetings shall exceed the aggregate number of votes given against the resolution at all the division meetings, the same shall be deemed to have been approved on a referendum. Provided that for the purpose of this provision no vote shall be reckoned unless the same shall be included in such certificate as aforesaid and such certificate shall have been received at the head office of the Association within eight weeks after the date of the said meeting of the council
71. (1) If the council determine that a plebiscite (of all members resident in the United Kingdom) is expedient, then a nominated officer of the Association shall within 14 days from the date of the determination send by post to each voting member (resident in the United Kingdom) a ballot paper together with such observations on the subject of the ballot as the council may direct.
- (2) Provided that for the purpose of this plebiscite only those ballot papers duly completed and returned to the head office of the Association within 23 days - or in the case of great urgency such lesser period (not being less than seven days) as the council may determine - from the date of despatch from that office shall be counted.

## **PART 6 - COUNCIL AND COMMITTEES**

### **Powers and Duties**

72. 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 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 the 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 and subject to article 77(2)) on any matter affecting the Association.

### **Composition**

73. The council shall consist of such ex-officio and voting members as may be specified by the bye-laws.

### **Powers of Incomplete Council**

74. 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 council shall belong to and be exercised by the elected members whatever their number.

## **BOARDS, COMMITTEES AND STANDING COMMITTEES**

75. Boards and committees, some of which may be designated standing committees, may be appointed by the representative body or the council with such names and in such manner and on such terms as they may subject to the provisions of the articles and bye-laws think proper.

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## **PART 7 – BOARD OF DIRECTORS**

### **Directors' general authority**

76. (1) Subject to the articles, the directors shall be responsible for the management of the finances and general administration of the Association and shall ensure the implementation of the strategic and operational objectives and resolutions made by council pursuant to these articles and bye-laws.
- (2) The directors shall not permit a disposal of any material asset of the Association other than in the ordinary course of business without the approval of the members.

### **Council and implementation of Resolutions**

- 77 (1) Members of the council may, by simple majority, recommend the board to take, or refrain from taking, specified action.
- (2) The minutes of every council meeting shall as soon as possible after their approval by the council chair be transmitted to the board. As soon as reasonably practicable after the passing of every resolution of the council (including its decisions to implement the resolutions of the representative body as provided in article 69 but excluding any resolution relating solely to the procedure of the meeting) the board shall consider such resolution. With regard to every resolution passed by the council in accordance with the powers conferred on it under these articles and bye-laws the board shall take all reasonable action to implement the resolutions of the council. Provided always that having regard to the powers and duties incumbent on the directors whether under these articles or at law, should the board decide that implementation of any resolution would be undesirable in the interests of the Association or of its members, the board shall refer such matter back to the council, together with its reasons, for further consideration and debate.

## **Directors may delegate**

78 Subject to the articles and without prejudice to article 57, the directors may delegate any of the powers which are conferred on them under the articles:

- (1) to such persons bodies or committees;
- (2) by such means (including by power of attorney);
- (3) to such an extent,
- (4) in relation to such matters or territories; and
- (5) on such terms and conditions,

as they think fit or as otherwise permitted under the articles. In particular the directors shall maintain a finance committee which shall have such membership and have such duties and powers as set out in article 79

## **Finance committee**

- 79 (1) The finance committee shall consist of fourteen 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 representative body chair; the treasurer; the chief executive; the director of finance and corporate services and two lay persons not being medical practitioners (or employees of the Association) but being qualified and experienced in business and commerce provided that no such lay person appointed shall hold a seat on the board at the same time. 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 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.



- (2) The finance committee shall ordinarily be chaired by the treasurer, but may be chaired in their absence by another chief officer of the Association.
- (3) The role of the finance committee shall be to take decisions on matters affecting the finances of the Association and, where appropriate, advise, report and make recommendations to the board on those matters. In particular (and as may be varied by the directors from time to time) to:
  - (a) consider, annually, the Association's long-term strategic and operational business objectives for recommendations to the board;
  - (b) consider, annually, the Association's medium-term financial projections and principal financial aims;
  - (c) consider the Association's annual budget,
  - (d) monitor actual financial results against budget and, where necessary, take appropriate remedial action;
  - (e) consider and assist with the preparation of the annual report of the directors and financial statements;
  - (f) consider, annually, the Association's statement of investment objectives for its accumulated reserves, and monitor investment performance;
  - (g) consider, annually, the level of membership subscriptions;
  - (h) consider major financial proposals where the sums involved exceed any limits established by the board or the council from time to time;
  - (i) exercise any of the rights, duties and discretions of the Association under any staff pensions schemes;
  - (j) consider major proposals relating to the terms and conditions of employment of the Association's employees and their financial

implications;

- (k) establish the following subcommittees having such constitution and terms of reference as determined by it from time to time:  
investments subcommittee; charitable purposes subcommittee.

### **Directors to take decisions collectively**

- 80      (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 81.
- (2) Subject to the articles, the directors may make any rule which they think fit about how they take decisions or exercise their equal voting rights, and about how such rules are to be recorded or communicated to directors

### **Unanimous decisions**

81.      (1) A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to “eligible directors” are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors’ meeting.

### **Meetings of Directors**

82.      (1) The board of directors shall meet on at least a bi-monthly basis. At least seven days before each meeting of the directors a copy of the agenda will normally be sent to each director. The agenda will contain all the items of business at that time known to require consideration. Matters for the directors’ consideration which arise subsequently will be included

on a supplementary agenda, which will be sent to the directors if time permits, or otherwise issued at the meeting

- (2) Without prejudice to article 82(1) any director may call a directors' meeting at any time by giving reasonable notice of the meeting to the directors
- (3) Notice of any directors' meeting must indicate (a) its proposed date and time; (b) where it is to take place; and (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting. Notice of a directors' meeting must be given to each director, but need not be in writing

#### **Participation in Directors' meetings**

- 83. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting when; (a) the meeting has been called and takes place in accordance with the articles; and (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

#### **Quorum for Directors' meetings**

- 84. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for a directors' meeting may be fixed from time to time by a decision of the directors, but it must never be less than one third of the total number of directors appointed at the time of such meeting and such

persons present to include at least one of the chair of the council or the treasurer.

### **Constitution of the Board of Directors**

- 85 (1) The constitution of the board shall be as fixed by council from time to time, but unless otherwise fixed shall consist of 9 persons to include: (a) the council chair; (b) the representative body chair; (c) the treasurer; (d) 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, (e) the chief executive; (f) one of the directorate heads of the Association as determined by the board; and (g) one lay (non-medical) person to be elected and/or replaced by council from time to time (by way of such process as determined by council) and such person not to be appointed to the finance committee at the same time. Each director appointed pursuant to article 85(1) (d) and (g) 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 board whatever their number (subject to article 84).
- (2) council may also appoint additional persons as directors by a simple majority of council 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

### **Chairing of directors' meetings and casting vote**

86. (1) The council chair shall act as the board of directors chair but in their absence the treasurer shall chair their meetings
- (2) If the number of votes for and against a proposal are equal, the council chair, or in his absence the treasurer as chair of the meeting, shall have a casting vote.

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## **Conflicts of interest**

87. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision making process for quorum or voting purposes unless sub-paragraph (2) applies.
- (2) This paragraph applies when. (a) council, by simple majority disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision making process; or (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest
- (3) For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting
- (4) Subject to sub-paragraph (5), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive
- (5) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **Board to report to council and working with committees**

88. (1) The board shall submit a report on its activities since the date of its last report to each meeting of council

- (2) The board shall work together with any duly appointed committee or board of the council as reasonably required to enable such committee or board to perform its duties pursuant to the bye-laws
- (3) The audit and risk committee to report to the board of directors in accordance with the Companies Act and the bye-laws (the committee also having a reporting line to council in accordance with the bye-laws).
- (4) The board to establish the following subcommittees having such constitution and terms of reference as determined by it from time to time. cases committee, conferences subcommittee; appointments oversight subcommittee.

## **PART 8 - MISCELLANEOUS**

### **VALIDITY OF PROCEEDINGS**

- 89. The proceedings of the directors, representative body or of the council, or of any committee or other body acting under the articles, shall not be invalidated by any accidental omission to give any notice thereby required or by any vacancy among their members or by any defect in the election or qualification of any of their members.
- 90. Where by the articles any act or thing is required to be done by the Association, the same may be done by such officer of the Association as the council may appoint for the purpose.

### **EXPENSES**

- 91 (1) The expenses of attending any representative meeting within the United Kingdom of members of the representative body and any other persons attending the representative body by a resolution of the council under article 62(4) shall be defrayed out of the general funds of the Association. Attendance of such members of the representative body for this purpose shall be construed to mean attendance at each session of the representative meeting, unless the council shall be satisfied that good cause existed for absence from any particular session or sessions,

- (2) The council shall defray in like manner the expenses within the United Kingdom of all members attending meetings of the council, the board of science or of any committee or any specific meeting and shall have power also to defray the expenses of other duly authorised persons attending any such meetings or meetings of the representative body.
  - (3) The expenses of directors attending any meeting of the directors under article 82 may be defrayed out of the general funds of the association as may the expenses of any duly authorised persons attending any meetings of the finance committee.
- 92 The council shall determine what shall be considered an attendance for the purpose of the said article. Nothing in the said article contained shall operate to prohibit the payment by the Association of any other expenses which the Association may deem proper to pay as being conducive to the interests of the Association.
93. The expenses referred to in article 91 are the travelling expenses within the United Kingdom and Northern Ireland of that person, together with such other expenses as in any particular case may be deemed proper, at rates to be determined from time to time by the directors.

## **FINANCIAL AND OTHER REPORTS AND AUDIT**

94. The board shall at least once in every calendar year lay before the Association in general meeting an income and expenditure account for the period since the preceding account, made up to a date not earlier than the date of the meeting by more than nine months. The board shall also cause to be made out in every calendar year and to be laid before the Association in general meeting a balance-sheet as at the date to which the income and expenditure account is made up. Every such balance-sheet shall be signed on behalf of the board and shall have attached to it a report by the directors with respect to the state of the Association's affairs and the amount, if any, which they propose to carry to reserves. It shall also have attached to it the auditors' report and such other documents as shall be required by law.

- 95 The board shall also annually prepare an estimate of the probable income and expenditure of the Association for the coming year and a report of the proceedings of the Association for the past year and the balance-sheet and income and expenditure account and the said estimate and reports, once approved by council, shall be presented to the annual representative meeting.

### **Publication of Reports**

- 96 A copy of each of the said documents shall be published in such form and in such manner as the board may from time to time determine, including electronically on the Association's website, not less than 22 days before the annual general meeting, or not less than one month before the annual representative meeting.
- 97 The council shall have power to present to any representative meeting such further report or reports as it may deem advisable, and the same shall be published in such form and in such manner as the council may from time to time determine, including electronically on the Association's website if time permits.

## **PUBLICATIONS**

### **Journal**

98. A journal, under the title of the British Medical Journal, shall be published by or on behalf of the Association. The editor shall be responsible for all that appears therein and in the student edition thereof, except such matters as are inserted in accordance with the articles, or by direction of the council

### **Other Publications**

99. Such lists of medical practitioners, records of transactions and other papers of interest to the medical profession shall be published as and when the council may think fit.



## **NOTICES**

100. (1) A notice may be served by the Association upon any voting member either personally or by sending it through the post in a prepaid letter, addressed to such member or medical student member at their address appearing in the register of members at their last known address, or by publication of such notice in such manner as prescribed by the chief executive in consultation with the chief officers.
- (2) A notice may be served on any division or branch serving the same as aforesaid on the Secretary of such division or branch, and if there be none, then on any two members of such division or branch
- (3) Any notice, if served by post, shall be deemed to have been served on the fourth day following that on which the letter, or a copy of the Journal containing the same, is posted, and in proving such service it shall be sufficient to prove that the letter, or a copy of the Journal containing the notice, was properly addressed and put into the Post Office.

## **SEAL**

101. The board shall provide for the safe custody of the seal of the Association, and the seal shall not be used except in pursuance of a resolution of the board or council and in the presence of at least one director or one member of the council and of the secretary or their properly authorised deputy who shall sign every instrument to which the seal is affixed

## **HONOURS OF THE ASSOCIATION**

102. The Association may from time to time in accordance with the bye-laws elect or appoint individuals to such honours as may be provided for in the bye-laws

## **SMOKING**

- 103 The smoking or use of tobacco, and the use of e-cigarettes, including vaping or similar, shall be prohibited at all BMA events, whatever their nature and venue.

## **BYE-LAWS**

- 104 Save as so far as determined by statute or by the articles the constitution and mode of government of the Association, the rights and obligations of every member and separate body or special group of members thereof, and of every medical student member, the appointment, duties, powers, and privileges of all officers, and of all councils, committees, and governing and administrative bodies both of the Association and of every division and branch, shall be such as may from time to time be prescribed or determined by or in accordance with the bye-laws, and the bye-laws may from time to time be added to, amended, altered, or repealed by the representative body, subject to the provisions herein before contained with respect to a resolution of that body for the purposes aforesaid
105. In the event of any conflict or inconsistency between the articles and the bye-laws, these articles shall prevail

## **INDEMNITY**

- 106 Subject to the provisions of the Companies Act 1985 and the Companies Act 2006, the Association may:
- a) indemnify, directly or indirectly and to any extent, any person who is or was a director or member of the council (including by funding any expenditure incurred or to be incurred by him) against any loss or liability, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him in relation to the Association or otherwise in connection with his role as a member of the council or officer of the Association;
  - b) purchase and maintain insurance for any person who is or was a director or a member of the council against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him in relation to the Association or otherwise in connection with his role as a member of the council or officer of the Association.

107. A director or member of the council may vote at a meeting of the directors or council (as appropriate) on a resolution concerning a matter which falls within any of the following sub-paragraphs.

