

BUCS ARTICLES OF ASSOCIATION REFORM EXPLANATION

During the AGM, Professor Amanda Broderick will present to members and talk through each of the revisions to the Articles of Association. This will be done prior to the vote, to allow Member Representatives to be fully informed of the changes and the rationale for change. The below table has been provided to allow Members to understand the changes and the reasoning for changes in advance of the AGM.

GENERAL EXPLANATION OF CHANGES

1. Language changes such as Director to Trustees have been made throughout the Articles, but have not been included in the explanation table, due to the vast amount of changes.
2. There have also been corrections to grammar, punctuation and sentence structure that are not included in the explanation table, due to the vast number of changes and the prioritisation of wanting to demonstrate fundamental changes.
3. Simplification has been a critical point to help to remove content which belongs in policies or procedures and to remove as much unnecessary jargon as possible.
4. Growth and future proofing have been considered to prevent BUCS from having to revisit or re-form their Articles in the near future. This is primarily based on removing elements that impact on the operations of the business and staff roles and responsibilities. It also considers known governance trends that could help BUCS on their journey with governance.
5. Referencing – where it was simple referencing amendments, these have not been included in the table below due to the volume of amends.
6. Compliance to the Code for Sport Governance and any other regulatory or best practice has been a priority consideration throughout the review.
7. Feedback from the Board, focus groups and consultation exercises with key stakeholders has been critical to informing the revisions and what has been included in the final version.

| Current Text | New Text | Explanation |
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| | “ad hoc Committee” means a temporary Committee that is established to serve for a limited duration or to resolve a specific purpose. | New content to be defined. |
| | “Affiliate Member” means an organisation who does not meet any of the requirements to become an Education Institution Member or an Associate | Clarification of new membership categories. |

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| | Member but has an active interest in the Company; | |
| | “Associate Member” means an organisation who actively engages in BUCS activities and does not meet the criteria for an Education Institution Member. | Clarification of new membership categories. |
| "Co-opted Director" means a director appointed in accordance with Articles 20.3 and 21.2; | “Co-opted Board Member” means an individual who is appointed to the Board by existing Board Trustees, to bring in additional expertise, skills, or perspectives that are considered valuable for the Board's functioning. Co-opted Board Members have the same responsibilities and voting rights as other Trustees. | Updated language and definition. |
| "director" means a director of the Company, and Trustee of the Charity, and includes any person occupying the position of a director, by whatever name called; | | Delete. Content covered by Elected Trustee and Trustee. |
| | “Education Institution Member” means an organisation who delivers education to students who participate in BUCS activities. | Clarification of new membership categories. |
| "elected student(s)" means a student(s) currently studying with, or sabbatical officer(s) of, a member institution's students' union, at time of appointment, and elected through the national selection process approved by the Company; | | Delete. Content covered in board composition. |
| | “Elected Trustee” means an individual who meets the Education Institution Staff Member Representative criteria and is a member of the board elected as a Board Trustee by the Company’s Voting Members, through the process of a vote | Clarification of terminology. |
| | “eligible Trustee” are Trustees who are entitled to vote on a matter proposed at a meeting of the Board. | Clarification of terminology. |
| | “EGM” means an extraordinary general meeting, an urgent meeting called to address pressing | Clarification of terminology. |

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| | company issues or emergencies that cannot wait for a scheduled general meeting or AGM. | |
| "Independent Director" means a non-executive director appointed in accordance with Article 20.3 and 21.2 and who is free from any close connection to the Company and who, from the perspective of an objective outsider would be viewed as independent. A person may still be deemed to be "independent" if they are a member of the Company or a participant in university or college sport; | "Independent Trustee" means a trustee who is free from any close connection to the Company and who, from the perspective of an objective outsider, would be viewed as Independent. Close connection excludes being employed in a role directly related to BUCS activity, or on a board of an Institution who holds membership with the company. | Clarification of terminology. |
| | "Inflation" means the general increase in the price of goods and services over time and shall be calculated by the method defined in BUCS financial policies and processes documentation. | New content. Inflation will be defined in BUCS financial policies and processes as CPIH (the recognised national statistic, and the successor of RPI as the national statistic) at the most recent published rate prior to the AGM. This will allow the proposed % increase to be confirmed prior to the AGM, to promote transparency and informed decision making amongst members. |
| | "Lead" means a Trustee identified to lead critical areas of the business or stakeholder interests. | New content to be defined. |
| "members" has the meaning given in section 112 of the 2006 Act; | "members" has the meaning given in section 112 of the 2006 Act and encompasses all Organisation Member categories, irrespective of voting rights. | Clarification of new membership categories. |
| "Member Representatives" shall mean the two individuals identified, in writing to the Company, by a member as their member representatives. With a view to ensuring proper representation of sport within institutions one of the member representatives is to be a student of the member institution or a sabbatical officer of the member institution's students' | "Member Representatives" means the two individuals identified, in writing to the Company, by an Organisation Member as their Member Representatives in accordance with these Articles. | Clarification of new membership categories. |
| "national executive groups" means the member groups for Scotland, Northern Ireland and Wales; | | Delete. Content not required as committee structure section has been revised to allow agility in BUCS work and enable to governance review to continue effectively. |

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| <p>"Nominations Committee" means the nominations committee for the Company established by the Board and which a majority of its committee members shall be Independent Directors;</p> | | <p>Delete. Content not required as committee structure section has been revised to allow agility in BUCS work and enable to governance review to continue effectively.</p> |
| <p>"Nominated Director" means a non-executive director elected in accordance with Articles 20.3 and 21.2;</p> | | <p>Delete. Content not required.</p> |
| | <p>"Organisation Member" Has the meaning of an organisation who is seeking a formal relationship with or has an active interest in BUCS activities. An organisation who is recognised as having a formal relationship with BUCS.</p> | <p>Clarification of new membership categories.</p> |
| <p>"providers of Higher Education" Means a legal entity which is officially recognised (recognised bodies are higher learning institutions that can award degrees in the United Kingdom) or listed (listed bodies are higher learning institutions that offer courses in the United Kingdom that can lead to a degree from a recognised body) on United Kingdom government lists. In the event that an entity does not appear on these government lists then other demonstrable evidence must be submitted to the Company to consider;</p> | | <p>Delete. Content not required due to revisions to membership and the delegated authority to Board to set entry criteria. Remove procedural content.</p> |
| <p>"proxy notice" has the meaning given in Article 43;</p> | <p>"proxy notice" means a written notice by which a voting member authorises an individual to attend and vote on their behalf at a general meeting or an EGM. This allows voting members who cannot attend the meeting in person to still have their vote counted.</p> | <p>Clarification of definition.</p> |
| <p>"regional executive group" means the member groups from the geographical regions of North West (England), Yorkshire, North East (England), West Midlands, East Midlands, East (England), South East (England), London, and South West (England);</p> | | <p>Delete. Content not required as committee structure section has been revised to allow agility in BUCS work and enable to governance review to continue effectively.</p> |

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| "Senior Independent Director" means an Independent Director who is appointed by the Board with responsibilities including (but not limited to): leading on the appraisal of the Chair's performance; and acting as an alternative point of contact for stakeholders when the normal channel through the Chair is inappropriate (for example, when the Chair has a conflict of interest); | "Senior Independent Trustee" means an Independent Trustee who is appointed by the Board with responsibilities in accordance with Article 16.2. | Removing policy references and updating language. |
| "Senior Managers Network" means the forum representing the interests of university or college senior managers engaged in sport at the Company's member institutions; | | Delete. Content not required as committee structure section has been revised to allow agility in BUCS work and enable to governance review to continue effectively. |
| | "Student Trustee" means a student of a Member Institution, or sabbatical officer of the member institutions student union at the time of appointment to the Board following an election or appointment process. | Please see 13.2.3 for further detail on the student trustee recruitment. |
| "subsidiary" has the meaning given in Section 1159 of the 2006 Act; | | Delete. No longer referenced within the Articles. |
| | "Trustee" means a Trustee of the Company, and Trustee of the Charity, and includes any person occupying the position of a Trustee, by whatever name called. | New content. Replaces deleted "Director" definition. |
| | "unanimous decision making" means a process where all Board members fully agree on a decision without any dissent. | Clarification of definition. |
| "United Kingdom" Means the United Kingdom of Great Britain and Northern Ireland. | | Delete. Content not required. |
| | "Voting Member " means persons who have the right to participate in decision-making processes of BUCS and meets the criteria set by the Board in accordance with these Articles. | Clarification of new membership categories. |
| Name and Registered Office | Remove content | Not required |

