

This document lists the changes to the 2020 version of the BSAC Articles of Association for presentation to the 2022 AGM.

Article No	Reason	Original 2020 Text	New 2022 Text								
Generic	Gender neutralising	The words, for example, "him", "he ceases", "he is" "he has", "he was", etc.	The words, for example, "their", "them to", "they cease" "they are" "they have", etc.								
Generic	Capitalisation of council	"council"	"Council"								
Generic	Consistency in the use of "Vice-Chair", Honorary Secretary, Honorary Treasurer and Vice-president	"vice chair", "Secretary", "Treasurer" or "Vice President"	"Vice-Chair", "Honorary Secretary", Honorary Treasurer" or "Vice president".								
Generic	For consistency the collective use of 'director' substituted for Council	The words "directors", "the directors", etc	Council								
Generic	Consistency in numbering of sub and sub-sub Articles	Mixer of formats	<table border="0"> <tr> <td>Article</td> <td>Number in Bold</td> </tr> <tr> <td>Sub-Article</td> <td>Capital letter in brackets</td> </tr> <tr> <td>Sub-sub-Article</td> <td>Number in brackets</td> </tr> <tr> <td>Sub-sub-sub-Article</td> <td>Lower case letter in brackets</td> </tr> </table>	Article	Number in Bold	Sub-Article	Capital letter in brackets	Sub-sub-Article	Number in brackets	Sub-sub-sub-Article	Lower case letter in brackets
Article	Number in Bold										
Sub-Article	Capital letter in brackets										
Sub-sub-Article	Number in brackets										
Sub-sub-sub-Article	Lower case letter in brackets										
Cover page	New AGM approval date	25 July 2020	14 May 2022								
Index	Grammar	08. Members' reserve powers	08. Members' reserve power								
1	"byelaws"	None	"byelaws" shall include terms such as "constitution" or "Branch Rules";								
1	"Council"	"Council" means the board of BSAC;	"Council" has the meaning as described in Article 3;								
1	"director" removed.	"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;									
1	Removal of abbreviation (ARP) and ARD.	"accounting reference period (ARP)" is a more precise term for a financial year. The ARP ends on the accounting reference date (ARD) or within seven days either side of the ARD, which is 31 st December;	"Accounting Reference Period" is a more precise term for a financial year. The Accounting Reference Period ends on the Accounting Reference Date or within seven days either side of the Accounting Reference Date, which is 31 st December;								
3	Change in the number of elected Council members	... not fewer than fourteen and not more than twenty persons elected not fewer than thirteen and not more than nineteen persons elected ...								

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4.(A).(2)	Reducing the minimum and maximum number of ordinary elected Council members to accommodate the Chief Executive Officer being a <i>ex officio</i> member of Council with voting rights.	Not fewer than nine and not more than fifteen other elected Members who shall all be entitled to vote.	Not fewer than eight and not more than fourteen other elected Members who shall all be entitled to vote.
4.(A).(3)	New sub-sub-Article, following sub-sub-Articles renumbered. Makes the Chief Executive Officer a <i>ex officio</i> member of Council with voting rights. <i>[Note; This is the office of the Chief Executive Officer not the individual.]</i>	None	The Chief Executive Officer of BSAC who shall be a member of Council <i>ex officio</i> and who shall be entitled to vote.
4.(A).(4)	Clarifying that only the Honorary Members positions of Patron and President have voting rights.	Such Honorary Members of Council as may be appointed of whom only the Patron and the President shall be entitled to vote.	The Patron and the President, who shall be entitled to vote.
5	New sub-Article numbering, to separate the Vice-presidents out from automatically being members of Council thereby giving them powers that could be interpreted as them being 'shadow' directors.	The appointment of a President, Vice-Presidents, Life Vice -Presidents and a Patron as provided for in Article 7(A)(6) shall be by a 2:1 majority of the voting Members of Council. The appointment shall be for a term of not more than three years. The Patron and the President shall be voting members of the Council and shall be eligible for re-appointment. Vice-Presidents shall be non-voting members of Council and shall be eligible for reappointment. Life Vice-Presidents shall be non-voting members of Council	<p>A) The appointment of a President, Vice-presidents, Life Vice -presidents and a Patron as provided for in Article 7(A)(6) shall be by a 2:1 majority of the voting Members of Council. The appointment shall be for a term of not more than three years.</p> <p>(B) The Patron and the President shall be voting members of the Council and shall be eligible for re-appointment.</p> <p>(C) Vice-presidents and Life Vice-presidents shall not be members of Council but may attend Council meetings as advisors to Council, and therefore receive Council papers. Vice-presidents shall be eligible for re-appointment.</p>

