



## Agenda for a meeting of Council

**Saturday 27 January 2018**  
at lunchtime, after the AGM & Presentation Ceremony  
in the Worcester Suite, Ground Floor, De Vere Orchard Hotel,  
University Park, Nottingham NG7 2RJ

v2 - issued  
on 19/1  
listing  
advance  
nominations  
received &  
new item 11

- 1 **Composition of Council 2018**  
Ten elected and two independent non-executive director (see appendix). At this meeting last year, Martin Soulsby was elected as Chair for three years, 2017-2019; and Craig Poxon as Vice Chair for two years, 2017-8.
- 2 **Apologies for absence** Craig Poxon (at IPC meeting in Bulgaria)
- 3 **To elect a Treasurer and decide his/her term of office (of up to 3 years, Article 13.3)**  
Nominee: Debbie Carter - Proposer: Adrian Bond, Seconder: Paul Applegate
- 4 **To elect a Chair of each the following Committees of Council - by custom and practice, committees are constituted annually so these are appointments for one year.**
  - 4.1 **Chair, Safety and Training Committee (STC)**  
Nominee: Jeff Montgomery - Proposer: Mark Bayada, Seconder: Paul Applegate
  - 4.2 **Chair, Communications Committee**  
Nominee: Adrian Bond - Proposer: Paul Applegate, Seconder: Yassi Molazadeh
  - 4.3 **Chair, Development Committee**  
Nominee: Craig Poxon - Proposer Natasha Higman, Seconder Brian Cumming
  - 4.4 **Chair, Competitions Committee**  
Nominee - Brian Vacher - Proposer: Natasha Higman, Seconder: Mark Bayada
- 5 **To elect (i) a Delegate to the Royal Aero Club**  
Nominee: Craig Poxon - Proposer Brian Cumming, Seconder: Natasha Higman  
**(ii) an Alternate Delegate to the Royal Aero Club.**  
Nominee: Martin Soulsby - Proposer: Craig Poxon, Seconder: Paul Applegate
- 6 **To co-opt to Council:**
  - 6.1 **The Treasurer of the BPA (if not a Council member)**
  - 6.2 **The Chair of STC (if not a Council member)**
  - 6.3 **Delegate and Alternate Delegate to the Royal Aero Club (if not Council members)**
- 7 **To confirm dates for Council meetings in 2018. The suggested dates are as follows, with corresponding STC dates shown for information.**

<u>Proposed STC dates in 2018</u>	<u>Proposed Council dates in 2018</u>
Thursday 1 February	Tuesday 13 February
Thursday 5 April	Tuesday 17 April
Thursday 31 May	Tuesday 12 June
Thursday 26 July	Tuesday 7 August
Thursday 13 September	Tuesday 25 September
Thursday 15 November	Tuesday 27 November
- 8 **Directors' duties & responsibilities, director training and register of elected members' interests**
- 9 **Strategy day meeting - to be arranged**
- 10 **Register of directors' interests and Council attendance record - the Chair proposes these should be published on the BPA website**
- 11 **Royal Garden Party on Tuesday 15 May - RAeC request to BPA for invitees**
- 12 **Date of next meeting: per item 7.**

v2 with nominations received issued: 19 January 2018

Distribution: Council, Vice Presidents, Treasurer, Staff and Editor

**A list of nominations received will be circulated by email on Friday 19 January.  
Nominations will be taken at the meeting only if no advance nominations have been received.**

## **Appendix: Composition of BPA Council**

### **10 elected & 2 independent members**

plus any co-opted members (non-voting)

### **10 elected members**

#### **Extracts from BPA Articles of Association**

**2018 is the second AGM following the adoption of these Articles**

#### 11. APPOINTMENT AND RETIREMENT OF ELECTED COUNCIL MEMBERS

11.2 At the second Annual General Meeting following the adoption of these Articles, all of the current Elected Council Members shall retire except for the Initial Chair, appointed in accordance with Article 13.1, and the six Elected Council Members who received the most number of votes in the election at which they were appointed pursuant to Article 11.1 (“the Remaining Elected Council Members”) but as between persons who received the same number of votes, those to retire shall be chosen by lot. The resulting three Elected Council Member vacancies shall be filled in accordance with Articles 11.6 and 11.7.