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| <p>Objects</p> <p>3.1. The objects for which the Company is established ("Objects") are the advancement for the public benefit of physical education and sports development among students and in universities and colleges by promoting standards in sports administration and coaching and by the provision of events, activities and facilities.</p> | <p>Objects</p> <p>3.1. The objects for which the Company is established ("Objects") are to advance physical education, deliver higher education sport pathway competitions and experiences, and promote the lifelong benefits of physical activity for all.</p> | <p>Reflection of BUCS's growth and ambition to provide more for the public benefit and to provide simplicity and clarity within the purpose.</p> <p>This will be presented to members for approval and will also be shared with Charity Commission for approval. We believe it is aligned with the threshold for which Charitable activity can be defined, however should any material changes be needed, Charity Commission will support with this.</p> |
| <p>Trustees may delegate</p> <p>7.3 The Board may revoke any delegation, in whole or in part, or alter its terms and conditions.</p> | <p>25. Delegating Powers</p> <p>25.1.2 Insert – to such Ad Hoc Committees;</p> <p>25.3 Insert - The Board may revoke any delegation, in whole or in part, or alter its terms of reference, terms and conditions, policies and codes as it sees fit.</p> | <p>Operational improvements, planned growth and future proofing.</p> |
| <p>Committees</p> <p>8.1. The Board shall establish a Nominations Committee and may establish such other committees of the Board or committees of the Company as the Board thinks fit.</p> <p>8.2. Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.</p> <p>8.3. The Board may make rules of procedure for all or any committees of the Board or committees of the Company which prevail over rules derived from these Articles if they are not consistent with them.</p> <p>8.4. The quorum for meetings of any committee formed pursuant to the provisions of these Articles shall be at least three.</p> <p>8.5. Each committee shall have at least three committee members who are not related or cohabiting.</p> | <p>26.1. The Board shall establish and amend as required the following Committees whose purpose shall be in the remit of:</p> <p>26.1.1. Finance, Audit and Risk</p> <p>26.1.2. Governance and Nominations</p> <p>26.1.3. Remuneration</p> <p>26.1.4. Stakeholder Advisory</p> <p>26.2. The Board may establish such other Committees for the purpose of assisting in the administration, advancement or governance of the Company.</p> <p>26.3. The Board shall establish, amend and disband as required ad hoc Committees for the purpose of task and finish or short-term strategic areas of work that support the administration, advancement or governance of the Company.</p> <p>26.4. The Board may delegate any of its powers to any such Committee as it sees fit and prescribe the terms of reference, codes, policies and procedures in which the committee shall operate.</p> | <p>This change aims to give BUCS and its board more agility to reflect the changing needs of its stakeholders and environment rather than requiring an articles change. A wider governance structure review is ongoing, which will help define what committees outside of the business essential are needed and where the check and challenge, discussions and decision lies for key elements of BUCS operations. As the governance review continues, BUCS will engage with members for consultation around the proposed governance structures.</p> |

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| | <p>26.5. The quorum for meetings of any Committee or ad hoc Committee formed pursuant to the provisions of these Articles shall be at least three, with a minimum of one third of the members being independent members or Independent Trustees, were reasonably practicable.</p> <p>26.5.1. This is with the exception of the Committee with the remit of Stakeholder Advisory</p> | |
| <p>9. Commission Groups</p> <p>9.1. The Board shall be assisted in their operations by an Advisory Group which shall comprise the Chief Executive Officer of the Company, four elected students, four elected non-students and the student and non-student chairs from each regional executive group and the three national executive groups. The elected student members shall be elected during the annual conference of the Company and shall serve for a term of one year. The non-student members shall also be elected during the annual conference of the Company but shall serve for a term of two years. In addition to those elected the Board may co-opt three people acting in a non-executive capacity to the Advisory Group, where there are identified skills gaps in the Advisory Group.</p> <p>9.2. The Board shall constitute any such other interest groups as they consider appropriate and shall provide them with appropriate terms of reference within which to operate.</p> | <p>Remove</p> | <p>As above, BUCS will operate with committees directly linked and empowered by the board to operate within its delegate authority, improving the governance of the organisation.</p> |
| <p>10. Directors to take decisions collectively</p> <p>10.1. Directors are to take decisions collectively as the Board.</p> <p>10.2. Any decision of the Board must be either a majority decision or a unanimous decision taken in accordance with Article 10.</p> | <p>23. Decision Making</p> <p>23.1. Trustees are to take decisions collectively as the Board.</p> <p>23.2. Any decision of the Board including voting, must be either a simple majority of eligible Trustees, or a decision taken in accordance with these Articles.</p> | <p>This has been done to improve the governance around decision making, and simplify the processes.</p> |

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| <p>11. Unanimous decisions</p> <p>11.1. A decision of the Board 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.</p> <p>11.2. Such decision may take the form of a resolution in writing, of which each eligible director has signed one or more copies or to which each eligible director has otherwise indicated agreement in writing.</p> <p>11.3. References in this Article to eligible directors are to directors who would have been entitled to vote on the matter if it had been proposed at a meeting of the Board.</p> <p>11.4. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.</p> | <p>23.3. A decision of the Board is taken when all eligible Trustees indicate to each other by any means their view on a vote.</p> <p>23.4. In the event of an urgent item arising outside of the planned board meeting schedule, the Board may utilise unanimous decision making, which may take the form of a resolution in writing or any other appropriate method the Board shall decide from time to time.</p> <p>23.5. A decision may not be taken if the eligible Trustees would not have constituted quorum at such a meeting.</p> <p>23.6. If the numbers of votes for and against a proposal are equal, the Chair or the chair of the meeting shall have the casting vote.</p> <p>23.6.1. This does not apply if, in accordance with these Articles, the Chair or the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.</p> | |
| <p>12. Calling a meeting of the Board</p> <p>12.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the Board thinks fit, provided that at least four such meetings shall be held in each year.</p> <p>12.2. The Board shall report on its activities to the members at the AGM.</p> <p>12.3. The Chair or any director may call a meeting of the Board by giving not less than twenty- one clear days notice of the meeting to the directors or by directing the company secretary to give such notice.</p> <p>12.4. Notice of any meeting of the Board must indicate:</p> <p>12.4.1. its proposed time and date;</p> <p>12.4.2. where it is to take place; and</p> | <p>19. Board meetings</p> <p>19.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the Board thinks fit, provided that at least four such meetings shall be held in each year.</p> <p>19.2. The Board shall report on its activities to the members at the AGM.</p> <p>19.3. The Chair or any Trustee may call a meeting of the Board by giving not less than 21 clear days' notice of the meeting to the Trustees or by directing the company secretary to give such notice.</p> <p>19.4. Notice of any meeting of the Board must indicate:</p> <p>19.4.1. its proposed time and date;</p> | <p>This has been done to improve the governance around Board meetings, and simplify the processes.</p> |

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| <p>12.4.3. 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.</p> <p>12.5. Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from the United Kingdom shall be entitled to notice of a meeting if they have provided a valid email address.</p> <p>13. Participation in meetings of the Board</p> <p>13.1. Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:</p> <p>13.1.1. the meeting has been called and takes place in accordance with these Articles; and</p> <p>13.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.</p> <p>13.2. In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.</p> <p>13.3. If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.</p> <p>13.4. The Board may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the Board or of any committee of the Board.</p> | <p>19.4.2. the location or mechanism of how it will take place; and</p> <p>19.4.3. if it is anticipated that Trustees 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.</p> <p>19.5. Notice of a meeting of the Board must be given to each Trustee but need not be in writing.</p> <p>19.6. Subject to these Articles, Trustees participate in a meeting of the Board, or part of a meeting of the Board, when:</p> <p>19.6.1. the meeting has been called and takes place in accordance with these Articles; and</p> <p>19.6.2. they can each communicate in any method the Board shall prescribe from time to time, to the other members, any information or opinions they have on any particular item of the business of the meeting.</p> <p>19.7. The Board may invite or allow any person to attend and observe or attend and speak, but not to vote, at any meeting or meetings of the Board or of any committee of the Board.</p> | |
| <p>14. Quorum for meetings of the Board</p> <p>14.1. At a meeting of the Board, unless a quorum is participating, no proposal is to be decided or voted on, except a proposal to call another meeting.</p> <p>14.2. The quorum for meetings of the Board may be fixed from time to time by a decision of</p> | <p>21. Quorum</p> <p>21.1. The quorum for meetings of the Board shall be one third of its membership with at least one third of the membership being an Independent Trustee.</p> <p>21.2. At a meeting of the Board, unless a quorum is participating, no proposal is to be</p> | <p>Improving governance and simplification.</p> |

