



Annual General Meeting

6 May 2021

Revisions to the Articles of Association

Removal of a member of the Principal Executive Committee

It is proposed to make provision, with the addition of a new Article 46, for the removal of a member of the Principal Executive Committee (PEC).

Members of the PEC are the Directors of the Association, and it is usual for Articles of Association to provide for the removal of Directors, especially where the performance of their statutory duties are called into question. Other organisations that elect their Directors similarly have provision for Director removal. It is a problem if a Director's behaviour towards other Directors or BDA staff requires sanction. Currently if a PEC member had behaved inappropriately, for example bullying a member of BDA staff, the only way to protect the staff member would be to hope that the members voted the PEC member out when they were next subject to an election - which could be in almost three years' time.

Because PEC members are elected by the membership, we are proposing a removal process that is rigorous to ensure that the removal of a PEC member is not an easy or discreet task. The Chief Executive cannot act upon a complaint that suggests a PEC member is being 'difficult', for instance.

The draft requires firstly the Chief Executive to decide if a complaint is significant enough to warrant investigation, then for the PEC to decide whether further investigation is required. Before any final decision is taken, the PEC has to discuss the fundamentals of the issue with the UK Council which retains the power to call an Extraordinary General Meeting to scrutinise the actions of the PEC.

There is no connection between this process and the one in Articles 53 and 54 which relate to the Association removing a member's general membership. It would be perfectly possible for a PEC member to be removed from the PEC but to retain their general BDA membership.

The proposed mechanism for removing a PEC member of their duties is below;

46 (A) If a member of the Principal Executive Committee fails to act in accordance with their statutory duties as a Director (or otherwise in the best interests of the Association) (or

a complaint is made against any member of the Principal Executive Committee) and such matter is not resolved by a personal approach of the Chief Executive (who shall be entitled to take such advice as they see fit) to that member of the Principal Executive Committee, the matter will be referred to the Chair who shall consult the other members of the Principal Executive Committee.

46 (B) The Principal Executive Committee shall conduct such investigations as are reasonable and it thinks fit and may by a majority of vote of two thirds of its members, propose a resolution. Provided the Principal Executive Committee shall have advised and consulted with the United Kingdom Council on the matter concerned beforehand, the resolution proposed by the Principal Executive Committee may include the early termination of the appointment of the relevant member of the Principal Executive Committee. In the event that the resolution of the Principal Executive Committee is such early termination, the member of the Principal Executive Committee shall cease to hold office with effect from the date of the passed resolution

46 (C) A by election shall be organised to fill the vacancy caused by the termination, consistent with the provisions of Article 42.