- a) the resolution relates to the giving to him of any indemnity which is on substantially the same terms as indemnities given or to be given to all of the other directors or members of the council (as appropriate);
- b) the resolution relates to the funding by the Association of his expenditure on defending proceedings or the doing by the Association of anything to enable him to avoid incurring such expenditure, in either case where arrangements for substantially the same have been made or are to be made in respect of all other directors or members of the council (as appropriate);
- c) the resolution relates to the purchase or maintenance for any director or member or members of the council of insurance against any liability.

#### **APPOINTMENT AND REMOVAL OF AN ASSURER**

108. The Association shall be permitted to appoint and remove an assurer in accordance with applicable trade union legislation.

## **BYE-LAWS OF THE ASSOCIATION**

### **PART 1 - MEMBERSHIP**

#### **Election**

1. (1) In the case of a division or branch the mode of election of members shall be as follows
  - (a) every candidate shall forward their application to the Association at the head office stating the basis on which they are eligible for membership of the Association;
  - (b) candidates may be required to give further information on request;
  - (c) unless otherwise notified every candidate shall upon the expiry of three months from the date on which such candidate's properly completed application form and payment was received by the Association at the head office be deemed to have been elected with effect from the date upon which the properly completed application form and payment was received by the Association at the head office unless there appears to the organisation committee chair to be a valid reason for the disapproval of such application. In such case the relevant information shall be reported to council so that a formal decision may be made in regard to the application for membership;
  - (d) such election shall be notified to the secretary of the division or branch in whose area the candidate resides
- (2) In the case of medical student membership an applicant shall be deemed to have been elected within one month of the date of the receipt of their application at head office unless there appears to the organisation committee chair to be a valid reason for the disapproval of such application. In such case the relevant information shall be reported to council so that a formal decision may be made in regard to the application for medical student membership. It shall be one of the privileges of a medical student member to retain their medical student membership for such period as council may from time to time determine.

2. Not allocated.

### **Election of Officers of Services**

- 3 Notwithstanding anything contained in bye-law 2 officers on the active list of any of the medical branches of the Armed Forces, Diplomatic services and HM Overseas Civil Service shall be eligible for election as members of the Association and with such benefits of membership as council may from time to time determine.

### **Honorary Classes of Membership**

#### **Election of Honorary Members**

4. The election of honorary members shall be by the representative body on the recommendation of the council
5. (1) Eligibility for election as an honorary member shall include any person who in the opinion of the council;
  - (a) is not eligible for ordinary membership of the Association; and
  - (b) is in the opinion of the council distinguished by eminent services rendered to medical science, to the medical profession or to the Association.
- (2) Every such nomination shall be sent to the chief executive/secretary and notice thereof shall be sent from that office to every member of the council together with or as part of the Agenda for the meeting of the council at which the election is proposed to be held, and the nominee, if qualified as herein before provided, may be elected to be a foreign corresponding member or a commonwealth corresponding member of the Association by a resolution passed by the council at that meeting or any adjournment thereof by a majority of not less than two-thirds of those present and voting.

- (3) A foreign corresponding member or a Commonwealth corresponding member shall be entitled to receive weekly a free copy of the Journal.
- 6. Honorary members shall have none of the liabilities of members as regards subscriptions and shall not be entitled to receive notices of general meetings or to any vote, but shall have such privileges as may be conferred upon them as determined by council
- 7. Every honorary member shall cease to be such a member upon a resolution of the council to that effect passed by a majority of not less than two-thirds of those present and voting.
- 8 to 13 Not allocated.

## **PART 2 - LOCAL ORGANISATION**

### **Honorary Secretaries of Divisions, Branches and Regional Councils**

- 14. Each branch, division and regional council shall have an honorary secretary who shall be a member of the Association and such honorary secretary or such other official of the branch, division or regional council as the council may approve shall be the official medium of communication with the Association and with other branches, divisions and regional councils.

### **Annual Reports**

- 15. (1) Not later than the 22nd day of March in every year each division shall furnish to the council a report of its proceedings during the year ended on the previous 31st day of December, a statement of its numbers and a financial statement, in such form as the council may from time to time prescribe
- (2) The branch council shall, in respect of each year ended on previous 31st day of December furnish to the council a like report and statement of the proceedings, its numbers and finances of the branch.

## **Regional Councils**

16. There shall be 10 regional councils in England, the constitutions of which shall be determined by the organisation committee on behalf of council.

## **Local Management: Divisions**

- 17 The management of the affairs of each division shall save as otherwise provided in the articles and bye-laws be vested in an executive committee composed of such members of the Association as the division may by its rules decide.

## **Divisional Meetings**

- 18 General meetings of each division shall be held
- (1) for the appointment of officers;
  - (2) for the formation of motions for submission to the annual representative meeting (motions may be agreed electronically and must have the agreement of at least five members of that division); and
  - (3) for the purpose of considering the agenda of that annual representative meeting, and instructing the representative or representatives thereon.

## **Joint Committees and Joint Meetings of Divisions**

19. (1) Any division may concur with any other division or divisions in appointing a joint committee for any purpose in which those divisions are jointly interested, and in conferring with or without conditions or restrictions on any such joint committee any powers which each appointing division might exercise if the purpose related exclusively to the area of such appointing division, and in providing for the constitution and term of office of such joint committee
- (2) Where the members of two or more divisions desire to meet in combination for the purpose of discussing matters in which those divisions are jointly interested, or for the appointment of any such joint committees

as aforesaid, such meeting may be convened by the secretaries of those divisions jointly or by agreement by one of such secretaries.

### **Change of Divisions**

20. (1) Any member whose address as registered for the time being in the register of members of the Association is within the United Kingdom may apply to become an ordinary member of a division other than that in whose area they reside. Every such application shall be forwarded to head office and shall include a statement of the reasons therefor.

If at the time the council shall form the view that a change was registered without there being proper reason therefor, the council shall investigate the matter and may if it thinks fit retrospectively restore the member's former address in the register. Subject as aforesaid such proposed change shall become effective immediately upon receipt by the Secretary of the Association.

- (2) The result of any such application shall be notified forthwith by head office to the secretary of each of the divisions concerned and (where appropriate) the necessary entries shall immediately upon receipt by the Secretary of the Association be made in the register of members of the association.

### **Conduct and Activity of Divisions**

- 21 (1) If at any time any division shall in the opinion of the council have acted in a manner contrary to the honour and interest of the Association or of the medical profession or if the executive committee of a division shall not be properly constituted, it shall be competent for the council to do anything which may appear to it expedient for restoring and safeguarding the honour and interests of the profession and of the Association, and to that purpose to appoint members of the division executive committee and for the council itself to act in the place of and to exercise and perform all or any of the powers and duties of the division executive committee
- (2) Notwithstanding the provisions of (1) above, if at any time any division shall in the opinion of the council have become inactive or disorganised it



shall be competent for procedures to be enacted to transfer the administration of such a division to any other division or divisions, subject to such procedures and safeguards as the council shall agree from time to time

### **Local Management: Branches**

22. The management of the affairs of each branch shall, save as otherwise provided in the articles and bye-laws be vested in a branch council, composed of the following persons (being members of the Association)
- (1) such officers of the branch as the branch shall by its rules declare to be members ex-officio of the branch council;
  - (2) such medical members (if any) of any local council or committee formed under any statute, ordinance or other governmental order and such representatives (if any) of any local medical society as the branch may appoint or the branch council may co-opt to be members of the branch council;
  - (3) such other members of the Association as the branch may by its rules decide

### **Branches: Special Powers**

23. (1) A branch shall be competent from time to time to adopt by the vote of a general meeting of the branch, and without the approval of the council, and use, at the expense of its own members and for the benefit of such members, or for the benefit of the local profession, any means authorised by the memorandum of association for the attainment of any of the objects of the Association, notwithstanding that such means shall not have been adopted, or shall not for the time being be used by the Association generally, but without power to impose any liability upon, or to pledge the credit of the Association in connection with any act, matter or thing done in pursuance of, arising out of such adoption or user Any such adoption shall forthwith be notified to the council by the branch.

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- (2) A branch shall be competent from time to time to adopt by the vote of a general meeting of the branch, and without the approval of the council rules dealing with all or any of the following matters, which rules shall be binding upon the members of the branch:
- (a) the payment by members of the branch of any additional subscription under bye-law 26,
  - (b) the number, duties and designation of office-bearers of the branch (who must be members of the Association), provided that the branch shall at all times have an honorary secretary,
  - (c) the holding of meetings of the branch and the business to be considered thereat;
  - (d) the voting by proxy at any such meeting and at any meeting of the branch council;
  - (e) the privileges of ordinary membership of the branch, other than the right to attend meetings convened for the consideration of Association business;
  - (f) any other matter as to which the council may, from time to time, authorise the branches to make rules without the approval of the council.
- (3) A branch shall not be competent from time to time to adopt by the vote of a general meeting of the branch rules dealing with the eligibility of practitioners not registered or provisionally registered in the United Kingdom for election by the branch as ordinary members of the Association of the branch.

#### **Powers as to Disorganised or Inactive Branch**

24. If at any time any branch shall in the opinion of the council have become disorganised or inactive, or if the branch council shall not be properly constituted, it shall be competent for the council to do anything which may appear to it expedient for restoring the organisation and activity of the branch,

and for that purpose to appoint members of the branch council and to convene or provide for the convening of the branch council, and for the council to act in the place of and to exercise and perform all or any of the powers and duties of the branch council.

### **Special Subscriptions to Divisions and Branches**

- 25 It shall be competent for any division or branch offering special privileges to its members to require a special subscription from those members who desire to avail themselves of such special privileges, and it shall likewise be competent for any division or branch to charge such special subscription as it may think proper to its extraordinary members, but no ordinary member of any division in the United Kingdom shall be called upon to pay any further subscription than that paid to the Association as a condition of enjoying any ordinary privilege of membership of such division.

### **Subscriptions to Branches**

- 26 It shall be competent for any branch by rule (approved as hereinafter provided), to require each member of such branch to pay (in addition to their subscription to the Association and to any such special subscription) an annual subscription of such amount as may be deemed by such branch to be necessary for defraying expenses occasioned by the special circumstances of such branch, and not capable of being defrayed out of any grant from the funds of the Association made in pursuance of these articles. No such rule shall have effect unless and until it shall have been approved by the branch by a majority of not less than three-fourths of the members present and voting at a general meeting of the branch specially convened to consider the proposed rule, of which meeting not less than 21 days' notice shall have been given to all the members of the branch.

### **Grants to Divisions and Branches**

#### **Ordinary Grants**

27. The treasurer of the Association shall annually pay or allow, out of the funds of the Association, to the treasurer of each division or branch, such sum as the

Council shall order to be paid for the purpose of carrying out the powers and functions of that division or branch or regional council.

### **Supplementary Grants**

28. (1) In addition to ordinary grants the council, on the application of any division or branch, shall have power (subject to article 77(2)) to make a supplementary grant of such amount as the council may deem proper
- (2) All applications for supplementary grants shall be referred by the council to the organisation committee for report thereon, and, in considering the same, the said committee and council shall have regard to the evidence of work done by or through the agency of such division or branch for the Association or the medical profession

### **PART 3 - REPRESENTATIVE BODY**

- 29 The representative body shall consist of the following
- (1) the representative body chair, the representative body deputy chair, the president of the Association and the respective chairs of all standing committees for the time being in existence, all of whom shall be ex-officio (non voting);
- (2) the members of council for the time being in office or elected to take office (non-voting);
- (3) voting members of the Association elected or appointed by the electing bodies set out in Bye-Laws 31 to 34 and such other electing bodies as council shall from time to time determine;
- (4) as voting members, members of the ARM agenda committee elected to serve on the committee at the previous year's annual representative meeting.
- 30 All representatives shall have been elected or appointed no later than one week before the annual representative meeting at which they are due to take up office.

### **31. Divisions**

- (1) Each division shall elect at least one divisional representative and council shall annually allocate the remaining seats for divisional representatives, the total not to be less than half the membership of the representative body.
- (2) In any one year where a division is entitled to elect two representatives, not more than one shall be in the same primary branch of practice as defined in bye-laws 56 (2) 2.2 and 58 (4).
- (3) In any one year where a division is entitled to elect three or more representatives not more than two shall be in the same primary branch of practice as defined in bye-laws 56 (2) 2.2 and 58 (4)
- (4) All elections of divisional representatives and of their deputies shall take place no later than 22 February next before the annual representative meeting at which the representatives are due to take office.
- (5) The secretary of each division shall not later than 1 March preceding the annual representative meeting, or such other date as council shall from time to time determine, give notice to the Association at its registered office of the name, address and primary branch of practice of each representative and deputy representative elected by their division.
- (6) Any seats to which no eligible representative has been elected in accordance with bye-law 31 (5) above, shall be reallocated by council as it shall from time to time determine
- (7) In allocating seats in accordance with bye-law 31 (6), council shall have due regard to the proportion of members residing in the geographical area of the electing bodies and the branch of practice balance of seats already elected.
- (8) Each division shall elect a member or members of the Association who (or one of whom in such order of precedence as may be fixed by the division at the time of the election) shall act as deputy in place of any

representative of that division at any representative meeting in the event of that representative being unable or unwilling to attend such meeting and any such deputy shall, for the purposes of such meeting, be the representative of the division so electing them

- (9) Such deputy or deputies, who shall normally, but not necessarily, belong to the same primary branch of practice as the representative for whom they act as deputy, shall be elected at the time and in the manner provided with respect to the election of representatives.

32. Not allocated.

**33. Representatives of branches of practice**

- (1) Council shall annually allocate seats to representatives of each of the branch of practice groups defined under bye-law 56 (2) 2.2.
- (2) Council shall apportion seats for branch of practice representatives according to the proportionate membership of the Association by primary branch of practice over the twelve months preceding 1 October next before the annual representative meeting at which the representatives are due to take office
- (3) The election of representatives of branch of practice shall be undertaken by members of such electing bodies representing each branch of practice as shall be nominated by council in such manner as those electing bodies shall from time to time determine

**34. Other electing bodies**

**(1) Junior members forum**

There shall be four representatives elected by the junior members forum appointed in such manner as the forum shall from time to time determine of whom at least one shall not have general practice or junior doctor as their primary branch of practice.