Article No	Reason	Original 2020 Text	New 2022 Text
6.(A)	Grammar	Council are responsible ...	Council is responsible ...
7.(A).(1)	Removes the ambiguity with Article 69.	To promulgate amend revise and amplify such advice not being inconsistent with these Articles as it may consider necessary or desirable in connection with the conduct of the activities of members of BSAC the maintenance of the highest standards of safety in all underwater activities or other matters within the scope of the objects of BSAC. A of copy such advice shall be available for inspection at the Office.	To promulgate amend revise and amplify such advice not being inconsistent with these Articles as it may consider necessary or desirable in connection with the conduct of the activities of members of BSAC the maintenance of the highest standards of safety in all underwater activities or other matters within the scope of the objects of BSAC.
8.(B)	Grammar	... Council have done Council has done ...
9	Change of term from director to Council for clarity.	<p>(A). Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:</p> <p>(1). to such person or committee;</p> <p>(2). by such means (including by power of attorney);</p> <p>(3). to such an extent;</p> <p>(4). in relation to such matters or territories; and</p> <p>(5). on such terms and conditions; as they think fit (including whether or not any resolution of or action by such person or committee shall bind Council or BSAC until ratified by Council).</p> <p>(B). If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.</p> <p>(C). The directors may revoke any delegation in whole or part, or alter its terms and conditions. Members of any such committees shall be subject to annual re-appointment by the directors.</p> <p>(D). Members of any such committees shall be subject to annual re-appointment by the directors.</p>	<p>(A). Subject to the Articles, Council may delegate any of the powers which are conferred on them under the Articles:</p> <p>(1). to such person or committee;</p> <p>(2). by such means (including by power of attorney);</p> <p>(3). to such an extent;</p> <p>(4). in relation to such matters or territories; and</p> <p>(5). on such terms and conditions; as they think fit (including whether or not any resolution of or action by such person or committee shall bind Council or BSAC until ratified by Council).</p> <p>(B). If Council so specify, any such delegation may authorise further delegation of Council's powers by any person to whom they are delegated.</p> <p>(C). Council may revoke any delegation in whole or part, or alter its terms and conditions. Members of any such committees shall be subject to annual re-appointment by Council.</p> <p>(D). Members of any such committees shall be subject to annual re-appointment by Council.</p>
10	Blank Article removed.		

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	Following Articles renumbered, including reference to them.		
12.(A)	Grammar	... office registered office ...
16	Clarifying the “chair of the meeting” has a casting vote, be that the Chair, Vice-Chair or any other person chairing a meeting.	(1) If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting has a casting vote. (2) But this does not apply if, in accordance with the Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.	(A). If the numbers of votes for and against a proposal are equal, the Chair, the Vice-Chair or other voting member of Council designated as the “chair of the meeting” has a casting vote. (B). But this does not apply if, in accordance with the Articles, the Chair, the Vice-Chair or other voting members of Council designated as the “chair of the meeting” is not to be counted as participating in the decision-making process for quorum or voting purposes.
19	Correction for communication.	Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.	Subject to the Articles, Council may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the membership.
20.(C).	Amended for clarity.	For the purposes of paragraph (2) where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.	For the purposes of Article 20.(B), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
24.(B).(2)	Removal of unnecessary wording.	... member of Council (other than a non-voting member) may serve member of Council may serve ...
30	Amended to allow the <i>ex officio</i> Chief Executive Officer of BSAC to be on Council.	Unless and until otherwise determined by a General Meeting of BSAC the Members of Council shall not be entitled to any remuneration for their services as such Members.	Unless and until otherwise determined by a General Meeting of BSAC elected or co-opted Members of Council shall not be entitled to any remuneration for their services as such Members.
31	Amended to enable the Vice-presidents to claim expenses, no longer being members of Council.	Council may authorise the payment by BSAC of any reasonable and proper out-of-pocket expense incurred by any Member of Council in the performance of his duties in connection with the affairs of BSAC and of reasonable and proper remuneration for necessary technical or professional services to BSAC which would otherwise have required the employment of an independent	Council may authorise the payment by BSAC of any reasonable and proper out-of-pocket expense incurred by any Member of Council and of the Vice-presidents and Life Vice-presidents in the performance of their duties in connection with the affairs of BSAC and of reasonable and proper remuneration for necessary technical or professional services to BSAC which would otherwise