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| <p>the Board, but it must include at least one Independent Director and unless otherwise fixed shall be four.</p> <p>14.3. Subject to Article 14.4, the Board may act notwithstanding any vacancy in its body.</p> <p>14.4. If the total number of directors for the time being is less than the quorum required, the director(s) must not take any decision other than a decision:</p> <p>14.4.1. either to fill a casual vacancy arising among the directors in accordance with Article 25;</p> <p>14.4.2. or to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors in accordance with Article 25;</p> <p>or</p> <p>14.4.3. to admit members to the Company.</p> | <p>decided or voted on, except a proposal to call another meeting.</p> <p>21.3. If the total number of Trustees is less than the quorum required, the Trustee(s) must not take any decision other than a decision:</p> <p>21.3.1. either to fill a board vacancy arising among the Trustees; or</p> <p>21.3.2. to call a general meeting so as to enable the members to fill a casual vacancy arising among the Trustees in accordance with Article 15.</p> | |
| <p>15. Chairing of meetings of the Board</p> <p>15.1. The Chair shall chair meetings of the Board. The chair shall preside as chair at all meetings of the Board at which they are present and willing to do so.</p> <p>15.2. If, at any meeting of the Board, the Chair is not present within fifteen minutes after the time appointed for holding the meeting, or if they are not willing to preside, the directors present shall choose one of their number to be the chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting" and this term shall include the Chair where appropriate.</p> | <p>20. Chairing Meetings</p> <p>20.1. The Chair shall chair meetings of the Board and shall preside as Chair at all meetings of the Board at which they are present and willing to do so.</p> <p>20.2. If, at any general meeting, AGM, EGM or meeting of the Board, the Chair is not present within 15 minutes after the time appointed for holding the meeting, or if they are not willing to preside, the Trustees present shall appoint the Senior Independent Trustee or another Independent Trustee to be the chair of the meeting.</p> <p>20.2.1. The person so appointed for the time being is known as "the chair of the meeting".</p> | <p>Improving governance and simplification.</p> |
| <p>16. Casting vote</p> <p>16.1. If the numbers of votes for and against a proposal are equal, the chair of the meeting shall have a second or casting vote. This does not apply if, in accordance with these Articles, the Chair or the chair of the meeting is not to be counted as</p> | <p>23. Decision Making</p> <p>23.6. If the numbers of votes for and against a proposal are equal, the Chair or the chair of the meeting shall have the casting vote.</p> <p>23.6.1. This does not apply if, in accordance with these Articles, the Chair or the chair of the</p> | <p>Simplification.</p> |

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| <p>participating in the decision making process for quorum or voting purposes.</p> | <p>meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.</p> | |
| <p>17.8 If any question as the right to participate in the meeting (or part of the meeting) arises in respect of the chair of the meeting, the question is to be decided by a decision of the Trustees participating at that meeting, for which purpose the chair of the meeting is not counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.</p> | <p>22.8. If chair of the meetings right to participate in the meeting (or part of the meeting) arises, the right to participate is to be decided by the Trustees participating at that meeting; 22.8.1. the chair of the meeting must not be counted as participating in the vote for the right to participate; and 22.8.2. the chair of the meeting must not participate in the meeting (or that part of the meeting) for voting or quorum purposes.</p> | <p>Simplification.</p> |
| <p>19.1. The Board shall adopt appropriate and proportionate financial policies and procedures. The Company shall take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, and understood and followed by, its directors, staff and volunteers (where relevant). The Board must review and update these policies and procedures at least once every two years. 19.2. The Board (or any committee to which it delegates such powers) shall have the power to make, vary and revoke any policies and procedures for the better management of the Company including (without limitation): 19.2.1. safeguarding policies; 19.2.2. equity and equality policies; and 19.2.3. such other policies and procedures as the Board thinks fit. 19.3. Policies and procedures made under Articles 19.2: 19.3.1. shall take due account of any applicable requirements of the Code for Sports Governance; and</p> | <p>37. Policies and Procedures 37.1. The Board shall adopt, make, amend, revoke and re-purpose appropriate and proportionate codes of conduct, policies and procedures to ensure the efficient running of its business, this is including but not limited to financial, professional conduct, safeguarding, equity and equality policies and procedures. 37.2. The Company shall take all reasonable steps to ensure that these codes, policies and procedures, where appropriate, are communicated to, and understood and followed by, its Trustees, executive team, members and volunteers (where relevant). 37.3. The Board may prescribe from time to time the regular review schedule and requirements for all codes, policies and procedures. 37.4. The Board shall take due account of any applicable law, regulation, or code, such as the Sport England/UK Sport A Code for Sports Governance and any other relevant policies or guides that will advance the Company's governance and support its compliance to the Companies Act (2006).</p> | <p>Improving governance and introducing codes of conduct to the Articles.</p> |

| <p>19.3.2. must be compliant with the Companies Acts and these Articles in order to be valid.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| <p>20. Composition of the Board 20.1. The Board shall be of an appropriate size to have the appropriate balance of skills, experience, independence and knowledge. 20.2. The number of directors on the Board shall not be less than four and shall be subject to a maximum of eleven. 20.3. The Board shall comprise the following positions: 20.3.1. a non-executive Chair; 20.3.2. up to two student directors; 20.3.3. the chair of the Senior Managers Executive; 20.3.4. up to five Nominated Directors; 20.3.5. at least two Independent Directors and rising to three if the size of the Board exceeds eight directors; and 20.3.6. in exceptional circumstances a director may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/ or experience necessary to fulfil its role. 20.4. If a member of the executive management of the Company is appointed to the Board, then they may only be appointed in an Ex Officio capacity. 20.5. The Board shall appoint one out of the Independent Directors to the position of Senior Independent Director and shall determine the period for which that person shall serve in that office.</p> | <p>13. Board Composition 13.1. The Board shall be of an appropriate size to have the appropriate balance of skills, experience, independence and knowledge. 13.2. The Board of Trustees shall be comprised of a minimum of eight and a maximum of twelve. The Trustees must have a representation of: 13.2.1. An Independent Chair of the Board; 13.2.2. A minimum of 51% Independent Trustees (inclusive of the Chair of the Board); and 13.2.3. A minimum of one and a maximum of two Student Trustees appointed or elected as the Board shall prescribe from time to time; and 13.2.4. A minimum of 25% Elected Trustees (exclusive of the Student Trustees). 13.2.5. Where a percentage is not a whole number the number shall be rounded up to the nearest full person. 13.3. The Board shall comprise the following positions: 13.3.1. an Independent Chair; 13.3.2. a Senior Independent Trustee; 13.3.3. a Finance Trustee; 13.3.4. an Equity, Equality, Diversity and Inclusion Lead; 13.3.5. a Welfare and Safety Lead. 13.4. The Board may appoint a Trustee and prescribe roles from time to time, as it sees fit, a Lead for critical areas of the business or stakeholder interests. 13.5. The Board shall appoint one of the Independent Trustees to the position of Senior Independent Trustee. 13.6. If a member of the executive management of the Company is appointed to the Board, then</p> | <p>Both the minimum and maximum thresholds for the Board have been increased to improve governance and compliance to the Code for Sports Governance. The scope to increase the Board to 12, promotes improved representation and more diverse skillsets and experience around the table.</p> <p>The provisions of 13.2 results in a Board composition as detailed below:</p> <table border="1" data-bbox="1435 555 2029 810"> <thead> <tr> <th></th> <th>8</th> <th>9</th> <th>10</th> <th>11</th> <th>12</th> </tr> </thead> <tbody> <tr> <td>Chair</td> <td>1</td> <td>1</td> <td>1</td> <td>1</td> <td>1</td> </tr> <tr> <td>Students Members (elected)</td> <td>1</td> <td>1</td> <td>1</td> <td>2</td> <td>2</td> </tr> <tr> <td>Independent (appointed)</td> <td>2</td> <td>3</td> <td>3</td> <td>3</td> <td>3</td> </tr> <tr> <td></td> <td>4</td> <td>4</td> <td>5</td> <td>5</td> <td>6</td> </tr> </tbody> </table> | | 8 | 9 | 10 | 11 | 12 | Chair | 1 | 1 | 1 | 1 | 1 | Students Members (elected) | 1 | 1 | 1 | 2 | 2 | Independent (appointed) | 2 | 3 | 3 | 3 | 3 | | 4 | 4 | 5 | 5 | 6 |
| | 8 | 9 | 10 | 11 | 12 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chair | 1 | 1 | 1 | 1 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Students Members (elected) | 1 | 1 | 1 | 2 | 2 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Independent (appointed) | 2 | 3 | 3 | 3 | 3 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 4 | 4 | 5 | 5 | 6 | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | <p>they may only be appointed in an Ex Officio capacity.</p> <p>13.7. In exceptional circumstances the Board may appoint a Co-opted Board Member onto the Board if this is necessary to ensure that the Board has the skills and/ or experience necessary to fulfil its role.</p> | |
| New content | <p>14. Board Diversity</p> <p>14.1. The Board will monitor at least annually and make all reasonable efforts to ensure that its composition represents and reflects the current diversity of the national community and that of its membership.</p> <p>14.2. The Board will ensure the leadership of the Company is welcoming, inclusive, cognitively and socially diverse to draw on different perspectives in its recruitment, decision-making, retention and development.</p> <p>14.3. The Board shall cascade its endeavours for representation and cognitive and experiential diversity throughout its executive team, committees, ad-hoc Committees, panels and advisory groups.</p> <p>14.4. Each Board Trustee position will be subject to an annual skills audit and appraisal for suitability, cognitive and experiential diversity.</p> | Improving governance, simplification and compliance to the Code. |
| <p>21. Method of appointing directors</p> <p>21.1. Any person who wishes to be considered for appointment as a director shall lodge with the company secretary a written notice of their willingness to be appointed (in such form as the Board may require), signed by such person. The company secretary shall refer the matter for consideration by the Nominations Committee.</p> <p>21.2. All director positions shall have a skills-based role description and a person specification set out by the Nominations Committee. The</p> | <p>15. Appointments</p> <p>15.1. The Board shall maintain a record of its members tenures, elapses and annual skills matrix and appraisal.</p> <p>15.2. The records shall be utilised to plan for Board Trustee recruitment, professional development and succession for student, elected and independent positions.</p> <p>15.3. The Board may prescribe from time to time the processes of open and transparent</p> | <p>Simplification and improving governance.</p> <p>15.3 denotes that the Board shall determine (with work from the Governance and Nominations Committee leading this as per 18.9) the method for recruitment for all positions. This allows flexibility within the articles and the Board to adapt the method of selection (appointment or election) for the student positions based on business needs. For 2025, this process will remain an election, voted for by the member</p> |

