

Companies House
Crown Way
Cardiff
CF14 3UZ
DX 33050 Cardiff
United Kingdom

17 August 2022

BY REGISTERED POST

Company Number 00008848

Dear Sir/Madam

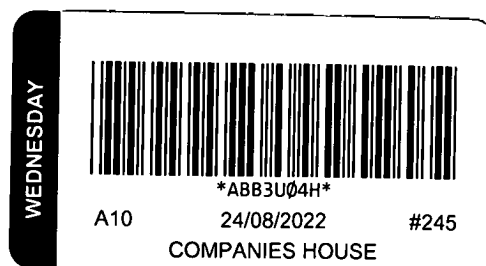
Further to my letter dated 27 July 2022 and your subsequent letter dated 4 August 2022, please find enclosed a copy of the special resolutions passed at our AGM held on Tuesday 28 June 2022. You have already received a copy of our amended Articles of Association and Bye-laws.

5. Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Articles of Association **14(3)** produced to the meeting as part of AGM 3 (appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

6. Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Article of Association **72** produced to the meeting as part of AGM 3



(appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

8. Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Article of Association **85(1)** produced to the meeting as part of AGM 3 (appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

9. Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Article of Association **85(2)** produced to the meeting as part of AGM 3 (appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

Yours faithfully

Matthew Lasham

Head of Council secretariat

Enc

To: Registrar of Companies

From: British Medical Association

17 August 2022

Article changes

Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Articles of Association **14(3)** produced to the meeting as part of AGM 3 (appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Article of Association **72** produced to the meeting as part of AGM 3 (appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Article of Association **85(1)** produced to the meeting as part of AGM 3 (appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

Special resolution

That, subject to appropriate recommendations being made by the Annual Representative Meeting, to consider and, if thought fit, to pass the following resolution to amend the Articles of Association as a special resolution: That the changes to the Article of Association **85(2)** produced to the meeting as part of AGM 3

(appendix II of document ARM1A) be approved and the Articles of Association amended (and renumbered) accordingly with effect from immediately prior to the conclusion of the 2022 Annual Representative Meeting.

Yours faithfully

Matthew Lasham

Head of Council secretariat

AGM 3

Amendments to the articles (ARM 2022)

Article	RECOMMENDED CHANGE
	Article to be amended to read (amendments in red):
14 (3) (a) & (b)	<p>14.</p> <p><i>(3) Where the member being investigated is a director, office holder or any person holding any office of the Association, the chief executive:</i></p> <p><i>(a) may suspend the member from some or all of the BMA offices they hold with immediate effect pending the outcome of the investigation and/or hearing where this is considered necessary; and</i></p> <p><i>(b) shall report the matter to an interim measures panel, which shall have the power to uphold any suspension under Article 14 (3)(a) or itself suspend the member from some or all of the BMA offices they hold with immediate effect pending the outcome of the investigation and/or hearing. The procedures (including in respect of any appeal) set out in the current BMA Interim Measures Panel Process will apply.</i></p>
72	<p>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 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</p>

	<p><i>affecting the Association and with due regard to the position and political environment of members in the each of the UK countries.</i></p> <p><i>(1) The councils of the devolved nations share in the responsibility for the lawful conduct of the Association as Trade Union and Professional Association in their respective nations, being directly answerable to the BMA council for this responsibility.</i></p> <p><i>(2) The Councils of the devolved nations shall have power to independently formulate and implement policies with due regard to the position and policies of the wider association, and the other countries of the UK, which are relevant and applied solely to their devolved nation context.</i></p>
85(1)	<p>Article 85(1)</p> <p><i>The constitution of the board shall be as fixed by council from time to time, but unless otherwise fixed shall consist of 9-11 persons to include: (a) the council chair; (b) the representative body chair; (c) the treasurer; (d) the deputy chair of council (e) three medical persons as may be elected and/or replaced by council from time to time from among its members (by way of such process as determined by council) and such persons not to be appointed to the finance committee at the same time; (e) (f) the chief executive; (f) (g) the group chief finance officer one of the directorate heads of the Association as determined by the board; and (g) (h) one lay (non-medical) person experienced in business and commerce to be elected and/or replaced by council from time to time (by way of such process as determined by council) and (i) the BMJ chair. and such person not to be appointed to the finance committee at the same time. Each director appointed pursuant to article 85(1) (d) (e) and (g) (h) 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).</i></p>
85(2)	<p><i>Council may also appoint additional persons as directors by a simple majority of council. The BMA Board must comprise a minimum majority of two BMA members. Council shall also have the power at any time to remove a director and make an</i></p>

	<i>alternative appointment in their place. Any such removal and subsequent appointment shall be made by a simple majority of council.</i>
--	---