**(2) Conference of honorary secretaries of BMA divisions and regional councils**

There shall be two representatives appointed by the conference of honorary secretaries of BMA divisions and regional councils elected in such manner as the conference shall from time to time determine.

**(3) Representatives appointed by council**

The council shall annually appoint representatives in order to provide representation on the representative body for minority groups who would in the opinion of the council otherwise be unrepresented or inadequately represented, appointed in such manner as the council shall from time to time determine.

**35. Deputies**

Each electing body shall elect a deputy or deputies being members achieving the greatest number of votes next after those elected as representatives or in such other manner as the electing body shall from time to time determine. Such deputies shall act in place of any representative of that electing body at any representative meeting in the event of the original representative being unwilling or unable to attend such meeting and shall, for the purposes of such meeting, be the representative of the electing body electing them

**36. Term of Office of Representatives; Resignation; Casual Vacancies**

- (1) Any representative and deputy shall come into office at the commencement of the annual representative meeting next succeeding the date of their election or appointment and shall (unless they shall die or resign) continue in office until the commencement of the annual representative meeting in the following year
- (2) Any representative or deputy elected or appointed may resign their office by notice in writing to the Association at the registered office, and, in addition, in the case of a representative or deputy elected by a division by notice in writing to the divisional secretary
- (3) A casual vacancy caused by the death or resignation of a representative or deputy shall be filled by the electing body The person elected or appointed to

fill any casual vacancy shall retain office so long as the representative or deputy in whose office such vacancy shall have occurred would have retained the same if such vacancy had not occurred

- (4) A division may, by resolution passed by a majority of not less than two-thirds of the members present and voting at a meeting of the division specifically convened for the purpose, request any representative or deputy representative of that division to resign their office and if they fail to do so within seven days they shall be deemed to have resigned that office. Any such meeting shall be convened by the divisional secretary upon a request in writing signed by not less than ten members of the division and delivered to the divisional secretary. A copy of any resolution passed at such meeting shall be sent forthwith by the divisional Secretary to the representative or deputy representative in question.

- 37 In discharging its obligations under bye-laws 29-34 council shall have regard to advice from the organisation committee.

38 to 44. Not allocated

### **Representative Body Chair and Deputy Chair**

45. (1) The representative body chair and the deputy chair shall be elected for a term of three years at the annual representative meeting, and shall enter upon the duties of their respective offices at the close of that annual representative meeting.
- (2) Notwithstanding the provisions of 45(1) the term of the office of the representative body chair and the deputy chair in post at the time of adoption of that bye-law shall be three years from the time of their first election to that office and this bye-law 45(2) shall expire at such time as that representative body chair and as that deputy chair demit that office.
- (3) Neither the representative body chair nor the deputy chair shall, while holding office as representative body chair or deputy chair (as the case may be), act as the representative of any division or electing body.



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### **President, President-Elect, Immediate Past President**

46. The president of the Association shall be elected at an annual representative meeting, and at the time of any such election the representative body shall decide the year in which they shall assume office. Every president shall enter upon the duties of their office at their installation at the time of the annual representative meeting in the year so nominated and shall hold office until the installation of their successor at the time of their successor's installation at the next succeeding annual representative meeting. During the presidency of their immediate predecessor they shall bear the title of president-elect. At the expiration of their term of office as president they shall be designated immediate past president, and shall hold office as such until succeeded by the next retiring president. At the expiration of their term of office as immediate past president they shall be designated past president.

### **Past Presidents**

47. (1) All former presidents for the time being surviving (excepting the immediate past president for the time being) shall be designated past presidents, and shall be included in the list of past presidents accordingly
- (2) No special privilege shall attach to the office of past president, and such office shall be held for life unless terminated by resignation or by a vote of the association in representative meeting assembled on a motion brought forward by the council

### **Nomination of the President**

48. Council, when accepting an invitation from a division to hold the annual meeting in its area, shall make it clear to the division that the nomination of president for the year in question will rest with the council in the light of the policy laid down by the representative body and that the president of the Association shall be elected by the representative body

### **Nomination of Honorary Vice-President**

49. (1) Responsibility for the recommendation to council of the award of honorary vice-presidency shall rest with the organisation committee.
- (2) Such recommendations shall be discussed in strictest confidence and any firm recommendations of the organisation committee arising therefrom shall be put to the next meeting of the council and shall be received and debated *in camera*. In the meantime, no report shall be made to council or any other body by either committee
- (3) The Association shall have the power to award, on the decision of council, the honour of honorary vice-president to those members or honorary members who by their services to the Association are worthy of such status.
- (4) No special privilege shall attach to the office of honorary vice-president, and such office shall be held for life unless terminated by resignation or on elevation to the office of president or by a vote of the council

### **Treasurer**

50. The treasurer shall be elected by the single transferable voting system at an annual representative meeting and shall enter upon the duties of the office at the close of that meeting. They shall hold the office until the close of the annual representative meeting in the third year after their election. They shall be eligible for re-election. They shall account for all monies payable to the Association and discharge all accounts which have been ordered by the council to be paid. They may authorise appropriate persons to receive monies and to discharge accounts on their behalf.

### **Inability to Carry Out the Duties of an Office**

51. If at any time during the term of office of the president, or the council chair, or the treasurer, or the representative body deputy chair, any such officer shall, in the opinion of the council, be unable, by reason of illness, absence from the country, other temporary cause or other material reason, to carry out their

duties, the council may appoint a deputy from its own number or previous holder of the same office to carry out such duties during such inability by the officer.

### **Vacancies in Offices**

- 52 (1) In the event of a vacancy occurring in any of the following offices, viz: president, president-elect, representative body chair, or representative body deputy chair, the vacancy shall be filled until such time as the term of the holder of that office would normally have expired (as heretofore provided) in the manner following, namely:
- (a) in the case of the president, the immediate past president shall discharge the duties of the office. If for any reason the immediate past president is unable to discharge such duties, the council shall appoint an acting president;
  - (b) in the case of the president-elect, the council shall appoint a president-elect in their stead;
  - (c) in the case of the representative body chair, the deputy chair shall discharge the duties of the office;
  - (d) in the case of the representative body deputy chair, the council shall carry out an election by postal vote to all members of the representative body. The mode of nomination of candidates and of conducting the election shall be such as shall be prescribed by the representative meeting.
- (2) In the event of a vacancy in the office of treasurer, the council shall appoint an acting treasurer who shall discharge the duties of that office until the close of the next succeeding annual representative meeting

### **Joint Agenda Committee**

53. (1) For the purposes of representative meetings, there shall be a joint agenda committee consisting of

- a) the representative body chair for the time being (as chair),
- b) the representative body deputy chair,
- c) two members of the representative body's agenda committee elected by the agenda committee from among its number, and
- d) two members of their respective agenda committees appointed by each of:

- the annual conference of representatives of local medical committees;
- the consultants conference;
- the junior doctors conference;
- the conference of public health medicine and community health,
- the conference of medical academic representatives,

and such other branch of practice conferences as the representative body shall from time to time specify.

(2) The functions of the joint agenda committee shall be as follows:

- (a) to receive and collate all motions submitted for debate at either the representative body or at any of the said conferences and to refer motions on devolved matters to the national councils for information;
- (b) to refer motions to the appropriate agenda committees;
- (c) to ensure that any motions intended or suitable for debate by any two or more of the said body and conferences shall so far as possible, be expressed in a common form of words; and
- (d) generally to endeavour to eliminate unnecessary duplication of debates

## **Chair**

- 54 At every representative meeting, the representative body chair, when present, and in their absence the representative body deputy chair, when present, shall preside. In the absence of both the said officers, the meeting shall appoint a chair from its own number.

## **Adjournment**

55. Any representative meeting may be adjourned from time to time and from place to place until the completion of its business.

## **PART 4 – COUNCIL**

56. The council shall be composed of ex-officio (non-voting) and voting members as set out below.

### **(1) Ex-officio members**

The president of the Association  
Representative body chair  
Representative body deputy chair  
Council chair  
Treasurer  
The Northern Ireland council chair  
The Scottish council chair  
The Welsh council chair

And the chairs of those committees and boards as specified annually by council, having regard to the advice of the organisation committee, subject to the proviso that the number of ex-officio members (excluding the four chief officers: The president of the Association, the representative body chair, the council chair and the treasurer) shall not exceed half that of the total number of voting members.

### **(2) Voting members**

- 1 Council shall consist of 34 voting members. Council may from time to time increase the number of voting members up to a maximum total of 38. Any

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such additional members shall have a term of office not exceeding two years and their number shall not be taken into account for the purposes of bye-law 59.

2. Voting members will be elected from a single UK constituency by secret ballot by single transferable vote
3. Voting members of council shall be drawn from all UK electoral zones (as defined in paragraph 2 1 below) and from all branches of practice (as defined in paragraph 2 2 below).
4. No more than 12 seats may be held by representatives from the same branch of practice (excluding medical students, who shall be limited to two elected members and retired members who shall be limited to one elected member).
5. The three branches of practice which have the highest numbers of members of the Association at the time that nominations for election to council open shall have no fewer than four seats each (excluding medical students, who shall be limited to two elected members and retired members who shall be limited to one elected member).
6. Medical student members shall be limited to two elected members and retired members to one elected member.
7. At the time that nominations open for any election to council the branch of practice and electoral zone of each voting member of council not due to demit office as a result of that election will be used for the purposes of this bye-law, save that bye-law 56(2) 4 will not be held to be in breach if a member's branch of practice has changed during their term of office.

## 2.1 UK electoral zones

The UK electoral zones shall be as follows and may be varied by council from time to time·

Scotland  
Wales  
Northern Ireland  
North eastern  
North western  
Central  
Eastern  
London  
Central southern  
South western

## 2 2 Branches of practice

The branches of practice categories are:

- (a) General practice
- (b) Consultants
- (c) Staff and associate specialists
- (d) Junior doctors
- (e) Public health medicine and community health
- (f) Academics
- (g) Armed forces
- (h) Occupational medicine
- (i) Members in practice but not covered by (a) to (h) above
- (j) Retired members
- (k) Medical students.

Council shall have the right to amend the categories of branches of practice and shall define the criteria for each branch of practice from time to time, having regard to advice from the organisation committee.

57 Not allocated

## **58. Mode of Nomination and Election of Elected Members of Council**

- (1) All candidates shall be voting members of the Association.
- (2) A candidate's UK electoral zone shall be determined by their address on the Association's register of members at the time when nominations in the election open.
- (3) A candidate's primary branch of practice shall, save for medical students and retired members, be determined by that category of medical work in which, at the time when nominations in the election open, the candidate spends the majority of their remunerated medical time.
- (4) In the event of a dispute as to a candidate's eligibility to stand for election, the decision of the returning officer shall be final.
- (5) In the event of a tie, there shall be further postal ballots as may be necessary in order to elect one of the tied candidates
- (6) A candidate may be elected from both a UK electoral zone and a branch of practice and, if so, shall occupy only one seat on council
- (7) There shall be no age restriction on membership of council.

## **Term of Office and Eligibility for Re-election**

- 59 (1) Voting members of council shall hold office for four years from the conclusion of the annual representative meeting in the year of their election until the conclusion of the fourth next following annual representative meeting.

Voting members of council elected in 2016 shall hold office for two years from the conclusion of the annual representative meeting in the year of their election until the conclusion of the second next following annual representative meeting.

- (2) Voting members of council shall be eligible for re-election provided always



that they continue to qualify for election.

- (3) Ex-officio members of council shall hold office until the election of their successors.

### **Vacancies**

60. Any casual vacancy in the council shall be filled by council, in its discretion and having regard to the branch of practice and geographical balance of council, appointing a member of the Association it reasonably believes to be qualified to fill the vacancy. The person filling the vacancy shall retain their office until the next election and they shall have a vote
- 61 Not allocated.
- 62 In the case of a vacancy in the council occasioned by a failure to elect, the council in its discretion may appoint a member of the Association qualified to fill the vacancy and the person filling the vacancy shall retain their office until the next election but they shall have no vote.

### **Council Chair and Deputy Chair**

63. (1) The council chair shall be elected by the council from among its own members and shall discharge such duties as are laid down in these articles and bye-laws and such other duties as shall be determined by council. They shall hold office for an initial term of three years and shall be eligible for re-election for a further year on two occasions but after an aggregate term of office of five years shall cease to be eligible for re-election unless the council shall on not more than two occasions, by a two-thirds majority of those present and voting, decide that the circumstances are sufficiently exceptional to justify their re-election for a further year.
- (2) Council may appoint a deputy chair who shall be elected by council from among its members. They shall hold office for a period of one year, with eligibility for re-appointment provided that the post-holder remains a member of council. After an aggregate term of office of five years, they shall cease to be eligible for re-election unless the Council on not more than two occasions, by a two thirds majority of those present and voting, decide

that the circumstances are sufficiently exceptional to justify their election for a further year.

- (3) The deputy chair shall deputise for the council chair and carry out such duties as may be assigned by council and the council chair from time to time

### **Election of Council Chair**

- 64 Where a contest occurs in connection with the election of council chair the election shall be conducted by the single transferable voting system.