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| <p>Nominations Committee shall maintain a matrix of the Board's actual and required skills and shall:</p> <p>21.2.1. review all candidates for the positions of the Nominated Directors, against the relevant skills-based role descriptions and person specifications, and then provide advice regarding the candidates' suitability to the Board in advance of the relevant Board meeting or general meeting at which a decision on the appointment or ratification of the appointment of any Nominated Director is to be made;</p> <p>21.2.2. review any candidates for any position as a Co-opted Director, against the relevant skills-based role descriptions and person specifications, and then provide advice regarding the candidates' suitability to the Board in advance of the relevant Board meeting or general meeting at which a decision on the appointment or ratification of the appointment of any Co-opted Director is to be made; and</p> <p>21.2.3. invite applications through a process of open, public advertising and review all applicants for the positions of the Chair and Independent Directors, against the relevant skills-based role descriptions and person specifications, and then provide advice regarding the applicants' suitability to the Board in advance of the relevant Board meeting or general meeting at which a decision on the appointment or ratification of the appointment of any Chair or Independent Director is to be made.</p> <p>21.3. Subject to Article 21.8, at a general meeting the Company may, by ordinary resolution, appoint or ratify as a director any person in respect of whom a written notice of willingness to accept such an appointment has been received in accordance with Article 21 and who has been</p> | <p>recruitment for all elected and appointed positions.</p> <p>15.4. All Trustee positions will have a skills-based role description and a person specification.</p> <p>15.5. The Board may prescribe or delegate its authority to the Nominations Committee any requirements pertaining to the policies, processes and systems for recruiting the CEO, Board Trustees or Committee Members.</p> | <p>representatives, with candidates given the opportunity present themselves at hustings. A role specification will be developed which will promote balance of representation on the Board and candidates shall be required to meet with a panel of Board members prior to hustings</p> |
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| <p>recommended for appointment by the Nominations Committee.</p> <p>21.4. Subject to Article 21.8, the Board may at any time appoint any person (providing they are willing to act) to be a director, either to fill a vacancy or as an additional director provided always that such person has been recommended for appointment by the Nominations Committee.</p> <p>21.5. Subject to Article 21.7, the Board shall procure that no director (whether already holding office at the date of adoption of these Articles or whether appointed, elected or co-opted subsequently) shall hold office for more than three terms of three years, unless:</p> <p>21.5.1. in exceptional circumstances, where there is a requirement for continuity of particular skills and experience on the Board, the Board may, at its sole discretion, extend the term of office of a director by one year.</p> <p>21.6. The term of the student director shall be two years. The role of the student director is subject to annual election with one student director being elected each year for a two-year term.</p> <p>21.7. Any director appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office.</p> <p>21.8. No director, who has held office for the maximum number of terms allowed under these Articles, shall stand for election, appointment or co-option to the Board until at least four years have elapsed since the completion of their last term.</p> <p>21.9. All acts carried out in good faith at any meeting of the Board or of any committee of the Board, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that</p> | | |
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| <p>there was some defect in the appointment or continuance in office of any such person, be valid as if every such person had been duly appointed or had duly continued in office.</p> | | |
| <p>New content – with some from the section above included in the new section.</p> | <p>17. Tenures and Elapse 17.1. All Board Trustees may hold the position of Trustee for a maximum term of three years. 17.2. Board Trustees shall be eligible to hold office for a further two terms of three years, subject to: 17.2.1. re-election for Elected Trustees; and 17.2.2. agreement from the Board for Independent Trustees. 17.3. A maximum of three terms of three years may be served by Board Trustees, irrespective of the position they hold. 17.4. This is exclusive of Student Trustees who may serve a maximum of two years for a single term. 17.5. After the maximum term, at least four years must elapse before Board Trustees are eligible to stand for any of the Board Trustee positions. 17.6. In exceptional circumstances a Chair or Trustee may hold office for a further year. 17.7. In the event a Trustee is subsequently appointed as the Chair following a period of service as a Trustee on the Board that Trustee may continue to serve on the Board for the period of such appointment, subject to a maximum term of twelve years on the Board inclusive of their term prior to such appointment. 17.8. Any Trustee appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office.</p> | <p>Improving governance and simplification.</p> |
| <p>22. Termination of director's appointment</p> | <p>18. Termination</p> | <p>Improving governance and simplification.</p> |