11.6 Elected Council Members shall be elected by the Members for a term of office of three years. A Elected Council Member completing their three year term of office may be eligible for re-election for another term of office provided that no Elected Council Member having completed 3 terms of office of three years may be eligible for re-election until after the expiry of one term of office of 3 years.

11.7 The Elected Council Members shall be nominated from, and appointed by, the Members in accordance with the following election process: [set out at 11.7.1 to 11.7.10]

#### 13. PROCEDURE FOR ELECTION OF CHAIR, VICE CHAIR AND TREASURER

13.1 At the first Council meeting following the adoption of these Articles, the Council shall elect one of their number to be Chair (“the Initial Chair”). One member of the Council must propose one of their number to be the Initial Chair and another member of the Council must second this proposal. The Initial Chair shall then be elected by a simple majority vote of the members of the Council. The person so appointed as the Initial Chair will serve for a three year term of office.

13.2 All subsequent Chairs will be appointed in accordance with the process set out in Article 13.1 and will be appointed for a term of office of up to three years. On the expiry of the Chair’s term of office, or in the event the Chair vacates their office or is removed from office by a decision of at least three quarters of all other members of the Council from time to time, a new Chair will be elected following the procedure set out in Article 13.1.

13.3 Following the appointment of the Chair, the Council shall also appoint one of their number to be Vice Chair and one of their number to be Treasurer. The Council shall decide the period during which he or she is to hold office, whether the appointment is to be confirmed annually by the Council and the precise point at which his or her term of office ends. The Council shall endeavour to ensure the term of office of the Chair, Vice Chair and Treasurer shall not end at the same time.

## **Tenure on Council - Elected Council members (per Articles 11 & 13, transitional arrangements)**

Initial Chair - Martin Soulsby - 3 years (2017, 2018, 2019)

Brian Vacher, Craig Poxon, Yassi Molazadeh - 3 years (2017, 2018, 2019)

Brian Cumming, Mark Bayada, Tash Higman - 2 years (2017, 2018)

Three seats decided by the result of the 2017 election - 3 years (2018, 2019, 2020)

## **2 independent members**

### **Extracts from BPA Articles of Association**

#### **2018 is the second AGM following the adoption of these Articles**

12. APPOINTMENT AND RETIREMENT OF INDEPENDENT COUNCIL MEMBERS 1
- 12.1 At the first Annual General Meeting following the adoption of these Articles, two Independent Council Members shall be appointed in accordance with Article 12.5. One of these Independent Council Members shall be appointed for a term of office of one year ("the A ICM") and the other Independent Council Member shall be appointed for a term of office of two years ("the B ICM").
- 12.2 At the second Annual General Meeting following the adoption of these Articles, the A ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.
- 12.3 At the third Annual General Meeting following the adoption of these Articles, the B ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.
- 12.4 For the avoidance of doubt, all further Independent Council Members shall be appointed and shall retire in accordance with Articles 12.5 and 12.6.
- 12.5 Independent Council Members shall be selected and nominated to the Members by the Nominations Committee and shall be appointed by the Members at a General Meeting.
- 12.6 Independent Council Members shall be appointed for a term of office of three years. An Independent Council Member completing their three year term of office may be eligible for re-appointment for another term of office provided that no Independent Council Member having completed 3 terms of office of three years may be eligible for re-appointment.
- 12.7 For the avoidance of doubt, any Independent Council Member may not be eligible to put themselves forward as a candidate for election as an Elected Council Member pursuant to Article 11.6 until at least three years has passed since he or she was last an Independent Council Member.

## **Tenure on Council - independent Council members (per Article 12)**

Nick Bunting was appointed, at the AGM 2017, as an independent director for 2 years (2017, 2018)

Sue Stanhope has been recommended by the Nominations Committee to the AGM 2018, for appointment as an independent director for 3 years (2018, 2019, 2020)