BMAF LIMITED

Governance Framework

AGM Summary and Assurance Paper

FOR INFORMATION AND ASSURANCE ONLY - NO RESOLUTION IS SOUGHT ON THIS PAPER AT THIS AGM

Purpose. This paper explains the governance framework that will sit beneath the proposed Articles of Association of BMAF Limited. It is intended to reassure Members that the Articles form part of a wider, structured governance system and that the detailed operating arrangements will be controlled, documented and subject to appropriate Member and Board oversight.

Approval route. The full Governance Framework is not being submitted for approval at this AGM. Following adoption of the new Articles and implementation of the club-based company membership structure, approval of the initial Governance Framework will be one of the first formal items of business for the newly constituted Members of BMAF Limited.

1. How the governance system will fit together

The intended governance structure is deliberately simple. Constitutional authority sits with the Affiliated Clubs as company Members; the Board governs and leads the Company; and operational delivery is delegated to the Management Committee and other authorised people or bodies.

AFFILIATED CLUBS / MEMBERS	One club, one vote. Exercise the constitutional powers and Reserved Matters set out in the Articles.
BOARD OF DIRECTORS	Governance, leadership, strategy, financial stewardship, risk, assurance and oversight of delegated activity.
MANAGEMENT COMMITTEE	Coordinates day-to-day delivery within Board-approved Terms of Reference and delegated authority.
OPERATIONAL LEADS / COMMITTEES / VOLUNTEERS	Deliver championships, disciplines, services and projects within approved authority and reporting arrangements.

Athlete participation. Members of Affiliated Clubs will have an express right under the proposed Articles to attend the AGM, speak and ask questions, although the formal company vote remains with the Affiliated Clubs. The meeting Chair may also permit other appropriate people, including representatives of governing bodies, advisers and guests, to attend and speak.

External expertise. The Board may appoint or invite external advisers, observers, specialists and representatives of partner or governing bodies. Such involvement does not of itself confer Directorship, company membership or voting rights.

2. What will be controlled by the Members

The proposed Articles reserve the major constitutional decisions to the company Members. The Governance Framework will not be able to override these rights or transfer them to the Board.

- amendment of the Articles;
- appointment and removal of Directors, and approval or removal of the Chair;
- approval of Affiliation Fees;
- admission of new Affiliated Clubs and involuntary termination of existing Members;
- adoption or material amendment of the Member-Controlled Governance Provisions;
- major borrowing, guarantees, security or material financial commitments above Member-approved thresholds;
- establishment, acquisition, disposal or winding-up of subsidiaries or material corporate interests;
- merger, amalgamation, fundamental corporate restructuring, or disposal of a substantial part of the Company; and
- voluntary dissolution or winding up.

Member-Controlled Governance Provisions. The initial Governance Framework will identify provisions that cannot be materially changed without Member approval. These will cover club admission, resignation, suspension and termination; Director and Chair nomination and appointment procedures; the Reserved Matters Schedule and Member-approved financial thresholds; and the constitutional division of authority between Members and the Board.

3. Board governance and safeguards

Board size: The Company will normally have at least three Directors. If exceptional circumstances reduce the Board to two or one, the remaining Director(s) may act temporarily but must restore the Board to at least three as soon as reasonably practicable. A depleted Board is expected to limit itself primarily to continuity, urgent, compliance and Board-restoration matters.

Director terms: Directors normally serve three years and may serve a second three-year term. A further term of up to three years may be approved by Members exceptionally, with an absolute maximum of nine consecutive years.

Chair and Vice-Chair: The Board nominates a Chair from among the Directors for Member approval. The Board may appoint a Vice-Chair. There is no separate office of Acting Chair.

Conflicts of interest: Directors must declare actual or potential conflicts. A materially conflicted Director will normally not vote or count in the quorum for that matter, and may be excluded from relevant discussion or information where appropriate. Detailed administration will sit in the Conflict of Interest Policy.

Delegation: The Board may delegate operational decisions, but Reserved Matters cannot be delegated and the Board retains ultimate responsibility for governance and oversight of delegated activity.

Written authority: Material delegations will be documented and will identify scope, limits, decision rights, financial limits, reporting and review arrangements.

4. Financial governance and assurance

- The Board remains responsible for proper financial management, accounting records, annual accounts and systems of financial control.
- Annual accounts will be prepared or independently reviewed before Board approval by an independent professionally qualified accountant.
- A statutory audit will be undertaken where required by law or validly required by Members. The Articles do not impose an unnecessary annual statutory audit where the Company is lawfully exempt.
- Detailed arrangements for budgets, banking, payments, procurement, contracts, reserves and delegated financial limits will sit in Board-approved Financial Regulations, subject to any Member Reserved Matters or thresholds.

5. Regular accountability and Member engagement

Formal General Meetings are not intended to be the only point of contact between Members and the Board. The Governance Framework will provide for regular reporting and engagement, including Member briefings normally at least quarterly.

- progress against strategy and the annual plan;
- financial position and principal risks;
- governance and compliance matters;
- operational delivery and significant issues; and
- an opportunity for Members to raise questions and identify matters for future Board or formal Member consideration.

These briefings are engagement and accountability meetings, not additional constitutional decision-making bodies. A Member Reserved Matter can only be decided through a lawful company decision process under the Articles and the Companies Act 2006.

6. Documents beneath the Articles

The Governance Framework will provide the common architecture for a controlled set of supporting documents. This allows operational rules to be kept current without repeatedly amending the Articles.

Document	Purpose
Governance Framework	Principal operational governance document beneath the Articles.
Reserved Matters Schedule	Clear record of decisions reserved to Members and the Board, including Member-approved thresholds.
Scheme of Delegation	Who may make which decisions, within what limits, with what reporting and escalation.
Election & Appointment Regulations	Club representation, Director nominations/elections and Chair approval procedures.
Board Regulations / Standing Orders	Board meeting, papers, decisions, minutes and governance procedures.
Management Committee Terms of Reference	Composition, remit, authority, reporting and escalation.
Financial Regulations	Budgets, banking, payments, procurement, contracts, reserves and financial controls.
Policies and procedures	Detailed governance and operational requirements, subordinate to the Articles and Framework.

7. Approval and implementation

No resolution on this paper is required at the present AGM. It is an assurance summary explaining the intended operating governance beneath the proposed Articles.

- Once the new Articles have taken effect and the club-based company membership structure has been implemented, the newly constituted Members of BMAF Limited will be asked to approve the initial Governance Framework as one of their first formal items of business.
- The full Framework will be updated from the current development draft so that it aligns exactly with the final Articles and the transition arrangements.
- After approval, Member-Controlled Governance Provisions will remain subject to Member approval, while the Board will be able to maintain subordinate operational regulations, policies, procedures and delegated authorities within the limits set by the Articles and Framework.
- The governance system will be reviewed after implementation and thereafter on a planned cycle so that it remains proportionate, effective and suitable for a predominantly volunteer-led national Masters Athletics organisation.

Overall assurance. The proposed Articles are therefore intended to establish the durable constitutional rules, while the Governance Framework and supporting documents provide the practical controls needed for transparent, accountable and proportionate day-to-day governance.