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| <p>22.1. Without prejudice to the provision of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:</p> <p>22.1.1. that person ceases to be a director by virtue of any provision of the Companies Act or is otherwise prohibited from being a director by law;</p> <p>22.1.2. that person becomes an employee of the Company (except in the case of the Chair or a director is appointed in an Ex Officio capacity);</p> <p>22.1.3. a bankruptcy order is made against that person;</p> <p>22.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debts;</p> <p>22.1.5. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than six months;</p> <p>22.1.6. 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;</p> <p>22.1.7. unless the Board resolves otherwise, that person shall without sufficient reason for more than four consecutive Board meetings have been absent without permission of the Board;</p> <p>22.1.8. that person is requested in writing to resign by a majority of the other directors acting together, and having due regard to the requirements of any code of conduct of the Board;</p> <p>22.1.9. that person fails a "fit and proper persons" declaration;</p> | <p>18.1. Without prejudice to the provision of Section 168 of the 2006 Act, a person shall cease to be a Trustee of the Company if they:</p> <p>18.1.1. Breach any provision of the Companies Act or is otherwise prohibited from being a Trustee by law;</p> <p>18.1.2. Become an employee of the Company;</p> <p>18.1.2.1. This excludes where an Ex Officio appointment can be made in accordance with these Articles;</p> <p>18.1.3. Become bankrupt or make arrangements or composition their creditors generally;</p> <p>18.1.4. Become a compulsory patient under the mental health legislation for the time being in force;</p> <p>18.1.5. Resigns their office by notice in writing to the Company;</p> <p>18.1.6. Are absent without permission of the Board to more than two consecutive Board meetings;</p> <p>18.1.7. Section 169 of the Companies Act, as enacted by the Company;</p> <p>18.1.8. Upon the written request of at least 5% of Voting Members who propose an ordinary resolution to the Company to remove a Trustee at a general meeting pursuant to Article 30.2.5;</p> <p>18.1.8.1. which is then voted in favour for, by Voting Members, as per Article 28.</p> <p>18.1.9. Are identified through the annual skills audit and appraisal for suitability, cognitive and experiential diversity, to no longer be suitable for the composition the Board requires; and</p> <p>18.1.9.1. Is supported by a simple majority of other Trustees eligible to vote for termination.</p> <p>18.1.10. Are requested in writing to resign by a simple majority of the Board through a vote, and if in their reasonable opinion either they have</p> | |
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| <p>22.1.10. a director has completed the maximum consecutive terms of office permitted under these Articles;</p> <p>22.1.11. that person, being a member, ceases to be a member; or</p> <p>22.1.12. notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.</p> <p>22.2. A person serving as Chair or Senior Independent Director, who ceases to be a director for whatever reason, shall be deemed to have resigned from his or her position as Chair or Senior Independent Director (as appropriate) and the vacancy shall be filled in accordance with these Articles.</p> <p>22.3. The vacancy created by any other director ceasing to be a director for whatever reason shall be filled in accordance with these Articles.</p> | <p>acted in any way that is contrary to the interests of the Company or they are unable to carry out properly the duties of a member of the Board;</p> <p>18.1.11. Fail a “fit and proper persons” declaration;</p> <p>18.1.12. Have completed the maximum terms of office; and</p> <p>18.1.13. Are an Elected Trustee and they no longer meet the eligibility criteria for their relevant membership category.</p> <p>18.2. A person serving as a specified position such as Senior Independent Trustee or Lead, who ceases to be a Trustee, shall be deemed to have resigned from their position.</p> | |
| <p>23. Directors' and Chair's Remuneration and Expenses</p> <p>23.1. The Chair is entitled to receive remuneration and if a director is in employment then the employer of such director may receive a payment by the way of an honorarium to recognise the time spent by such director on the Company's business. The Nominations Committee will be responsible for setting the level of remuneration and honoraria annually;</p> | <p>38 Remuneration and Expenses</p> <p>38.1. The Chair is entitled to receive remuneration and if a Trustee is in employment, then the employer of the Trustee may receive payment by way of an honorarium to recognise the time spent on the Company's business.</p> <p>38.2. The Trustees may be paid travelling and other expenses properly incurred by them in connection with their attendance at Board meetings, interest groups, and meetings of committees of the Board or otherwise in connection with the discharge of their duties.</p> | Simplification. |
| <p>24. Chair</p> <p>24.1. The responsibilities of the Chair shall include (but not be limited to):</p> <p>24.1.1. chairing meetings of the Board;</p> <p>24.1.2. the leadership of the Board;</p> <p>24.1.3. chairing general meetings; and</p> | <p>16.1 Independent Chair</p> <p>16.1 The role and responsibilities of the Chair shall be prescribed by the Board from time to time and will include, but not be limited to:</p> <p>16.1.1.1. chairing meetings of the Board;</p> <p>16.1.1.2. the leadership of the Board;</p> | Simplification. |

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| <p>24.1.4. proactively addressing and managing any conflicts of interest.</p> | <p>16.1.1.3. conducting annual appraisals of the Trustees; 16.1.1.4. chairing general meetings; and 16.1.1.5. proactively addressing and managing any conflicts of interest.</p> | |
| <p>New content.</p> | <p>16.2 Senior Independent Trustee 16.2.1. The Board shall appoint from its Independent Trustees an individual to serve as the Senior Independent Trustee. 16.2.2. The role and responsibilities of the Senior Independent Trustee shall be prescribed by the Board from time to time and will include, but not limited to: 16.2.2.1. Deputising for the Chair and acting as chair of the meeting when required; 16.2.2.2. Conducting annual appraisals of the Chair; 16.2.2.3. Acting as an Independent person and a point of escalation in instances such as disciplinary matters or whistleblowing.</p> | <p>Compliance to the Code and improving governance.</p> |
| <p>Casual Vacancies 25.1. A casual vacancy arising among the offices of Chair, Nominated Directors or Independent Directors shall be filled by the Board, after due consultation with the Nominations Committee, provided always that the person appointed to fill the vacancy shall hold office only until such time as the person they replaced was due to retire, but they shall be eligible for re-election or re-appointment (as the case may be) in accordance with these Articles.</p> | <p>Remove content.</p> | <p>Simplification due to this being covered in other sections.</p> |
| <p>26. Company Secretary 26.1. Subject to the provisions of the Companies Acts, a company secretary may be appointed by the Board for such term, at such remuneration (if any) and upon such conditions as the</p> | <p>16.3 Company Secretary 16.3.1. Subject to the provisions of the Companies Acts, a company secretary may be appointed by the Board for such term, at such remuneration (if any) and upon such conditions as the Board may think fit, and any company</p> | <p>Future proofing for potential changes.</p> |

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| <p>Board may think fit, and any company secretary so appointed may be removed by the Board.</p> | <p>secretary so appointed may be removed by the Board. 16.3.2. The Board may prescribe the role and responsibilities of the company secretary as it considers appropriate from time to time.</p> | |
| <p>27. Applications for Membership 27.1. The subscribers to the Memorandum of Association of the Company as at the date of its incorporation, and such other persons as are admitted to membership from time to time by the Board in accordance with these Articles shall be the members of the Company. 27.2. No person shall become a member of the Company unless: 27.2.1. that person has completed an application for membership in such form as required by the Board; and 27.2.2. the Board, or any person or committee to which the Board has delegated such power, has approved the application. 27.3. Any organisation which wishes to become a member must be a provider of Higher Education courses in the United Kingdom and shall lodge with the company secretary a written application for membership (in such form as the Board may require), signed on behalf of the organisation and stating the name of its Member Representatives. 27.4. An organisation applying for admission as a member shall lodge such evidence in support of their application for membership as the Board may require. 27.5. The Board shall determine each year the closing date for applications for membership and subscription renewals. 27.6. Every application for membership shall be considered by the members at the first general meeting held after receipt by the Company of the</p> | <p>6. Membership 6.1. The Board may delegate such of its powers in relation to the codification, governance, administration, maintenance and termination of membership as it may decide from time to time including the preparation and amendment of regulations. 6.2. All acts and proceedings undertaken in furtherance of this Article shall be reported back to the Board as soon as practicable. 6.3. The Board shall elect to membership applicants who meet the eligibility criteria that it may prescribe from time to time. 6.4. An organisation or individual who wishes to become a member of the Company or transfer categories of membership must meet the criteria that the Board shall prescribe from time to time. 6.5. All members of the Company will use their best efforts to promote the objects of the Company and will observe the Articles of Association, regulations, code and policies that the Company shall prescribe from time to time. 6.6. The rights of every member shall be personal to them and shall not be transferable. 6.7. A register shall be kept by the Company containing the names and addresses of all the members, specifying the category of membership together with such other particulars as may be required. 6.8. Each member shall inform the Company forthwith of any change of name, email address, postal address or material change that would</p> | <p>Improving governance and understanding of membership categories. Removing operational content.</p> |

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| <p>application (or, if appropriate, the first general meeting after receipt of any requested supporting evidence). At least one representative from the applicant organisation must attend the general meeting at which their application is considered. For an applicant to become a member its application for membership must be approved by at least two-thirds of the members at the general meeting.</p> <p>27.7. The company secretary shall notify each applicant in writing of the decision as to whether or not to admit them as a member within seven clear days following the general meeting at which their application was considered. Upon payment by the applicant of the annual subscription, the name of the organisation shall be entered in the register of members of the Company and upon such entry the applicant shall become a member.</p> <p>27.8. In the period between an application being received and a decision being made by the members at the next general meeting as to whether or not the application should be accepted, the Board may decide, on payment of the appropriate subscription, to admit the applicant as an Associate, in accordance with the provisions of Article 29. If the applicant is subsequently admitted as a member, any subscription previously paid shall be taken into account when determining the membership subscription due.</p> | <p>affect their membership category or how the Company communicates with the member.</p> <p>6.9. Any member who for any cause whatsoever shall cease to be a member, shall remain liable for any outstanding monies and shall pay to the Company all monies then or thereafter payable by them by virtue of their liability under these Articles.</p> <p>6.10. The subscribers to the Memorandum of Association of the Company as at the date of its incorporation, or any revised date to the Articles of Association of the Company and such other persons as are admitted to membership from time to time by the Board in accordance with these Articles shall be the members of the Company.</p> | |
| <p>New content.</p> | <p>8. Membership Categories</p> <p>8.1. There shall be one type of membership category:</p> <p>8.1.1. Organisation Member</p> <p>8.2. There shall be two grades of membership:</p> <p>8.2.1. Voting</p> <p>8.2.2. Non-voting</p> | <p>Improving operations, increasing the categories of membership available to create opportunities for all those who wish to engage with BUCS, the possibility to do so through membership, whilst protecting the voting rights of those who need to lead the organisation. This will support the aim of future proofing BUCS.</p> |