### **Proceedings**

65. The council shall meet not less than four times a year and shall be presided over by the council chair, or, in their absence, by the council deputy chair.
66. Meetings of the council shall be held at such time and place and upon such notice as the council shall determine.
- 67 No business shall be transacted at any meeting of the council unless at least one-third of the elected and voting members of the council are present.
- 68 (1) Subject to the articles, council members participate in a council meeting, or part of a council meeting, when:
  - (a) the meeting has been called and takes place in accordance with the Articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether council members are participating in a council meeting, it is irrelevant where any council member is or how they communicate with each other.
- (3) If all the council members participating in a council meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

(4) For the avoidance of doubt, a council meeting may consist of a conference between council members some or all of whom are in different places provided that each council member who participates in the meeting is able:

(a) to hear each of the other participating council members addressing the meeting; and

(b) if he so wishes, to address each of the other participating council members simultaneously, whether directly, by conference telephone or by any other form of communication equipment (whether in use when this bye-law is adopted or developed subsequently) or by a combination of such methods

69. (1) Council shall not adopt any proposal affecting the revenue of the Association or involving expenditure not previously sanctioned unless it has received a report from the board or its finance committee on the proposal.

(2) If the board or its finance committee has taken exception to any proposed expenditure, council shall not resolve to approve such expenditure unless two-thirds of the elected and voting members of council present and voting shall so approve in which case such resolution shall be referred to the directors for further consideration in accordance with article 77.

## **Voting**

70 Only elected members of council shall be entitled to vote at any meeting of council.

71. Every question shall if challenged be determined by a show of hands or by an electronic voting system. If a member requests that their name be recorded on the minutes as voting for or against any motion or amendment, it shall be so recorded

72. If, on the chair putting the question, a demand be made that the vote be taken by ballot, or by roll-call, and such demand be supported by five members, the

vote shall be so taken and in the case of a vote by roll-call the names for and against the motion or amendment shall be taken down in writing and entered on the minutes.

73. To approve a decision or motion by a simple majority, more than one half of the votes cast (50%+1) shall be in favour of the motion or decision, excluding abstentions or spoiled votes. An equality of votes means that the decision or motion has fallen and the status quo will be retained.

### **Special Council Meetings**

74. (1) The chair and any voting member of council may call a special council meeting upon obtaining a requisition signed by not less than one third of the number of voting members of council and specifying the business for which the special meeting is required.
- (2) Notice of a special council meeting must indicate:
- (a) its proposed date, time and subject matter;
  - (b) where it is to take place, and
  - (c) if it is anticipated that council members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) At least 48 hours notice of a special council meeting must be given to each member of council, but the notice need not be in writing.
- No business shall be transacted at a special meeting other than that for which such meeting is called.
- (4) Council members participate in a special council meeting when:
- (a) the meeting has been called and takes place in accordance with the articles; and

- 
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
  - (5) In determining whether council members are participating in a special council meeting, it is irrelevant where any member is or by what medium they communicate with each other.
  - (6) If all the members participating in a special council meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **Resolution of Disputes Between Standing Committees and National Councils Having Delegated Authority**

75. In the event of a dispute between more than one body with delegated authority (standing committees and/or national councils), in which there is a difference of view which cannot be resolved between them, where that authority appears to rest with more than one of the bodies or it is unclear where it resides, the chief officers shall offer their good offices or those of a senior member such as an association director or member of council to seek a consensual resolution. If resolution is not possible or if council believes that an early decision must be reached, council itself shall determine the matter, in final and binding fashion, in the name of the Association. (See bye-law 86 (4))

## **Committees**

- 76 Council shall appoint the following board and committees:

Audit and risk committee  
Board of the BMJ publishing group  
Organisation committee

These committees and boards shall have such membership and have such duties and powers as are prescribed in the first schedule to these bye-laws. Council may also appoint such other committees and boards as it considers necessary for the proper conduct of its business and shall direct to which boards the committees shall report or whether they shall report direct to council.

Bye-laws 77 -78 unallocated

## **Representation of Association on Outside Bodies**

- 79 If time permits, all invitations to the Association to appoint a representative or representatives on any outside body shall be placed upon the agenda of the council meeting following the receipt of the invitation. If time does not permit of the foregoing procedure being adopted, and the chair is of opinion that council would desire the invitation to be accepted, they shall, after taking such advice as is possible, make suitable nomination or nominations on behalf of

council Where council appoints a representative on an outside body without reference to any term of office, the appointment shall be for three years

### **Deputations to Council**

- 80 Council may decide to receive a deputation representing a regional council, division or special group of the Association, or representing other persons or organisations. A deputation representing a regional council, division or special group shall consist only of members of the regional council, division or special group. A deputation shall not exceed two in number unless council shall otherwise determine
- 81 After reception of the deputation its member(s) shall be invited to make a statement, and members of council, at the discretion of the chair, may put questions to the deputation. The council chair, or at their invitation a member of council, shall reply to the points raised by the deputation, but if it appears to the council chair that the matter should first be debated, the deputation should be asked to withdraw until the debate is concluded. Members of any deputation shall be required to observe the confidential nature of council documents and proceedings.

### **Sponsorship and the Association**

82. (1) Any proposal for sponsorship by the Association of any organisation or activity shall be considered on its merits by council in the light of any legal opinion obtained specifically in relation to the proposal in question;
- (2) In the case of BMA activities sponsored by outside organisations the nature of the sponsorship shall be in a manner that is consistent with the ethical policies of the Association and in the case of doubt shall be referred to the head office.

## **Collective action**

83. Council shall have power on behalf of the Association to take or recommend any action required in relation to the regulation of relations between the medical profession or any section thereof and employers whether in contemplation or furtherance of a trade dispute or otherwise. Council may establish an executive committee to exercise this power. Where any unauthorised industrial action /a strike is threatened or taken the chief executive shall take whatever steps are necessary to repudiate that action to protect the interests of the Association.



## **PART 5 - COMMITTEES AND OTHER BODIES OF THE ASSOCIATION**

84. The president shall be an ex-officio, non-voting member of all standing committees, apart from the organisation committee and shall not be eligible for a role on the board of directors, or to hold elected office on a standing committee of the Association, during their term of office as president. The other chief officers shall be members ex-officio of all standing committees without voting rights except where it is specified that they do have voting rights.
85. (1) There shall be such standing committees, with such names, composition, duties and powers, as are set forth in the first, second and third schedules to these bye-laws and being elected or appointed in accordance therewith.
- (2) Of these committees:
- (a) Consultants committee;  
the general practitioners committee;  
the junior doctors committee;  
the medical academic staff committee;  
the medical students committee;  
the public health medicine committee;  
the staff, associate specialists and specialty doctor committee,
- shall have full delegated authority to act in relation to all matters within their respective terms of reference and shall report to council; and
- (b) the Northern Ireland council;  
the Scottish council;  
the Welsh council,
- shall have full delegated authority to act in relation to all matters within their respective terms of reference and shall report to council; and
- (c) the armed forces committee,  
the forensic medicine committee,  
the occupational medicine committee;

the private practice committee;  
the professional fees committee,

shall have delegated authority to negotiate terms and conditions of service (including fees) for medical employment or services outside the National Health Service and shall report to council; and

(d) the medical ethics committee (which shall report to council);

(e) the organisation committee which shall report to council);

shall have the delegated authority as set out in column 6 of the first, second and third schedules

(3) National branch of practice committees in Scotland, Wales and Northern Ireland shall have full delegated authority to negotiate on devolved matters.

86 (1) Council has overall responsibility for co-ordinating the work and policy implementation of the Association. All constituent bodies (which includes, without limitation, all committees and other bodies of the Association but not, for the avoidance of doubt in this Part 5 of the bye-laws, the board or any committees or bodies established by the directors pursuant to article 78 which shall act under the instruction of the directors and further, nothing in this Part 5 of the bye-laws shall apply to the board or such committees or bodies established by the directors) act under the instruction of council (subject to the provisions of bye-law 85 and report to council, or to such body as council may delegate this role, as council may from time to time decide.

(2) All constituent bodies of the Association which includes those carrying delegated powers or not, shall take all reasonable steps to implement policy decisions of the Association.

(3) No action shall be taken by any constituent body which may affect materially the interests of another part of the Association or the profession without full prior consultation with the interested parties concerned (and where necessary with council) and on the understanding

that delegated authority will only be so used as to expedite the work of the Association.

- (4) Should any constituent body of the Association intend to take any action which is at variance with BMA policy, or be in dispute with another constituent body of the Association, the matter shall be referred to council which shall engage the good offices of the chief officers or those of a senior member such as an association director or member of council to seek a consensual resolution. Any matter which cannot be resolved in this way shall be referred back to council for a final and binding decision.

### **Election of Standing Committees and Boards**

- 87 The election by single transferable vote of members of committees by the council shall take place at a council meeting as soon as practicable after the annual representative meeting , or at such other time as shall be agreed by the council, and such members shall remain in office until a new committee has been elected in the ensuing year. The standing committee elections shall take place as soon as practicable following the annual representative meeting, or at such other time as shall be agreed by the council.
88. Any member of the Association may nominate themselves or other eligible candidate for election to standing committees. Such nomination shall be made in a form approved by council and the closing time for receipt of nominations for election by council shall be the same as that adopted for election by the representative body
- 89 Council (or failing the council the council chair) shall have power to appoint members up to the number required to complete that portion which it falls to council to fill. In the event that insufficient nominations are received to fill the places which it falls to the representative body to fill then council (or failing council the council chair) shall have power to appoint members up to the number required to complete that portion of the committee which it falls to the representative body to fill and shall if possible consult the committee chair. Such members shall be full voting members of the committee
- 90 (1) Standing committees and designated subcommittees may include members who are not ordinary or medical student members of the

Association but such persons shall never comprise a majority. With the exception of the audit and risk committee, committee members who are not ordinary members or medical student members of the BMA are not eligible to act as chair of the committee or subcommittee or to chair their meetings.

- (2) Chairs of branch of practice committees or their subcommittees must fulfil the criteria for the branch or branches of practice represented by that committee at the time of their election.

91. The council shall appoint to each standing committee in addition to the number of its members as specified in the first, second and third schedules, two deputy members who shall be entitled to receive all relevant agenda and other papers of that committee and to attend and vote at any meeting of that committee at which any one or two (as the case may be) of its members have stated they are unable to attend. This bye-law shall apply to the medical ethics committee only in so far as that deputies need only be called to attend a meeting of the committee if it is likely that the number of lay members due to attend that meeting is greater than the number of medically-qualified members.
92. In the election or appointment of members to standing committees the representative body and the council shall seek to ensure the efficient functioning of the committee and shall have regard to the desirability of a balanced membership, taking into account geography, type of practice, seniority and any other factors which, in the opinion of the electing or appointing body, are relevant to the composition and purposes of that committee, including the requirements in bye-law 90 (1) and (2).
93. In the case of standing committees and boards, of which the chairs are members of the council "ex-officio" those chairs shall for that and all other purposes continue in office until the appointment of their respective successors
94. At its first ordinary meeting after the holding of the annual representative meeting every committee and board shall receive the membership for the session and shall either appoint one of its members to be chair for the ensuing year or may appoint two of its members to be co-chairs (unless the committee has standing orders that have received approval from the organisation

committee to elect prior to the start of the new session). A committee may also appoint one or more members to be deputy chairs or co-deputy chairs

- 95 The candidates shall be nominated by themselves or by another member of the committee and board either on a nomination form issued with the agenda or at the meeting, provided that self-nomination for a chairmanship is not specifically precluded by that committee or board's rules.
- 96 The committee and board chair, or other person presiding at a meeting of a committee and board, shall be entitled to vote (if a voting member of the committee and board) as a member of the committee and board.
97. When two candidates are nominated, the candidate who receives the higher number of votes shall be declared elected. When more than two candidates are nominated, the ballot shall be conducted in the following manner:
  - (1) a voting paper containing all the names of nominated candidates shall be supplied to each member of the committee and board present;
  - (2) the voter shall place a cross against the name of the candidate selected by them;
  - (3) if any candidate secures an absolute majority of all the votes cast, they shall be declared elected;
  - (4) if no candidate receives an absolute majority of the votes cast, the candidate who receives the lowest number of votes shall be excluded and the voting repeated accordingly until one of the candidates receives an absolute majority of the votes, and shall be declared elected. If the contest for committee chair or deputy chair and board is between two candidates and an equal number of votes is cast for each candidate a re-ballot shall be held. If the same result is achieved the two candidates shall draw lots;
  - (5) as an alternative to the arrangements as set out in parts (1) to (4) above, a committee chair may be elected by the use of the single transferable vote

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## **Powers of Committees and Boards**

- 98 The single transferable vote shall normally be used for elections, unless an alternative method is set out in a committee's standing orders and has been and approved by the returning officer for that election.
- 99 Subject to the provisions contained in the articles and bye-laws and to any special instructions from time to time given by council, each committee or board shall have the following duties and powers:
- (1) to fix the hour of meetings,
  - (2) to give directions within its terms of reference on matters to be included in its agenda and minutes, and, subject to the provisions hereinafter stated, to order such inquiries to be made, and such documentary and other information to be furnished to the committee and board as, in the opinion of the committee and board, are required for the proper consideration of any matter referred to it,
  - (3) to call to its assistance for special purposes persons specially qualified to assist in any branch of the subject referred to it. Provided that such inquiries can be carried out and such documents prepared by the office staff, or in exceptional cases by such additional clerical or expert staff as the treasurer may sanction;
  - (4) to obtain the advice of the solicitor upon any matter referred to the committee and board, and, upon the advice of the solicitor, and with the sanction of the treasurer, to take counsel's opinion thereon;
  - (5) to appoint, subject to the concurrence of council, subcommittees for the purpose of considering any matters referred to the committee and board, and to delegate to them such powers as may seem necessary or convenient. Such subcommittees may include persons who are not members of the parent committee and board or the Association;
  - (6) to delegate to the chair such powers in respect of the conduct of the business of the committee and board as may seem necessary or convenient;

(7) to appoint up to two lay (i.e. non-medical members) members if desired.

100. If any elected or appointed member of any committee and board or subcommittee shall be absent from three successive meetings of that committee and board or subcommittee such member shall (except in case of illness or for some reason approved by the chair of the committee and board or subcommittee) be deemed to have resigned their membership thereof, and a casual vacancy shall thereupon arise.