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| | <p>8.3. The members shall meet the membership requirements and provide evidence to the Company in such form as the Board shall from time to time require.</p> <p>9. Organisation Membership</p> <p>9.1. Education Institution Member</p> <p>9.1.1. An organisation who delivers education to students who participate in BUCS activities.</p> <p>9.1.2. The Education Institution Member has voting rights, with two votes available.</p> <p>9.1.3. It must appoint 1 vote from the following types of Education Institution Student Member Representatives:</p> <p>9.1.3.1. Student Representative, who is a person, enrolled in an Education Institution Member course and is participating in BUCS activities.</p> <p>9.1.3.2. Sabbatical Officer Representative who is a Sabbatical Officer at the Education Institutions Student Union.</p> <p>9.1.4. It must appoint 1 vote from the following types of Education Institution Staff Member Representatives:</p> <p>9.1.4.1. Education Institution Member Representative is a volunteer or member of the executive team with responsibility or oversight of BUCS related activities at the Education Institution Member.</p> <p>9.1.4.2. Student Union/Association/Athletic Union Representative is a volunteer or member of the executive team with responsibility or oversight of BUCS related activities within the Education Institution Members Student Union.</p> <p>9.1.5. The two nominated Education Institution Member Representatives who are eligible to vote must meet and continue to uphold the standards, experience and regulations that the Board considers from time to time to be appropriate.</p> | <p>Student representative refers to a student who is engaging in BUCS activity, not just the member. We will make sure that we are clear in the conditions of this when it comes to requiring information to be provided on who should be appointed as the Member Representatives.</p> |
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| | <p>9.1.6. The Board may prescribe or delegate to the executive team or appropriate committee the policies, processes and systems for:</p> <p>9.1.6.1. Nominations for individuals who will be the voting Member Representative.</p> <p>9.1.6.2. Approval, management and removal of individuals who will be the voting Member Representative.</p> <p>9.1.6.3. Voting procedures and methods for casting votes, including proxy voting.</p> <p>9.2. Associate Member</p> <p>9.2.1. An organisation who actively engages in BUCS activities and does not meet the criteria for an Education Institution Member.</p> <p>9.2.2. Associate Members will have no voting rights.</p> <p>9.3. Affiliate Member</p> <p>9.3.1. An organisation who does not meet any of the requirements to become an Education Institution Member or an Associate Member but has an active interest in the Company.</p> <p>9.3.2. Affiliate Members will have no voting rights.</p> | |
| <p>28. Member Representatives</p> <p>28.1. The Member Representatives shall exercise the right of membership on behalf of the member who appointed them. The member retains full power to replace their Member Representatives with different Member Representatives and to allow alternative Member Representatives to represent them when their current Member Representatives are not available. Any such appointment whether of the current or the alternate Member Representatives shall be notified in writing to the Company and is subject to the eligibility criteria for Member Representatives set out in these Articles.</p> | <p>Content removed.</p> | <p>Included in other categories for simplification.</p> |

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| <p>28.2. Each member shall name their Member Representatives each year in conjunction with payment of their subscription. Each Member Representative for a member shall have one vote at general meetings unless their member's subscription is two or more months overdue following its due date, whereupon the Member Representatives shall not be entitled to vote until their member's arrears have been settled in full.</p> <p>28.3. Any proxy appointed by an organisation under Article 43 may only be made in favour of the Member Representatives of the member appointing.</p> | | |
| <p>Associates</p> <p>29. Associates</p> <p>29.1. Organisations which are not eligible to become members or do not wish to become members, but wish to be kept informed of the Company's activities can apply in writing to the company secretary to become an associate ("Associate"). Each applicant will thereafter be considered by the members at the next held general meeting. If two-thirds of the members approve the application, the applicant shall be notified in writing by the company secretary within twenty-one clear days of the general meeting and, on payment of the appropriate subscription, shall become an Associate.</p> <p>29.2. Associates shall be entitled to such privileges as the Company shall determine from time to time, but shall not be entitled to vote at general meetings.</p> | <p>Content included in other sections.</p> | <p>Content included in other sections for simplification.</p> |
| <p>New content</p> | <p>10. Conduct</p> <p>10.1. The Board shall prescribe and determine the professional conduct and standards to be observed by members. This will include all matters relating to conduct, complaints handling,</p> | <p>Improving governance and future proofing the organisation. This was supported in focus group consultation, and will allow BUCS to outline best practice standards for when members engage with BUCS.</p> |

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| | <p>investigations, student care and management, ethics and any other related areas that will link to the maintenance of such membership.</p> <p>10.2. The Board may make and amend regulations concerning membership requirements and the code of conduct to be observed by all members.</p> <p>10.3. All members shall be required to observe all regulations prescribed by the code of conduct.</p> <p>10.4. Failure to uphold the regulations outlined within the code of conduct or any subsequent policy or guidance issued by the Company will lead to disciplinary procedures.</p> <p>10.5. The Board may from time to time prescribe, review or amend any codes, policies, procedures or guidelines in relation to the conduct expected of its membership.</p> <p>10.6. The Board may prescribe or delegate such of its powers to the codification and maintenance of membership conduct as it may from time to time decide to include or amend within its conduct regulations.</p> <p>10.7. Any disciplinary procedures shall accord in all respects with the rules of natural justice and provide the member with:</p> <p>10.7.1. adequate notice of any allegations;</p> <p>10.7.2. an opportunity to refute such allegations;</p> <p>10.7.3. permission to be accompanied at any hearing;</p> <p>10.7.4. the ability to call and cross-examine witnesses; and</p> <p>10.7.5. the ability to appeal any decision that is made.</p> | |
| <p>30. Subscriptions</p> <p>30.1. Each member or Associate shall pay an annual subscription as determined by a majority of the members at each AGM. Such</p> | <p>11. Subscriptions</p> <p>11.1. The Board may in its discretion levy admission fees and annual subscriptions on members at such rates as it shall from time to time</p> | <p>Improving operations and governance.</p> |

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| <p>determination may provide for differential rates of annual subscription.</p> | <p>determine and may levy different rates on different classes or categories of members. 11.2. Where changes to any rates are proposed above inflation, this shall require majority approval of Voting Members.</p> | |
| <p>31. Termination of membership and participation as Associates 31.1. A member or Associate shall cease to be a member or Associate if: 31.1.1. they give at least six months' written and signed notice of their resignation to the company secretary, in the case of a member, or notice to withdraw in the case of an Associate; 31.1.2. they fail to pay the annual subscription, or any part of it, within two months from the date upon which such fee is due unless the Board decides otherwise. Such member or Associate may, on payment of the arrears of their annual subscription in full be reinstated at the discretion of a majority of the members at the next general meeting; 31.1.3. they become insolvent or if a receiver or liquidator is appointed to all or part of the member's or Associate's assets, or if any notice of any resolution is presented to have the member or Associate wound up; 31.1.4. they fail to comply or to continue to comply with any condition of membership or participation set out in the Articles; 31.1.5. two-thirds of the members at a general meeting resolve to terminate the membership of any organisation or the participation of any Associate on the basis that their continued membership or participation is not in the best interests of the Company, subject to the right of a member (only), whose membership is</p> | <p>12. Termination 12.1. The Board may at their discretion prescribe or delegate to the executive team or relevant committee the codification of the termination of membership for Organisation Members in all classes and categories. 12.2. Members shall cease to be a member: 12.2.1. On service of notice to the Company of their resignation as a member. 12.2.2. If any subscription or sum payable by the member is not paid to the Company in accordance with the terms and conditions outlined by the Company. 12.2.3. If adherence to the ongoing membership maintenance requirements is not met. 12.3. Any member who ceases to be a member in accordance with these Articles shall remain liable for all subscriptions and other sums due from the member up to and including the date when they cease to be a member.</p> | <p>Reflecting changes made in other Articles and simplification. Future proofing the organisation to be able to adopt to new operational requirements in the future.</p> |

to be terminated, to appear before the general meeting to appeal against such a decision; and
31.1.6. a special resolution to expel them is passed by the members in accordance with Article 31.2.

31.2. Any member who wishes to propose at any general meeting a resolution for the expulsion of any other member or Associate shall lodge with the Company written notice of their intention to do so (identifying the member or Associate concerned (the "Expulsee") and specifying the grounds for the proposed expulsion) not less than twenty-one clear days before the date of the general meeting. The Company shall, on receipt of the notice, send a copy of the notice to the Expulsee within three clear days and the Expulsee shall be entitled to make written representations ("Representations") to the Company with regard to the notice.

31.3. If Representations are made by the Expulsee to the Company under Article 31.2, the Company shall (unless the Representations are received by the Company too late for it to do so):

31.3.1. state in the notice convening the meeting at which the resolution is to be proposed that the Representations have been made; and

31.3.2. send a copy of the Representations to every member to whom notice of the meeting is to be given.

31.4. In the event that a copy of the Representations have not been given to each of the members entitled to receive notice of the meeting, the Expulsee shall be entitled to be heard on the resolution at the meeting.

31.5. Failure to comply with any of the provisions of Articles 31.2 to 31.4 shall render any

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| <p>resolution for the expulsion of the Expulsee invalid.</p> <p>31.6. A member or Associate expelled under Articles 31.2 to 31.4 shall cease to be a member or where relevant, an Associate, with effect from the time at which the relevant resolution is passed.</p> <p>31.7. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by resignation or by expulsion.</p> <p>31.8. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of its annual subscription.</p> | | |
| <p>32. Notice of and Calling General Meetings</p> <p>32.1. A general meeting may be called at any time by the Board, or by the company secretary acting on behalf of the Board, or may be called on written request to the Board from at least 5% of the members or on requisition by a resigning auditor (under section 518 of the 2006 Act).</p> <p>32.2. An AGM, and a general meeting convened for the passing of a special resolution or a resolution requiring special notice, shall be called by at least twenty-one clear days' notice in writing; all other general meetings shall be called by at least fourteen clear days' notice.</p> <p>32.3. On receipt of a written request from the members or a resigning auditor made pursuant to Article 32.1, the company secretary must call a general meeting within twenty-one days, and the general meeting must be held not more than</p> | <p>28. General Meetings</p> <p>28.1. All meetings, other than AGMs or EGMs, shall be called general meetings.</p> <p>28.2. A general meeting may be called at any time by the Board, by the company secretary acting on behalf of the Board, or on the written request to the Board from at least five percent of the Voting Members or on requisition by a resigning auditor (under section 518 of the 2006 Act).</p> <p>28.3. All general meetings shall be called by at least 14 clear days' notice.</p> <p>28.4. A general meeting must be held not more than 28 clear days after the date of the notice calling the general meeting.</p> <p>28.5. A notice convening a general meeting shall specify the time and place (including in person or digital) of the general meeting and the terms of any ordinary or special resolution to be proposed and shall indicate the general nature of</p> | <p>Restructured and simplified. Adjournment will also be restructured to be included within this section. Please see Part G for full restructure.</p> |

twenty-eight clear days after the date of the notice calling the general meeting.

32.4. A notice convening a general meeting shall specify the time and place of the general meeting and the terms of any resolution which is to be proposed as a special resolution or ordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.

32.5. The notice for every general meeting shall be given to all the members, Associates, directors and to the Company's auditors.

32.6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

33. Purposes of General Meetings

33.1. The Company shall hold a general meeting in every calendar year as its AGM at such time and place as may be determined by the Board and shall specify the meeting as such in notices calling it, provided that no more than fifteen months shall elapse between AGMs.

33.2. The AGM shall be held for the following purposes:

33.2.1. to receive from the Board the Company's annual accounts and financial statements;

33.2.2. to receive from the Board a report of the activities of the Company since the previous AGM;

33.2.3. to appoint the Company's auditors;

any other business to be transacted at the meeting.

28.6. The notice for every general meeting shall be given to all members, Trustees and to the Company's auditors.

28.7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

28.8. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meetings.

28.9. Only Voting Members shall be entitled to vote at a general meeting.

28.10. A person is able to exercise the right to vote at a general meeting when:

28.10.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

28.10.2. that person's vote can be taken into account, in determining whether or not such resolutions are passed, at the same time as the votes of all the other persons attending the meeting.

28.11. The Board may make whatever arrangements they consider appropriate for the meeting to take place (including in person, digitally or a hybrid option) and to enable those attending to have their rights to speak or vote at it.

28.12. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

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| <p>33.2.4. to appoint or ratify any candidates to the positions of director for the ensuing terms of office; and</p> <p>33.2.5. to transact such other business as the Board may determine or (in the case that the AGM has been called pursuant to a request from at least 5% of the members as specified in Article 32.1) has been set out in the request for the meeting, providing that such requested business is, in the opinion of the Board, consistent with the provisions of these Articles and does not contravene any relevant legislation.</p> <p>33.3. All meetings, other than AGMs, shall be called general meetings.</p> <p>33.3.1. The business of such extraordinary general meetings shall be decided by the Board or (in the case that the extraordinary general meeting has been called pursuant to a request from at least 5% of the members as specified in Article 32.1) as has been set out in the request for the meeting, providing that such requested business is, in the opinion of the Board, consistent with the provisions of these Articles and does not contravene any relevant legislation.</p> <p>33.4. The Articles may only be altered or repealed by a special resolution at any general meeting with the approval of 75% of the votes cast by the members entitled to vote.</p> <p>34. Attendance and speaking at general meetings</p> <p>34.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meetings.</p> | <p>28.13. Subject to Article 29.6, one third of the Voting Members, present in person or by proxy, entitled to vote at the general meeting shall be the quorum for a general meeting.</p> <p>28.14. Trustees may attend and speak at general meetings, whether or not they are Member Representatives.</p> <p>28.15. The Board or chair of the meeting may invite or permit other persons, who are not members, to attend and speak at a general meeting in the role as an observer.</p> <p>28.16. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:</p> <p>28.16.1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and</p> <p>28.16.2. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.</p> <p>30. Annual General Meetings</p> <p>30.1. The Company shall hold a general meeting in every calendar year as its AGM at such time and place as may be determined by the Board and shall specify the meeting as such in notices calling it, provided that no more than 15 months shall elapse between AGMs.</p> <p>30.2. The AGM shall be held for the following purposes:</p> <p>30.2.1. to receive from the Board the Company's annual accounts and financial statements;</p> | |
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| <p>34.2. Only members shall be entitled to vote at a general meeting. A person is able to exercise the right to vote at a general meeting when:</p> <p>34.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and</p> <p>34.2.2. that person's vote can be taken into account, in determining whether or not such resolutions are passed, at the same time as the votes of all the other persons attending the meeting.</p> <p>34.3. The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.</p> <p>34.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending are in the same place as each other.</p> <p>34.5. Two or more persons, who are not in the same place as each other, attend a general meeting if their circumstances are such that, if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.</p> <p>35. Quorum for general meetings</p> <p>35.1. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.</p> <p>35.2. Subject to Article 38.6, one third of the members, present in person or by proxy, entitled to vote at the general meeting shall be the quorum for a general meeting.</p> <p>36. Chairing general meetings</p> | <p>30.2.2. to receive from the Board a report of the activities of the Company since the previous AGM;</p> <p>30.2.3. to appoint the Company's auditors;</p> <p>30.2.4. to elect any candidates to the positions of Elected Trustee for the ensuing terms of office; and</p> <p>30.2.5. to transact such other business as the Board may determine or (in the case that the AGM has been called pursuant to a request from at least five percent of the voting members as specified in Article 28.2 has been set out in the request for the meeting, providing that such requested business is, in the opinion of the Board, consistent with the provisions of these Articles and does not contravene any relevant legislation.</p> <p>30.3. AGMs shall be conducted in conjunction with the relevant regulations outlined in Article 28.</p> <p>31. Extraordinary General Meetings</p> <p>31.1. The Board or company secretary shall convene an EGM to deliberate upon matters that require urgent attention prior to the next scheduled general meeting or AGM.</p> <p>31.2. An EGM must be held not less than 21 clear days after the date of the notice calling the EGM.</p> <p>31.3. All EGMs will be called by at least 14 clear days' notice.</p> <p>31.4. The business of such EGMs shall be decided:</p> <p>31.4.1. By the Board; or</p> <p>31.4.2. As a request from at least five percent of the voting members pursuant to the provisions of these Articles or relevant legislation.</p> | |
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| <p>36.1. The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting they are not present within thirty minutes after the time appointed for holding the meeting, the directors present, or (if no directors are present) the members, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.</p> <p>36.2. The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".</p> <p>37. Attendance and speaking by directors and non-members</p> <p>37.1. Directors may attend and speak at general meetings, whether or not they are members.</p> <p>37.2. The chair of the meeting may permit other persons, who are not members, to attend and speak at a general meeting.</p> | <p>31.5. EGMs shall be conducted in conjunction with the relevant regulations outlined in Article 28.</p> | |
| <p>38. Adjournment of general meetings</p> | <p>29. Adjournment</p> | <p>This section has been restructure and re-titled but the content remains unchanged.</p> |
| <p>Voting At General Meetings</p> <p>39. Voting: general</p> <p>39.1. Every member shall be entitled to receive notice of, and have their Member Representatives attend and cast one vote each at general meetings.</p> <p>39.2. A resolution put to the vote of a general meeting must be decided on a show of hands in person, or online via a live online vote, unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.</p> | <p>32. Special Resolutions</p> <p>32.1. An AGM, EGM and a general meeting convened for the passing of a special resolution or a resolution requiring special notice, shall be called by at least 21 clear days' notice in writing.</p> <p>32.2. The Articles may only be altered or repealed by a special resolution at any general meeting with the approval of 75% of the votes cast by the members entitled to vote.</p> <p>32.3. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:</p> | <p>Future proofing the organisation, improving operations and removing content which is more specific to policies and procedures.</p> |