**Voting and participation at meetings of committees and boards by electronic means**

101. In the case of any committee or board meeting, committee / board members participate in such meetings (which includes, for the avoidance of doubt, attendance, speaking and voting at the meeting), or part of such meeting, when:

- (a) the meeting has been called and takes place in accordance with the bye-laws; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

102. (1) Subject in all respects to bye-law 102(2), in determining whether committee / board members are participating in a committee / board meeting, it is irrelevant where any member is or how they communicate with each other. If all the members participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. For the avoidance of doubt a committee / board meeting may consist of a conference between committee / board members some or all of whom are in different places provided that each such member who participates in the meeting is able

- (a) to hear each of the other participating committee / board members addressing the meeting; and
- (b) if such member so wishes, to address each of the other participating committee / board members simultaneously, whether

directly, by conference telephone or by any other forms of communication equipment (whether in use when this bye-law is adopted or developed subsequently) or by a combination of such methods

For the avoidance of doubt where the requirements of (a) or (b) above are not satisfied for any reason at any time during the meeting, or the chair of the relevant meeting determines to terminate the link to the applicable communication equipment which the chair shall be entitled to do where the link is failing to function without disruption, this shall not invalidate the meeting (subject to quoracy requirements) however such affected member(s) shall no longer be deemed to be participating in the meeting for such time that the requirements of (a) or (b) remain to be satisfied or from when the link is terminated as aforesaid.

- (2) Notwithstanding the provisions of bye-law 102(1), and having regard to the nature of the discussions of the meeting, the relevant committee or board chair may determine that in order to participate in a meeting the members must be physically present in a designated place

### **Regulation of Committees and Boards**

103. Each committee and board chair in conjunction with the council chair or the appropriate board chair shall be authorised to take, in the intervals between meetings of the committee and board any necessary action in an emergency or to refer any matter to the appropriate subcommittee.
104. Every committee and board shall have power to fill any casual vacancy arising amongst its elected or appointed members. A casual vacancy includes the failure to appoint or elect for any reason by the body authorised to do so, unless the articles provide otherwise. The appointee to a casual vacancy shall have such voting rights as accompany the position to which they are appointed.
105. Each standing committee or board chair shall be ex-officio a member of every subcommittee of that committee and board.



106. Each subcommittee in being immediately prior to the commencement of an annual representative meeting of the Association shall continue to act until the next meeting of the parent committee.

### **Reports of Committees**

107. At each meeting of council the committees and boards listed below, which have met since the previous meeting of council, shall submit reports on their work since the date of their last report (with the exception of the audit and risk committee, which will report to council in accordance with these bye-laws and all other meeting reports to the board of directors in accordance with the Companies Act and these bye-laws):

Board of the BMJ publishing group;  
Organisation committee;  
Consultants committee;  
General practitioners committee;  
Junior doctors committee,  
Medical academic staff committee,  
Medical students committee,  
Public health medicine committee;  
Staff, associate specialists, and specialty doctors committee;  
Armed forces committee;  
Occupational medicine committee;  
Civil and public service committee;  
Forensic medicine committee;  
Medico-legal affairs committee;  
Private practice committee;  
Professional fees committee;  
Committee on community care;  
Committee of medical managers;  
Equality and diversity committee;  
International committee;  
Medical ethics committee,  
BMA charitable trust;  
Working party on NHS IT board;  
Board of science;  
Patient liaison group.

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However, no report need be submitted to the next meeting of council except in respect of matters of urgent importance where:

- (1) a committee meets within ten days of a meeting of council, or
- (2) a committee has under consideration a matter affecting one or more of the NHS branch of practice committees, academic medicine or medical students.

### **Election to committees**

108. Those who wish to stand for election to committees that specify electoral requirements will be exempt from these for a period of not more than 12 months and not in two consecutive sets of elections if they would normally have complied with the requirements but were prevented from so doing by sickness or absence on maternity leave, have a reasonable expectation of returning to clinical practice (where required as a condition of serving on the appropriate committee) sufficient to meet the requirement and intend to do so

### **Special Groups of Members**

109. The council may from time to time authorise the formation of or the dissolution of special groups of members having distinctive professional interests and being by reason either of their paucity of numbers or of their local distribution unable to obtain adequate representation of those interests through the divisions and branches.
110. Any appeal against a decision of the council about a special group shall be made to the representative body whose decision shall be final.
111. The mode of application for the formation of any such special group and the means of ascertaining the views of the members thereof on matters affecting their said interests shall be such as the council may from time to time determine, and the council may provide for meetings of any such special group and for committees thereof and for the attendance of representatives thereof at meetings of the council or of the representative body for the purpose of explaining such views.

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## **Annual Scientific Meetings**

- 112 The council shall at least once a year arrange meetings or conferences, alone or in conjunction with other bodies, which it shall be open to every voting member of the Association to attend, for the purpose of receiving addresses or other communications relating to the medical or allied sciences, and discussing such subjects pertaining thereto as the council may think proper, and the council may arrange to hold such meetings or conferences in the United Kingdom or elsewhere. For the more convenient consideration of the matters to be discussed, the council may provide that they shall be considered in sectional meetings and the council shall appoint a president and other officers of such section as well as readers of any addresses that may be given.

## **Junior Members Forum**

113. The council shall at least once a year arrange a conference known as the junior members forum which shall have such composition, procedure, and powers as the council may prescribe

## **PART 6 - HONOURS OF THE ASSOCIATION**

- 114 The Gold Medal may be awarded by council to any person or persons who shall have conspicuously raised the character of the medical profession by scientific work, by extraordinary professional services, or by special services rendered to the British Medical Association.
115. The Association shall have the power to award, subsequent to the decision of council, the honour of honorary vice-presidency to members who have given outstanding service to the Association.
- 116 The Association shall have the power to award, subsequent to the decision of council, the Association Medal to such members who have given outstanding and sustained service to the Association in two or more constituencies, one of which should be national. Nominations for the Association Medal may be made to the council by:

- (a) the Scottish, Welsh or Northern Ireland councils, the standing committees, branch of practice committees in Scotland, Wales and Northern Ireland, regional councils, regional branch of practice committees and local medical committees;
- (b) the executive committee of any division, or
- (c) any six voting members of the Association; or
- (d) in the case of an overseas member, by any three overseas members, wherever resident.

117. (1) The Association shall have the power to award to members, subsequent to the decision of council, the honour of Fellowship of the Association. Members awarded a Fellowship shall remain as Fellows for as long as they continue to be ordinary members of the Association. Nominations for the Fellowship of the Association shall be made to the council by:

- (a) the Scottish, Welsh or Northern Ireland councils, the standing committees, branch of practice committees in Scotland, Wales and Northern Ireland, regional councils, regional branch of practice committees and local medical committees;
  - (b) the executive committee of any division; or
  - (c) any six voting members of the Association; or
  - (d) in the case of an overseas member, by any three overseas members, wherever resident.
- (2) A Fellowship will only be awarded to those members of the Association whose services to the Association and to the profession of medicine have in the opinion of the council been outstanding and merit recognition beyond that which can adequately be conferred by any division or branch.
- (3) The name of every member awarded a Fellowship of the Association shall be entered on a Roll of Fellows.

- 
- (4) The names of past presidents, honorary vice presidents and Gold Medallists of the Association shall automatically be entered on the Roll of Fellows without election.

**Distinguished Service Award**

118. The Distinguished Service Award may be awarded by council in recognition of distinguished, outstanding, and exceptional services to the Association by non-medical personnel

## THE FIRST SCHEDULE TO THE BYE-LAWS - STANDING COMMITTEES

MEMBERS (in addition to the members ex-officio mentioned in bye-law 84) and powers and duties

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
BMA audit and risk committee			The committee shall be composed of five members all of whom shall be appointed by council and none of whom shall be members of the board's finance committee Of the five members:  - at least one		To consider the appointment of the external auditor and any matters relating thereto and including the conduct and outcomes of the external audit and any matters related thereto, to consider the annual report of the directors and financial statements prior to their submission to council and to report primarily to the board of directors (in accordance with the Companies Act), to consider any statement on the Association's system of internal financial control (including financial, operational and regulatory compliance and risk management controls) prior to

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			should be a member of council at the time of appointment and should remain a member of council throughout their term of office as a member of the audit and risk committee. Should this member's council membership end during their term of office as a member of		its inclusion in the annual report of the directors and financial statements, to monitor the establishment of an internal audit function' and including the appointment of any internal auditors and any matters relating thereto', to review the internal audit programme and ensure co-ordination between the internal and external auditors; to ensure that the resources, and standing within the Association, of the internal audit function enable it to achieve its objectives, to monitor the implementation and the on-going effectiveness of the governance structure and including the internal control framework and risk management processes, to ensure that all matters of control and governance are effectively and efficiently covered by a

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			<p>the audit and risk committee, the committee shall decide when that member should resign their membership of the committee;</p> <p>- at least one and not more than two should be lay (i.e. non-medical) experts who have an appropriate level of</p>		<p>competent body; to consider other topics as directed by the board of directors (in accordance with the Companies Act). The committee may obtain external financial, legal or other independent professional advice and request the attendance of external advisers with relevant experience and expertise if it considers this necessary</p> <p>The committee shall have the power to invite observers to its meetings and the treasurer, the board of BMJ publishing group Ltd chair (or appropriate senior executive), the BMA chief executive and the BMA's finance director shall normally attend meetings as observers.</p> <p>The committee shall report directly to the board of directors</p>



Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			management experience in an organisation of a greater, or a similar, size to the Association  The remainder of the membership shall be composed of members of the Association who may or may not be members of council.		(in accordance with the Companies Act) and the reporting line to council to be maintained with an annual report to council prior to the annual representative meeting to and such additional reporting to council as the committee may deem appropriate from time to time
			All members		

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			<p>should be appointed for three year terms of office and one of whom shall be appointed by council as committee chair</p> <p>No member may serve on the committee for an aggregate period exceeding nine years (i.e three terms of office of three years each)</p>		

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			and no former chief officer may normally be appointed to the committee within three years of their demitting office.		

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Board of the BMJ publishing group			Council shall appoint the chair of the board, the editor and such medical non-executive directors as it deems necessary or appropriate. The medical non-executive directors shall be subject to retirement by rotation with eligibility for re-election		<p>To contribute to, review and approve the BMJPG management's strategic plans for the group and for key products, to review and approve the long term financial plans for the group, to monitor the performance of the group towards achieving its strategic plans</p> <p>To review and approve the annual budget for the group, to review and approve business cases for new products and initiatives which require significant capital investment in excess of an amount agreed by the board's finance committee, to approve unbudgeted expenditure in excess of an amount agreed by the board's finance committee or</p>

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					<p>expenditure on any budgeted item which is likely to exceed budget by an amount agreed by the board's finance committee, to monitor performance against budget and business plans, including assessing operating results to evaluate whether the business is being properly managed and agreeing corrective action where necessary, to monitor the performance of major projects</p> <p>To identify the main risks to the group and ensure that appropriate systems are in place to manage them.</p> <p>To oversee the selection, monitoring and evaluation of the performance of senior executives and if necessary replace those executives if their performance is</p>

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					<p>unacceptable (in the case of the editor, the final decision regarding the appointment and replacement rests with the BMA), to ensure that succession plans exist for senior executives that cover the short and long term, to ensure that there are sound management development plans for senior staff, to approve terms and conditions of employment for BMJPG staff</p> <p>To ensure the integrity of the group's internal and management information systems, to ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles and the BMA's own governing documents</p>

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					To assess its own effectiveness in fulfilling the above and other board responsibilities, including monitoring the effectiveness of individual directors, to appoint such non-executive directors with relevant experience in disciplines that would be valuable to the group and the chair and to ensure that they receive appropriate remuneration
					To comply with the terms of the letter of agreement between the BMJPG and the BMA
Northern Ireland council	Without voting rights.  The BMA president, UK council chair,			(a) Five members whose primary branch of practice is general practice of whom.  Four shall be GPs; 1 from East; 1 North; 1	To consider all matters specially concerning Northern Ireland, and in conformity with the decisions of the representative body, deal with all such matters It shall meet at such place and time as

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	<p>representative body chair, treasurer, members of UK council whose registered address is in Northern Ireland</p> <p>With voting rights:</p> <p>NI consultants</p> <p>committee chair, NI general practitioners</p> <p>committee chair, NI staff &amp; associate specialists</p> <p>NI junior doctors</p> <p>committee chair, NI medical</p>			<p>South, 1 West.</p> <p>If none of the four above is a GP locum or salaried GP, then the fifth seat will be allocated to the highest polling GP locum or salaried GP</p> <p>If none of the four above is a GP principal, then the fifth seat will be allocated to the highest polling GP principal</p> <p>(b) Five members whose primary branch of practice is consultant of whom: 2 shall be from East, 1 shall be from North;</p>	<p>the Northern Ireland council itself may direct</p> <p>The persons or body entitled to appoint a representative to the Northern Ireland council shall be entitled to appoint an additional representative to be a member of the council during any period for which a representative appointed by such persons or body shall hold office as Northern Ireland council chair</p> <p>With power to co-opt one additional non-voting member</p> <p>Northern Ireland council shall have the power to co-opt a maximum of four members who can offer the council such ongoing expertise that cannot otherwise be met by the ex-officio and directly-elected membership</p>



Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	students committee chair, NI medical academic staff committee chair, NI public health policy virtual committee chair.			<p>1 shall be from South, 1 shall be from West.</p> <p>(c) <b>Two</b> members whose primary branch of practice is staff and associate specialist with no more than one from any NI divisional area</p> <p>(d) <b>Five</b> members whose primary branch of practice is junior doctor of whom shall be from each of the four NI divisions. East, North, South and West. The fifth seat should be allocated to a GP trainee. If a GP trainee does not stand then the fifth seat should be reallocated to another junior doctor.</p> <p>(e) <b>Two</b> members whose primary branch of practice is medical student.</p>	

Name Column 1	Members ex officio Column 2	Elected or appointed members			Duties, powers, etc Column 6
		By the representative body Column 3	By the council Column 4	Otherwise elected or appointed Column 5	
				<p><b>One</b> member whose primary branch of practice is either (f) academic, or (g) armed forces, or (h) occupational medicine, or (i) public health medicine or (j) other members in practice but not covered by (a)-(i) above.</p> <p>(k) <b>One</b> member who is a retired member.</p> <p>(l) <b>Three</b> members who shall be the top 3 polling doctors/students regardless of branch of practice or divisional area, over and above the members directly elected as set out above</p> <p><b>Note:</b> East means eastern division of the BMA in Northern Ireland; North</p>	

Name	Members ex officio	Elected or appointed members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
				means northern division of the BMA in Northern Ireland, South means southern division of the BMA in Northern Ireland; West means western division of the BMA in N Ireland.		
Organisation committee	The conference of honorary secretaries of BMA divisions and regional councils chair	6, of whom 1 shall be a junior member, as defined in article 1, and not more than 2 shall be in the same branch of medical practice	2, including 1 with special interest in overseas members or in members who qualified overseas if not already elected by the representative body.		1 To advise on matters affecting the structure, function and representativeness of the Association and to liaise with other Association bodies undertaking similar activities.  2 To advise on the constitutions, duties and powers of the Association's meetings, councils, boards, forums and committees and	

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					<p>to recommend consequential amendments to the articles and bye-laws where appropriate</p> <p>3. To advise on the establishment of new committees, their duties and powers and constitutions, and on the disbanding and merging of committees and to recommend consequential amendments to the articles and bye-laws where appropriate</p> <p>4 To advise on the interpretation or alteration of the existing, or the adoption of new, articles and bye-laws</p> <p>5 To consider and act on</p>

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					matters relating to divisions and regional councils, including the allocation of grants  6. To make recommendations on the conferring of the Association's awards and honours.  7 To advise council annually on the allocation and distribution of seats on the RB including those minority groups to be invited to appoint representatives to the ARM  8 The Award of the Association's Gold Medal for Distinguished Merit.

Name	Members ex officio	Elected or appointed members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
Remuneration committee		2	3	The BMA's finance director  1 lay member with experience in business and commerce, who is not a member of the staff of the Association, to be nominated by the audit and risk committee	To be responsible for designing, adjusting and maintaining the BMA's systems for making payments to members (excluding payments to reimburse expenses) and to make recommendations to council on these systems The committee will work within budgetary constraints set by the directors and/or its finance committee and council	
Scottish council	Without voting rights, the chairs of the branch of practice committees in Scotland (SCC, SGPC, SJDC, SMASC, SSASC, SMSC)			<u>Voting members</u>  National constituencies  Six members resident in Scotland to represent and be elected by all members in Scotland	To consider all matters specially concerning Scotland, and, in conformity with the decisions of the representative body, deal with all such matters.  It shall meet at such place and time as the Scottish council itself may direct	

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	<p>Note. If the chair of one of the branch of practice committees, SMASC, SSASC or SMSC) has an elected seat from the national or branch of practice constituencies, a nominee from that committee may be appointed as a non voting member</p> <p>The members of UK council whose UK electoral zone is Scotland.</p> <p>The Immediate Past chair of</p>			<p>Branch of practice constituency</p> <p>Eight members engaged wholly or mainly in general practice, including those in private general practice but excluding general practice registrars, elected by members from those groups in Scotland of whom</p> <ul style="list-style-type: none"> <li>• 2 by East</li> <li>• 4 by West</li> <li>• 2 by North</li> </ul> <p>Eight members employed wholly or mainly as consultants elected by members who are consultants in Scotland of whom</p> <ul style="list-style-type: none"> <li>• 2 by East</li> <li>• 4 by West</li> <li>• 2 by North</li> </ul>	<p>Scottish council has the power to co-opt two additional non-voting members where specific expertise is required</p> <p>The election of a member as chair shall create a casual vacancy which should be filled by postal ballot unless the Scottish council determines otherwise</p>

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	<p>Scottish council for a period of one year after demitting office as chair.</p> <p>The chair of the Scottish LNC forum if the chair is not otherwise a member</p>			<p>Eight members in the training grades including general practice registrars elected by members from those groups in Scotland of whom:</p> <ul style="list-style-type: none"> <li>• 2 by East</li> <li>• 4 by West</li> <li>• 2 by North</li> </ul> <p>Note East means Fife, Lothian, and Scottish Borders divisions of the BMA, West means the Argyll and Bute, Ayrshire and Arran, Dumfries and Stewartry, Dumbarton, Forth Valley, Greater Glasgow, Lanarkshire, Renfrewshire and Wigtown divisions of the BMA, North means the Angus, Caithness, Dundee, Grampian, Inverness,</p>	



Name Column 1	Members ex officio Column 2	Elected or appointed members			Duties, powers, etc Column 6
		By the representative body Column 3	By the council Column 4	Otherwise elected or appointed Column 5	
				<p>Orkney, Perth and Kinross, Ross and Cromarty, Shetland, Sutherland and Western Isles divisions of the BMA</p> <p>One member employed wholly or mainly in the staff and associate specialist group elected by members from that group in Scotland</p> <p>One member employed whole-time in a university or in medical research, elected by members from those groups in Scotland</p> <p>One medical student member, elected by medical student members in Scotland</p>	

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				<p>One retired member elected by retired members in Scotland</p> <p>One member from other branches of practice not represented, elected by those groups in Scotland (e.g. civil service and armed forces, occupational medicine)</p> <p><u>Observers</u></p> <p>The Scottish joint consultants committee chair, the chair of the Academy of Royal Colleges and Faculties in Scotland, the chair of the Scottish Royal Colleges Inter-Collegiate Group.</p> <p><u>Deputies</u> Deputies may be appointed</p>	

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				where only one member represents a particular group	
Welsh council	<u>With voting rights</u> The chairs of the Welsh consultants committee, general practitioners committee Wales, Welsh staff grades & associate specialists committee, Welsh committee for public health medicine, Welsh junior doctors			With voting rights 15 directly-elected members who shall, by the application of electoral constraints, broadly reflect the distribution of the profession in Wales between:  (a) those engaged or employed wholly or mainly in the following nine professional groupings general practice, hospital consultants, staff grade doctors and associate specialists, doctors in training grades, medical students,	To consider all matters concerning Wales It shall meet at such place and time as Welsh council itself may direct.

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	<p>committee, forum of Welsh local negotiating committees, Welsh medical students committee</p> <p><u>Without voting rights</u></p> <p>President, UK council chair, representative body chair, treasurer</p> <p>members of UK council whose electoral zone is Wales, limited to the duration of the UK office and while having a registered</p>			<p>public &amp; community health medicine, retired members, armed forces members plus those members in practice but not covered by the other specified professional groupings;</p> <p>and (b) the three principal geographical regions of Wales</p> <p>north Wales, mid and west Wales, south east Wales,</p> <p>together with up to 3 co-opted members who shall offer Welsh council such ongoing expertise that cannot otherwise be met by the ex-officio and directly-elected membership</p>	

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	address in Wales			Without voting rights a number, to be determined by Welsh council, of observer members.	

## THE SECOND SCHEDULE TO THE BYE-LAWS - STANDING COMMITTEES

### MEMBERS (in addition to the members ex-officio mentioned in bye-law 84) and powers and duties

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Armed forces committee	The one armed forces representative on council, if not otherwise a member A representative from the Ministry of Defence, as adviser and without the right to vote	2 (for one session) who are serving officers, reservists, or former regular officers, of which only one may be retired from the service. Those who were conscripted into the armed forces under the terms of national service may not stand	2 (for one session) who are serving officers, reservists, or former regular officers, of which only one may be retired from the service. Those who were conscripted into the armed forces under the terms of	Two appointed by the British Dental Association  Eight regular officers by all serving BMA members (at least 1 from each service, at least 1 to be a hospital consultant and at least 1 to be a general practitioner and at least 2 trainees); 3 reserve officers, 1 from each of the three branches of the armed forces, elected by BMA members in the reserve services; an elected representative of all civilian doctors employed by the Ministry of Defence.	To consider matters relating to the medical branches of the armed forces and the medical branches of the reserve armed forces and so far as possible to ensure that medical officers serving in the medical branches of the armed forces are not disadvantaged in relation to their civilian and military counterparts

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
		for election to the armed forces committee.	national service may not stand for election to the armed forces committee	One medical cadet and the armed forces representative on the Registrars Subcommittee of the general practitioners committee Those who were conscripted into the armed forces under the terms of national service may not stand for election to the armed forces committee		
Consultants committee	The consultants committee chair, the joint medical consultative committee chair The consultants conference chair. None of the above members shall have voting rights	10, being members of the Association engaged exclusively or predominantly in consultant practice, at least one should have their principal place of work in		3, appointed by each regional consultants committee in England, 2 appointed by the Northern Ireland consultants committee, 2, appointed by the Welsh consultants committee and 6 Appointed by the Scottish committee for hospital medical services, all of whom shall be engaged exclusively or predominantly in	To consider and act in matters affecting those who are engaged in consultant practice, or whose posts require their names to be on the Specialist Register, including matters arising under the National Health Service Acts or any Acts amending or consolidating the same and to watch the interests of all consultant medical staff in relation to those Acts save in so	

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
		England, one in Northern Ireland, one in Scotland and one in Wales and that the electorate for all 10 seats will be all voting members of the RB.		consultant practice, 1 by the Central Committee for Hospital Dental Services of the British Dental Association, 10 appointed as non-voting representatives on the following basis. 1 by the general practitioners committee, 1 by the public health medicine committee, 1 by the medical academic staff committee, 1 by the junior doctors committee, 1 by the staff, associate specialists and specialty doctor committee, 1 by the Ophthalmic Group, 1 by the committee for medical managers, and that the remaining seats be allocated to observers from other organisations, 3 representatives nominated by the Academy of Medical Royal Colleges; but so that none of	far as the above matters fall within the duties and powers of the medical academic staff committee or the public health medicine committee.  The committee shall have power to co-opt 3 members without voting rights	



Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				<p>the last mentioned 3 members shall be eligible for appointment to represent the consultants committee on the joint medical consultative committee Members of the CC shall be engaged exclusively in consultant practice.</p> <p>Where a specialty is not represented on the committee through the above routes, the CC shall consider co-opting a representative.</p> <p>Furthermore, those of or over 65 years of age must be in active practice to the extent of at least five notional half days a week or its equivalent</p>	

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
General practitioners committee	The chair and deputy chair for the time being of the conference of representatives of local medical committees called by the general practitioners committee of the British Medical Association. The Scottish general practitioners committee chair and the Welsh general practitioners committee chair	10, elected on a geographical basis To be eligible for election, candidates must be either engaged exclusively or predominantly in providing personally or performing NHS primary medical services for a minimum of 52 sessions distributed evenly over six months in the year immediately before election		<u>Voting members</u> Registered (other than provisionally registered) medical practitioners appointed as follows 56 practitioners (whether members of the Association or not) whose exclusive or predominant medical commitment is to providing personally or performing NHS primary medical services for a minimum of 52 sessions distributed evenly over six months in the year immediately before election, or medically qualified secretaries of local medical committees or GPs on the doctors retainer scheme, in such manner as the general practitioners committee shall from time to time determine,	To deal with all matters affecting medical practitioners providing and/or performing primary medical services under the National Health Service Act 1977 and/or the National Health Service (Scotland) Act 1978 and/or the Health and Personal Social Services (Northern Ireland) Order 1972 and any Acts or Orders amending or consolidating the same and as from time to time extended to all or any part of the United Kingdom  To consider and act in matters affecting those employed as full time or part time prison medical officers.  A constituency entitled to appoint a representative to the

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
		and included in the GMC's GP register at the time of, or within 60 days of, election, or employed as a medically qualified secretary of a local medical committee, or employed as a general practitioner under the doctors retainer scheme  The 52 sessions electoral requirement referred to		to be nominated or elected as follows. 43 to be elected on a constituency basis from among general practitioners or LMC officers by all who contribute to the LMC voluntary levy Candidates shall be LMC voluntary levy contributors or LMC officers, 7 to be elected by the annual conference of representatives of local medical committees; 1 to be nominated by the Medical Women's Federation, 2 to be nominated by the Medical Practitioners Union, 2 to be nominated by the GP trainees subcommittee being members of that subcommittee, 1 to be nominated by the British International Doctors Association The two sessions electoral requirement referred to above	committee shall be entitled to appoint an additional representative to be a member of the committee during any period for which a representative appointed by such group shall hold office as chair of the committee.	