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| <p>39.3. In the event of an equality of votes, either on a show of hands or a poll, the chair of the meeting is entitled to a casting vote in addition to any other vote they may have.</p> <p>41. Poll votes</p> <p>41.1. A poll on a resolution may be demanded:</p> <p>41.1.1. in advance of the general meeting where it is to be put to the vote; or</p> <p>41.1.2. at a general meeting, either before a show of hands in person, or online via a live online vote, on that resolution or immediately after the result of a show of hands on that resolution is declared.</p> <p>41.2. A poll may be demanded by:</p> <p>41.2.1. the chair of the meeting;</p> <p>41.2.2. the Board; or</p> <p>41.2.3. a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.</p> <p>41.3. A demand for a poll may be withdrawn if:</p> <p>41.3.1. the poll has not yet been taken; and</p> <p>41.3.2. the chair of the meeting consents to the withdrawal of the demand.</p> <p>41.4. A poll shall be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the result of the resolution of the meeting at which the poll was demanded.</p> <p>41.5. A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs, not being more than thirty days after the poll was demanded. The demand for a poll shall</p> | <p>32.3.1. the chair of the meeting proposes the amendment at the general meeting at which the special resolution is to be proposed; and</p> <p>32.3.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the special resolution.</p> <p>32.4. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.</p> <p>32.5. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.</p> <p>33. Voting</p> <p>33.1. The Board may make or delegate to the executive team or relevant committee, regulations for the conduct of poll voting, proxy voting, proxy notices, postal and online ballots of Voting Members of the Company for general meetings, AGM's, EGM's and for the conduct of elections to the Board and Committees which have elected positions.</p> <p>33.2. In terms of ordinary and special resolutions, the number of votes cast by those entitled to vote will be counted.</p> <p>33.3. Every member shall be entitled to receive notice of and have their Member Representatives attend and cast one vote each at general meetings, AGMs and EGMs.</p> <p>34. Errors and Disputes</p> <p>34.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned</p> | |
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| <p>not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.</p> <p>41.6. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.</p> <p>42. Postal or online ballot</p> <p>42.1. The Board may decide, in advance of a general meeting, to call a postal or online ballot in respect of an election which would otherwise be put to a vote at the general meeting. If there is to be a postal or online ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the members. Details can be sent by electronic means to the recognised email address for the voting members. Voting papers must be returned to the company secretary either by post in a sealed envelope, or by email from the recognised email address, by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.</p> <p>42.2. The result of the postal or online ballot will be declared by the Board.</p> <p>43. Content of proxy notices</p> <p>43.1. Proxies may only validly be given by a notice in writing (a "proxy notice") which:</p> <p>43.1.1. states the name and address of the member appointing the proxy;</p> | <p>meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.</p> <p>34.2. Any such objection must be referred to the chair of the meeting, whose decision is final.</p> <p>34.3. The Company reserves the right to request and inspect evidence prior to a general meeting that all persons attending are duly authorised Member Representatives or proxies.</p> | |
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| <p>43.1.2. confirms that the person appointed is eligible to be a Member Representative for that member;</p> <p>43.1.3. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;</p> <p>43.1.4. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and</p> <p>43.1.5. is delivered to the Company's registered office, or delivered via email to the Company Secretary's email address, or in person as long as it is prior to the start of the meeting, in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.</p> <p>43.2. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.</p> <p>43.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.</p> <p>43.4. Unless a proxy notice indicates otherwise, it must be treated as:</p> <p>43.4.1. allowing the person, appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and</p> <p>43.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.</p> <p>44. Delivery of proxy notices</p> <p>44.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of</p> | | |
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| <p>that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company's registered office by or on behalf of that person.</p> <p>44.1.1. When a person, who has appointed a valid proxy, attends a general meeting themselves, only they may exercise their vote on any show of hands or poll.</p> <p>44.2. An appointment under a proxy notice may be revoked by delivering to the Company's registered office, or delivered via email to the Company Secretary's email address, or in person as long as it is prior to the start of the meeting, a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.</p> <p>44.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned meeting to which it relates.</p> <p>44.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.</p> | | |
| <p>47. Means of communication to be used</p> <p>47.1. Any notice to be given in pursuance of these Articles shall be in writing; the Company may give any such notice to a member or Member Representative or Associate by electronic communication, personally or by sending it by first class (or equivalent) post addressed to the member or Member Representative or Associate at the address previously notified by them in writing to the Company or by leaving it at that address. Only those members or Member Representatives or Associates who have provided</p> | <p>27. Communication</p> <p>27.1. The Company may give notice to any member, Member Representative or Board Trustee by:</p> <p>27.1.1. electronic communication,</p> <p>27.1.2. sending it by first class (or equivalent) post, or</p> <p>27.1.3. other appropriate means.</p> <p>27.2. Only those members, Member Representatives or Board Trustees who have provided the Company with an up-to-date address</p> | <p>Simplification.</p> |

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| <p>the Company with an address within the United Kingdom shall be entitled to receive notices from the Company.</p> <p>47.2. Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of forty-eight hours after the time it was sent.</p> <p>47.3. A Member Representative present at a general meeting shall be deemed, on behalf of their member, to have received notice of that meeting and, where requisite, of the purposes for which it was called.</p> <p>47.4. Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.</p> <p>47.5. A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight hours.</p> | <p>shall be entitled to receive notices from the Company.</p> <p>27.3. Any notice served in accordance with Article 27.2 is to be considered as being received:</p> <p>27.3.1. 24 hours after being sent by electronic mail or electronic methods of communication;</p> <p>27.3.2. 48 hours after being sent by first class (or equivalent) post;</p> <p>27.3.3. 72 hours after being sent by second-class or overseas post to the relevant address; or</p> <p>27.3.4. as soon as the member, Member Representative or Board Trustee acknowledges receipt.</p> <p>27.4. A Member Representative present at a general meeting, AGM or EGM shall be deemed, on behalf of their member, to have received notice of that meeting and, of the purposes for which it was called.</p> | |
| <p>48.1. Except as provide by law or authorised by the Board or by an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or</p> | <p>35. Inspecting Accounts and Other Records</p> <p>35.1. Except as provided by law or authorised by the Board or by an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or</p> | <p>Updated to align with new membership categories.</p> |

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| documents merely by virtue of being a member, Member Representative or Associate. | documents merely by virtue of being a member or Member Representative. | |
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