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
		above shall be waived where a GP would normally have complied with this requirement but was prevented from so doing by sickness or absence on maternity leave, has a reasonable expectation of returning to clinical practice sufficient to meet the requirement and intends to do so This exemption is to		shall be waived where a GP would normally have complied with this requirement but was prevented from so doing by sickness or absence on maternity leave, has a reasonable expectation of returning to clinical practice sufficient to meet the requirement and intends to do so This exemption is to apply for a period of not more than 12 months and not in two consecutive sets of elections  The committee shall have power to appoint up to 6 additional voting members to represent categories of GP contractual arrangement or classes of experience which, in the view of the committee, are not adequately represented  Four seats on the GPC to be		

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
		<p>apply for a period of not more than 12 months and not in two consecutive sets of elections</p> <p>Of the 10 members elected to the GPC by the RB, at least one will have their principal place of work in England, one in Scotland, one in Wales and one in Northern Ireland and the electorate for all 10 seats will</p>		<p>reserved for members of the Sessional GP's sub-committee</p> <p><u>Non-Voting members</u> Registered (other than provisionally registered) medical practitioners to be nominated as follows 1 to be nominated by the consultants committee; 1 to be nominated by the public health medicine committee, 1 to be nominated by the junior doctors committee; 1 to be nominated by the staff, associate specialists and specialty doctor committee, 2 to be nominated by the Council of the Royal College of General Practitioners</p> <p>1 representative appointed by the Council of the British</p>	

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
		be all voting members of the RB		Dental Association.		
Junior doctors' committee	With voting rights. the chairs of the Scottish JDC, Welsh JDC, Northern Ireland JDC and the 12 English RJDCs, those members of council who, at the time of the first JDC meeting of the session, are junior doctors  Without voting rights the four chief officers of the	With voting rights 8 who are junior doctors, or who hold, or who have accepted an offer of, appointment to such a post such that they will fulfil the definition of junior doctor by the time of the first meeting of the junior doctors committee of		38, elected from geographical regions, with voting rights  Eastern (1), Mersey (1), North Thames (6), Northern (2), North West (3), Northern Ireland (2), Oxford (1), Scotland (6), South Thames (4), South West (1), East Midlands (3), Wales (2), Wessex (1), West Midlands (3), Yorkshire (2),  (those members of the UK JDC who move regions or countries will remain members of the committee in a non-voting capacity for the remainder of the session in which their	To consider and act in matters affecting those engaged in hospital practice in the training grades, including matters arising under the National Health Service Act or any Act amending or consolidating the same and to watch the interests of hospital medical staff in the training grades in relation to those Acts  The body entitled to appoint one or more representatives to the committee shall be entitled to appoint an additional representative to be a member of the committee during any period for which a representative appointed by such body shall	

		Elected or Appointed Members				
Name	Members ex officio	By the representative body	By the council	Otherwise elected or appointed	Duties, powers, etc	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
	BMA, the junior doctors' conference chair, the chair of the Junior members' forum (where they are a junior doctor); the immediate past chair of the JDC, should they not be elected via any other route	the BMA session following the ARM at which they stand for election		move took place)  12, elected or appointed from other committees, or subcommittees;  with voting rights. 2 doctors in training by the GPC GP trainees subcommittee, 1 doctor in training by the public health medicine registrars subcommittee; 2 medical students by the medical students committee, 1 dentist in training by the British Dental Association, 1 doctor in training by the armed forces committee; 1 doctor in flexible training by the junior doctors conference,  without voting rights' 1 by the consultants	hold office as chair of the committee  The committee shall have power to co-opt up to 3 members	

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
				committee, 1 by the general practitioners committee; 1 by the medical academic staff committee 1 by the staff, associate specialists and specialty doctor committee		
Medical academic staff committee	Without voting rights: (i) The four BMA chief officers,  (ii) The conference of medical academic representatives chair,			(i) Sixteen members elected by the conference of medical academic representatives (at least two of whom shall be academic trainees, at least two of whom shall be consultant clinical academics and at least one shall be an academic GP),  (ii) Two members elected by and from among medical	The medical academic staff committee (MASC) shall meet to consider and act upon all matters of concern to medically qualified personnel holding contracts of employment (including honorary contracts) from one or more of the following organisations: a university, a medical school, the Medical Research Council, other institutions engaged in medical	



Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	(iii) The joint academic trainees subcommittee chair			academics employed in Wales The elected chair (or their nominee) of Scottish MASC and one other appointed by Scottish MASC*, and the elected chair of Northern Ireland MASC or their nominee The devolved nation committees may also appoint a deputy representative for the chair or their nominee who shall be added to the committee's list-server The devolved nation committees may also appoint a further deputy representative who shall be added to the committee's list-server  (iii) There shall also be: one representative from the CC, one representative from the JDC, one representative from the GPC, one representative	research  The doctors represented by the committee include  (i) Medical academics who are paid on clinical salary scales, including research workers;  (ii) Medical academics who are paid on university salary scales or ranges, including research workers;  (iii) Academic Foundation Trainees, Academic Clinical Fellows and other equivalent trainees employed by the NHS but with significant fixed commitments with a university or other higher education institution, for the academic aspect of their work;

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				<p>from the SASC and one representative from the medical students committee (without voting rights).</p> <p>(iv) Two representatives appointed by the Central Committee for Dental Academic Staff of the British Dental Association.</p> <p>(v) One representative of pharmaceutical physicians appointed by The faculty of Pharmaceutical Medicine</p> <p>* The intention is that this seat should be used by SMASC to ensure representation of Scottish academic trainees on MASC</p>	<p>(iv) Other doctors who undertake formal sessions or programmed activities for universities and higher education institutions and who have (or would be reasonably assumed to be entitled to have) an honorary academic contract recognising such activity, for the academic aspect of their work,</p> <p>(v) Pharmaceutical physicians</p> <p>The MASC shall have power to co opt up to three further members in order to ensure the representation of all groups of medical academic staff.</p> <p>To ensure proper representation, the committee may invite key stakeholders in academic medicine to send non-voting observers to the committee. The</p>

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
					nominating bodies will be asked to pay the travel costs of their representative	
Medical students committee	<u>Voting:</u> The medical students conference chair  <u>Non-voting</u> Chair of the Scottish, Welsh and Northern Ireland Medical students committees, the immediate past chair of the committee and the elected student representative on BMA council.			<u>Medical school representatives (voting)</u> 1 representative of each medical school in the United Kingdom elected annually by medical student members in that medical school The medical school representative must, at the time of their election and throughout the term of their office, be enrolled in a course of study in the UK (not having been suspended) for or leading to a primary medical qualification.  <u>Other BMA committee representatives (non-voting):</u> 1 by the junior doctors	<p>To consider and act upon any matters affecting the interests of medical students</p> <p>The committee shall have power to co-opt not more than 3 additional members.</p> <p>The body entitled to appoint a representative to the committee shall be entitled to appoint an additional representative to be a member of the committee during any period for which a representative appointed by that body shall hold office as chair or deputy chair of the committee</p>	

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
	The immediate past deputy chairs of the medical students committee for a period of one year after ceasing to hold the office of deputy chairs providing they remain medical students			committee, 1 by the medical academic staff committee; 1 by the GPC trainees subcommittee  <u>Organisation representatives {non-voting}</u> 1 by the British Dental Association		
Occupational medicine committee	The junior members forum chair when the member concerned is predominantly engaged in occupational medicine, the elected member	3 who must be engaged in practice or teaching of occupational medicine to the extent of at least two sessions per week and must	3 who must be engaged in practice or teaching of occupational medicine to the extent of at least two sessions per week and	1, appointed by the Society of Occupational Medicine / the Faculty of Occupational Medicine, 1 who must be in an approved occupational medicine training post (elected by the representative body).	To consider and report on matters affecting the health, safety and welfare of persons at work and the practice of medicine in industry and allied occupations To advise the Association on the implementation of health, safety and welfare legislation as it affects its members and their	

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	of council representing doctors in occupational health, if not otherwise elected	hold a UK recognised qualification in occupational medicine, or be in an approved occupational medicine training post	must hold a UK recognised qualification in occupational medicine, or be in an approved occupational medicine training post		The working environment committee shall have power to co-opt up to 2 additional members without voting rights.

Name	Members ex officio	Elected or Appointed Members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
Private practice committee		1		2 elected by the consultants committee, 1 by the junior doctors committee, 1 by the general practitioners committee, 1 by the professional fees committee, 1 by the staff, associate specialists and specialty doctor committee. 1 representative of hospital dental practice, nominated and funded by the Central Committee for Hospital Dental Services; 1 member by the Academy of Royal Medical Colleges;	To consider and report on matters of direct concern to the profession in the field of private general and consulting practice (whether whole or part time), and such other matters as may be referred to it by council from time to time With power to co-opt	

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				Four BMA members who are engaged in consultant or specialist practice under the National Health Service Act 2006 (and/or the equivalent legislation in the devolved nations) and who are also engaged in active private consultant or specialist clinical practice, elected by an electronic election of members registered with the BMA as meeting the same criteria.	

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				Two BMA members who do not provide and/or perform primary medical services under the National Health Service Act 2006 (and/or the equivalent legislation in the devolved nations) and who earn 75% or more of their income from private general medical practice and are engaged in private general medical practice to the extent of at least 20 hours per week, elected by members who are registered with the BMA as not providing and/or performing primary medical services under the National Health Service Act 2006 (and/or the equivalent legislation in the devolved nations) and are engaged in active private general medical practice.	



Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
				Two BMA members who have no NHS contract of employment and who earn 75% or more of their professional income from private consultant or specialist clinical practice and are engaged in active private consultant or specialist clinical practice to the extent of at least 20 hours per week, elected by members who are registered with the BMA as having no NHS contract and are engaged in active private consultant or specialist practice	

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Professional fees committee		3		1 who undertakes on average at least four sessions work each week for central government departments, agencies or their contractors, elected by members who undertake fee paid sessional work for central government departments, agencies or their contractors; 1 by the consultants committee, 2 by the general practitioners committee, 1 by the occupational medicine committee, 1 by the junior doctors committee, 1 by the private practice committee 1 by the staff, associate specialists and specialty doctor committee 1 by Northern Ireland council and 1 by Scottish council.	<p>(a) Negotiation of the terms for medical services and other services outside the NHS, other than those covered by the duties and powers of other standing committees, in all countries of the UK (excluding private medical practice/private clinical practice)</p> <p>(b) Determining the policy direction of the Association on professional fees issues after consultation with other appropriate committees</p>

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					<p>(c) Submission of recommendations to council, for example on the annual fee increase.</p> <p>(d) Provide guidance information and support to members in all countries of the UK on issues relevant to professional fees</p> <p>(e) The committee shall have the power to co-opt</p>

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Public health medicine committee	The chairs of the Welsh and Northern Ireland committees for public health medicine (with voting rights) The public health committee of Scottish council chair (without voting rights). The annual conference of public health medicine chair (without voting rights). The chair (or his/her representative) of the local negotiating committee of	3, engaged exclusively or predominantly in public health medicine.		12, engaged exclusively or predominantly in public health medicine, to be elected by public health physicians in the established and training grades (of whom 1 shall be elected from Scotland, 1 from Wales, 1 from Northern Ireland, and 1 from each of the 9 government regions in England  Where no representative is elected who is employed either by a local authority, or by PHE, the committee may co-opt an additional representative from the missing constituency (with voting rights)  One by the specialist registrars subcommittee; the specialists registrars subcommittee chair,	To deal with all matters affecting public health medicine and public health physicians in the established and training grades.  The committee shall have power to co-opt up to three additional members without voting rights.  Doctors from each of the British overseas territories and Crown dependencies shall be allocated by public health medicine committee (UK) to an appropriate regional or national constituency  The body entitled to appoint one or more representatives to the committee shall be entitled to appoint an additional representative to be a member of the committee during any

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	public health England (without voting rights) Members of council in public health medicine and community health if not otherwise elected (without voting rights). The immediate past committee chair, if not otherwise elected or appointed, may remain a member for a period of one year (without voting rights)			one by the board of science, one by the consultants committee (non-voting), one by the general practitioners committee (non-voting), one by the junior doctors committee (non-voting), one by the staff, associate specialists and specialty doctor committee (non-voting), one by the medical students committee (one-voting), an academic consultant in public health medicine, to be appointed by the medical academic staff committee (non-voting)  One public health dentist appointed by the British Dental Association.	period for which a representative appointed by such body shall hold office as chair of the committee  Any member of the public health medicine committee specialist registrars subcommittee may attend a meeting of the committee as an observer (non-voting) provided they are already taking part in other BMA business on the day of the meeting

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Staff, associate specialists and specialty doctor committee	The committee chair, 2 deputy chairs of the committee, conference of staff and associate specialists chair (with voting rights)	8, engaged exclusively or predominantly in the areas of practice falling within the remit of the committee, at least one of whom shall be from each of the UK nations and elected by the RB as a whole  Eligibility to stand for election shall be in accordance with the provisions set out in SASDC's		1 member appointed from each of the regional staff and associate specialist committees or regional non-consultant career grades subcommittees in England, 2 from Scotland, 1 from Wales and 1 from Northern Ireland, one representative to be elected by the British Dental Association (with voting rights) 1 member to be appointed by each of the consultants committee, the public health medicine committee, the general practitioners committee, the junior doctors committee, the medical academic staff committee and one member appointed by the Academy of Medical Royal Colleges (without voting rights)	To consider and act in matters affecting those doctors working in NHS trusts who are not general practitioners, nor in the training grades and whose posts do not require their names to be on the Specialist Register, including matters arising under the National Health Service Act or Acts save in so far as the above matters fall within the duties and powers of the consultants committee or the public health medicine committee.  To consider and act in matters affecting clinical and senior clinical medical officers employed in community health services and family planning doctors formerly employed by the Family Planning Association

		Elected or Appointed Members				Duties, powers, etc
Name	Members ex officio	By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
		standing orders at the time of election, subject to annual review by the organisation committee		Eligibility to stand for election shall be in accordance with the provisions set out in SASSDC's standing orders at the time of election, subject to annual review by the organisation committee.	and transferred to the National Health Service, including matters arising under the National Health Service, Public Health, Local Government or Education Acts (or any Act amending or consolidating the same) or other relevant legislation  The body entitled to elect or appoint one or more representatives to the committee be entitled to appoint an additional representative to be a member of the committee during any period for which the representative appointed by this body holds office as chair of the committee  The body entitled to elect or appoint one or more representatives to the committee be entitled to appoint	

Name	Members ex officio	Elected or Appointed Members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
					<p>an additional representative to be a member of the committee during any period for which the representative appointed by this body holds office as chair of the SASSDC negotiating subcommittee / deputy chair of the committee and that this arrangement be for a fixed term of two sessions (2004-05 and 2005-06 sessions)</p> <p>The committee shall have the power to co-opt up to three additional voting members, to represent classes of experience which, in the view of the committee, are not adequately represented.</p>



# THE THIRD SCHEDULE TO THE BYE-LAWS - BOARD OF SCIENCE AND MEDICAL ETHICS COMMITTEE

## MEMBERS (in addition to the members ex-officio mentioned in bye-law 84) and Powers and Duties

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Board of science	The board of science chair	3 members elected for a three-year term subject to annual retirement by rotation (with eligibility for re-election) of one-third of those elected	The council shall from time to time appoint the board chair for such term and with such provisions concerning eligibility for re-appointment and otherwise as the council shall think fit.  The council shall also appoint 6	Up to two junior doctors by such method as council shall from time to time determine to ensure that there are at least two members of the board of science who are junior doctors during any given BMA Session These members shall be appointed for the duration of the session and may be reappointed the following session provide that they remain junior doctors.	To act for the council in matters specifically referred to it for the promotion of the medical and allied sciences, including the health of the public. In particular to advise and act in matters concerning: research trusts and grants; and the ARM scientific lectures With the consent of council, to initiate studies and to report with recommendations in matters of medical concern to the community or to the medical profession, including medical education To make a report to council at such times as may be expedient on the matters for which the board of science is

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			members who shall be elected for a three-year term, subject in the case of the two members who are hospital doctors in the training grades, to continued eligibility as such and subject to annual retirement by rotation (with eligibility for re-election) of one-third of those elected.		<p>responsible.</p> <p>The board of science shall have power to appoint subcommittees or working parties of limited size for the purpose of any of its duties and to appoint the chair of such subcommittees or working parties. The board shall have power to call to its assistance, or to the assistance of any such subcommittee or working party, persons specially qualified, and may include persons who are not members of the Association. It shall be the duty of the board to review annually the functions and the membership of its appointed subcommittees and working parties.</p>

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			Any casual vacancy arising in the elected membership of the board shall be filled in such manner as the council shall decide, but so that the person nominated to fill the vacancy shall hold office only until the date on which the member they have replaced would have retired by		<p>The term of appointment of any chair or member of any subcommittee or section appointed by the board shall be such as the board shall determine, but it shall be the duty of the board to review the functions and the membership of its appointed subcommittees and sections annually to determine:</p> <ol style="list-style-type: none"> <li>1. whether the functions are still necessary and cannot otherwise be executed more expeditiously; and</li> <li>2 whether any change in chair or membership is desirable for the more effective execution of the said functions.</li> </ol>

Name	Members ex officio	Elected or appointed members				Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed		
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	
			rotation and shall then be eligible for election.			
Medical ethics committee		7, of whom not more than three shall be in the same branch of medical practice	3 and not more than eight "external" members to represent the medical profession and disciplines such as law, moral philosophy, natural sciences or other health professions appointed		To consider the ethical implications of all matters concerning the relationship between the medical profession, the public and the State, and to be responsible for liaison with the General Medical Council and the medical defence societies on matters of ethics affecting medical practice, to examine and endorse protocols for medical research referred to the BMA, and to report to council thereon.	

Name	Members ex officio	Elected or appointed members			Duties, powers, etc
		By the representative body	By the council	Otherwise elected or appointed	
Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
			after consultation with the medical ethics committee chair and always provided that no such member may be elected to serve as medical ethics committee chair, unless such a member is also a member of the British Medical Association		

Standing committees appointing representatives on other committees are entitled to appoint a deputy to attend meetings in the event of the appointed representative being unable to do so

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**BRITISH MEDICAL ASSOCIATION**

**Company No: 00008848**

Memorandum  
and  
Articles of Association  
and Bye-laws  
of the  
British Medical Association

2016-2017

WEDNESDAY

COMPANIES HOUSE

Note:

**Appendix III - Amendments to the Articles** (double sided)  
Resolutions passed on amendments to the Articles (Appendix  
III) on Monday 20 June 2016 at the Annual General Meeting  
and 21 June 2016 at the AGM are included herein.

26 July 2016

## APPENDIX III

## Amendments to the Articles (2016 ARM)

ARTICLE REFERENCE	RECOMMENDED CHANGE	EXPLANATION
<b>Representative meetings</b>		
Article 61	<p>Article 61 be amended to read (amendments in bold) -</p> <p>'61 Notwithstanding the provisions of paragraph 60(1), if in any year it appears necessary to the council to add, or subtract, a day or days to the prescribed period of the annual representative meeting, the council may so add, or subtract, a day or days, provided that not less than 14 days' notice be given in <del>the British Medical Journal or in</del> such manner as <b>prescribed by the chief executive in consultation with the chief officers the council may from time to time determine</b>. If a day or days be added before the first day prescribed for the annual representative meeting, this shall not affect the provisions to article 63 '</p>	Remove reference in the articles to the British medical journal in relation to advertising information to the membership and to give the chief executive the flexibility to decide in what manner members should receive important information particularly as the majority of communications to members were now electronic
<b>Business of Annual Representative Meeting</b>		
Article 63	<p>Article 63 be amended to read (amendments in bold) -</p> <p>'63 The business of the annual representative meeting shall be (1) to elect</p> <p>(a) a president of the Association, (b) honorary members but not foreign corresponding members and</p> <p>Commonwealth corresponding members who are elected by council,</p>	(See explanation for article 61)

	<p>(c) to elect by the single transferable voting system, a chair and a deputy chair of the representative body from among its membership,</p> <p>(d) to receive nominations for such other officers and such members of the committees as are required by the articles and bye-laws to be elected by the representative body and to make arrangements for these officers and members to be elected by the single transferable voting system,</p> <p>(2) to consider</p> <p>(a) the balance sheet and income and expenditure account, estimate and reports presented by the council and/or the board,</p> <p>(b) the reports of committees instructed to report to such meeting,</p> <p>(c) any motions relating to the adoption of the said reports in whole or in part,</p> <p>(d) the reports of the branch of practice conferences,</p> <p>(3) to recommend to a general meeting alterations to the articles,</p> <p>(4) to consider any resolution relating to the promotion of the medical or allied sciences or to the maintenance of the honour or interests of the Association or the promotion of the achievement of high quality health care which shall have been approved and submitted to the representative body by the council, the national councils or the joint agenda committee from a body or group of members entitled to elect or appoint a representative or representatives to the representative body or the Scottish, Welsh or Northern Ireland councils or any of the conferences prescribed by the bye-laws,</p> <p>(5) to make alterations to the bye-laws</p> <p>Provided always that if any resolution relating to subsections (1) to (5) above</p>	
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	<p>(a) proposes the addition of a new bye-law or the amendment or repeal of an existing bye-law, or</p> <p>(b) proposes material alteration of or addition to the policy of the Association, or</p> <p>(c) involves exceptional expenditure,</p> <p>it shall only be considered if it has been published in the agenda for the annual representative meeting and <del>that such</del> notice has appeared in <del>the Journal</del> <b>such manner as prescribed by the chief executive, in consultation with the chief officers</b>, that the agenda has been published on the BMA's website at least three weeks before the date of the meeting unless the representative body shall otherwise decide '</p>	
<b>Special Representative Meetings</b>		
Article 64	<p>Article 64 be amended to read (amendments in bold) -</p> <p>'64 (1) Special representative meetings shall be convened at any time by the representative body chair on the requisition of the council, or on the requisition of not less than fifteen percent of the constituent bodies of the representative body entitled to appoint voting representatives under the bye-laws, provided that at the time of such requisition such constituent body is not deemed to be inactive or disorganised</p> <p>(2) At least 14 days' notice of such meeting shall be given in <b>such manner as prescribed by the chief executive, in consultation with the chief officers</b> <del>the Journal</del>, and such notice shall indicate the object for which such meeting is convened</p>	(See explanation for article 61)

	<p>(3) No business shall be dealt with by a special representative meeting other than that for which it is specifically convened</p> <p>(4) The council shall have power, by a two-thirds majority, to cancel a requisition it has made in accordance with this article provided that at least 14 days' notice of such cancellation of the meeting is given in <b>such manner as prescribed by the chief executive in consultation with the chief officers the Journal</b> '</p>	
<b>Implementation of Resolutions</b>		
Article 69(5)	<p>Article 69(5) be amended to read (amendments in bold) -</p> <p>'69 (5) If the council shall not have considered any such resolution of the representative body within the said period of six months, or if the requisition prescribed by paragraph (1) of article 70 shall not have been issued within the said period of 14 days, then (subject to sub-paragraph (3) of this article) the resolution shall come into operation immediately upon the expiration of the said period of six months or of the said period of 14 days (as the case may be), and the facts of the resolution having so become operative shall be forthwith published in <b>such manner as prescribed by the chief executive in consultation with the chief officers the Journal</b> Save as aforesaid, the resolution shall have no operation unless and until it shall have been approved either by the council or on a referendum or as determined by a Plebiscite as hereinafter provided, and if and when so approved the same shall come into operation as a valid and effectual decision of the Association '</p>	(See explanation for article 61)
<b>Oversight and finance committee</b>		
Article 79	Article 79 be amended to read (amendments in bold) and that all other references in the articles and bye-laws to	It was felt that, over time, the OFC has evolved into a pure finance committee, since much of its

	<p>the 'oversight and finance committee' be amended to read 'finance committee' -</p> <p><b>'Oversight and finance committee'</b></p> <p>79 (1) The <del>oversight and finance committee</del> shall consist of fourteen 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 representative body chair, the treasurer, the chief executive, the <del>director of finance and corporate services director</del> and two lay persons not being medical practitioners (or employees of the Association) but being qualified and experienced in business and commerce provided that no such lay person appointed shall hold a seat on the board at the same time Each member of the <del>oversight and finance committee</del> 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 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 <del>oversight and finance committee</del> shall belong to and be exercised by the serving members whatever their number</p>	<p>oversight role is now undertaken by the board of directors OFC is now a sub-committee of the board and there is obviously significant overlap in its current remit Whereas council delegated much oversight to OFC for reasons of practicality, the board now exercises greater direct oversight over the affairs of the company</p> <p>It was agreed that the investments subcommittee and charitable purposes subcommittee should remain as subcommittees of the finance committee</p> <p>It was agreed that the name of the oversight and finance committee be changed to the finance committee and its terms of reference in the articles be amended to remove the oversight function and that the cases subcommittee, conferences subcommittee and appointments oversight subcommittee become subcommittees of the board of directors All other references to the committee to be amended in the articles and bye-laws It was also agreed that the oversight and finance committee be chaired by the treasurer (to be enacted with immediate effect) and not the council chair and that role profiles be amended accordingly</p>
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	<p><b>(2) The finance committee shall ordinarily be chaired by the treasurer, but may be chaired in their absence by another chief officer of the Association.</b></p> <p><b>(32) The role of the <del>oversight and finance committee</del> shall be to take decisions on matters affecting the finances <del>and general administration</del> of the Association and, where appropriate, advise, report and make recommendations to the board on those matters. In particular (and as may be varied by the directors from time to time) to</b></p> <p><b><del>(a) oversee management functions and to oversee the outsourcing of certain functions, either on a project basis or more permanently;</del></b></p> <p><b><del>(b) oversee the appointment of the senior managers of the Association and certain other senior staff;</del></b></p> <p>(c) consider, annually, the Association's long-term strategic and operational business objectives for recommendations to the board,</p> <p>(d) consider, annually, the Association's medium-term financial projections and principal financial aims,</p> <p>(e) consider the Association's annual budget,</p> <p>(f) monitor actual financial results against budget and, where necessary,</p>	
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	<p>take appropriate remedial action,</p> <p>(g) consider and assist with the preparation of the annual report of the directors and financial statements,</p> <p>(h) consider, annually, the Association's statement of investment objectives for its accumulated reserves, and monitor investment performance,</p> <p>(i) consider, annually, the level of membership subscriptions,</p> <p>(j) consider major financial proposals where the sums involved exceed any limits established by the board or the council from time to time,</p> <p>(k) exercise any of the rights, duties and discretions of the Association under any staff pensions schemes,</p> <p>(l) consider major proposals relating to the terms and conditions of employment of the Association's employees and their financial implications,</p> <p>(m) establish the following subcommittees having such constitution and terms of reference as determined by it from time to time <del>cases committee; conferences subcommittee;</del> investments subcommittee, charitable purposes subcommittee, <del>appointments oversight</del></p>	
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	<b>subcommittee.'</b>	
<b>Board to report to council and working with committees</b>		
Article 88	<p>Article 88 be amended to read (amendments in bold) -</p> <p>88 (1) The board shall submit a report on its activities since the date of its last report to each meeting of council</p> <p>(2) The board shall work together with any duly appointed committee or board of the council as reasonably required to enable such committee or board to perform its duties pursuant to the bye-laws</p> <p><b>(3) The audit and risk committee to report to the board of directors in accordance with the Companies Act and the bye-laws (the committee also having a reporting line to council in accordance with the bye-laws).</b></p> <p><b>(4) The board to establish the following subcommittees having such constitution and terms of reference as determined by it from time to time: cases committee; conferences subcommittee; appointments oversight subcommittee.</b></p>	<p>The audit and risk committee (ARC) is a committee of council charged with the oversight of risk, approval of audited financial records, review of operational effectiveness and processes Its name was changed in 2015 from audit committee to audit and risk committee It is currently accountable formally only to council, but there is a perceived need for formal accountability to the board</p> <p>It was agreed that the audit and risk committee should have dual reporting arrangements to both the board of directors as well as council and that the reporting arrangements will comprise of the ARC reporting directly to the board of directors and, for now, the reporting line to council to be maintained with an annual report to council prior to the ARM</p> <p><b>Approval of this article change is subject to the approval of the proposed changes to bye-law 107 and the first schedule to the bye-laws for the audit and risk committee at the 2016 ARM.</b></p>
<b>'NOTICES</b>		
Article 100 (1)	<p>Article 100(1) be amended to read (amendments in bold) -</p> <p>'100 (1) A notice may be served by the Association upon any voting member either personally or by sending it through the post in a prepaid letter, addressed to such member or medical student</p>	(See explanation for article 61)

	<p>member at their address appearing in the register of members at their last known address, or by publication of such notice in such manner as prescribed by the chief executive in consultation with the chief officers <del>or with the Journal, and sending a copy of the Journal or student edition of the Journal containing such notice to such voting member prepaid and addressed as above mentioned.</del></p>	
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