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		contractor. These to be disclosed in the annual report to members.	have required the employment of an independent contractor. These to be disclosed in the annual report to members.
34.(B)	Brings the list of voting member into line with current practise.	Only members who are either Honorary Life Members or Full Diving Members or Associate Members shall be voting members of BSAC. All other members shall be non- voting members of BSAC.	BSAC membership classes of Honorary Life Members, Full Diving or Snorkelling Members (including Family, Joint and Associate memberships) and Student Diving Members shall be voting members of BSAC. All other members shall be non-voting members of BSAC.
40.(A)	Amended for clarity only.	Any member may be excluded from BSAC by resolution of Council by a two thirds majority vote at a meeting of council. Provided That no member shall be excluded from BSAC unless the member in question has first been required by Council to give particulars and explanations of any acts alleged to have been done or omitted by such member in accordance with the provisions of the last foregoing Article. and Provided That any Officer or Member of Council so excluded or required to resign from Council shall if he so wishes be permitted to address the next following Annual General Meeting in the same regard.	Any member may be excluded from BSAC by resolution of Council by a two thirds majority vote at a meeting of Council. No member shall be excluded from BSAC unless the member in question has first been required by Council to give particulars and explanations of any acts alleged to have been done or omitted by such member in accordance with the provisions of the last foregoing Article. Any Officer or Member of Council so excluded or required to resign from Council shall if they so wish be permitted to address the next following Annual General Meeting in the same regard.
40.(C)	Removes the anomaly of resolution voting between Council and the Disciplinary Committee.	Any member may have their membership of BSAC suspended by a resolution of Council passed by a two thirds majority vote, or by a resolution of any committee established by Council for the purpose of considering disciplinary matters (the Disciplinary Committee).	Any member may have their membership of BSAC suspended by a resolution of Council or by any committee established by Council for the purpose of considering disciplinary matters (the Disciplinary Committee), passed by a two thirds majority vote.
45.(C)	Grammar	... they consider it considers ...
46.A(A)	Change ARP to Accounting Reference Period	Every year BSAC shall within six months of the end of the ARP hold a General Meeting as its Annual General Meeting (in addition to any other meetings in that year) which shall be held at such time and place as Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.	Every year BSAC shall within six months of the end of the Accounting Reference Period hold a General Meeting as its Annual General Meeting (in addition to any other meetings in that year) which shall be held at such time and place as Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
48	Grammar	... Office:	... registered office:

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50.(C)	Grammar	... Office registered office ...
51.(D)	Amended to complete the sentence.	Presentation of annual report and questions to.	Presentation of annual report and questions to the Council.
54.(1) and (2)	Removal of unnecessary wording.	... voting members in person.	... voting members.
59.(E)	Grammar	... the office or the registered office or ...
74	Grammar	... ARP of BSAC.	... Accounting Reference Period.
82.(B)	Reworded for clarity.	<p>The Secretary</p> <p>(1) The Secretary shall keep the minute books of all proceedings of BSAC of Council and of sub-committees of Council. He shall convene meetings, prepare agendas, record transactions at meetings, deal with BSAC correspondence and maintain in good order and safe-keeping all records documents and books of BSAC. He may be assisted in all his duties by such person or persons as the council may approve.</p> <p>(2) He shall present a report to the Annual General Meeting.</p> <p>(3) He shall invite nominations of candidates for Council, prepare ballot papers, receive notification of any special business proposed by members and give all the notices required by the Articles and by statute in the manner and at the times there prescribed.</p> <p>(4) He shall be present whenever the Seal of BSAC is affixed to any instrument and he shall sign all instruments so sealed in accordance with the provisions of Article 68.</p>	<p>The Honorary Secretary</p> <p>(1). The Honorary Secretary shall:</p> <p>(a) keep the minute books of all proceedings of BSAC of Council and of sub-committees of Council;</p> <p>(b) convene meetings, prepare agendas, record transactions at meetings, deal with BSAC correspondence and maintain in good order and safe-keeping all records documents and books of BSAC;</p> <p>(c) present a report to the Annual General Meeting;</p> <p>(d) invite nominations of candidates for Council, prepare ballot papers, receive notification of any special business proposed by members and give all the notices required by the Articles and by statute in the manner and at the times there prescribed;</p> <p>(e) be present whenever the Seal of BSAC is affixed to any instrument and they shall sign all instruments so sealed in accordance with the provisions of Article 67.</p> <p>(2). The Honorary Secretary may be assisted by such person or persons as the Council may approve.</p>
82.(C)	Reworded for clarity.	<p>The Honorary Treasurer</p> <p>(1) The Honorary Treasurer shall be responsible for the financial administration required by the Articles and by statute. He shall keep proper books of account of all</p>	<p>The Honorary Treasurer</p> <p>(1). The Honorary Treasurer shall:</p>

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		<p>sums received and expended on behalf of BSAC other than by Branches and shall record the assets and liabilities of BSAC so as to show a true and fair view of the state of its affairs and explain its transactions. He may be assisted in all his duties by such person or persons as Council may appoint.</p> <p>(2) He shall prepare a statement of income and expenditure and a balance sheet to the Accounting Reference Date each year which he shall cause to be examined by BSAC auditors and presented to Council not less than 21 days before each Annual General Meeting.</p> <p>(3) He shall effect in the name of BSAC and keep records of all investments by Council. He shall arrange for all such monies and securities to be deposited at such branch of such bank as Council may direct to the credit of an account in the name of BSAC for which cheques or other orders shall be signed by not less than two signatories authorised by Council.</p> <p>(4) He shall be responsible for the calling in and collection of all debts and of subscriptions from Branches and affiliated bodies and for the discharge of all liabilities of BSAC out of BSAC funds as Council may direct.</p>	<p>(a) be responsible for the financial administration required by the Articles and by statute;</p> <p>(b) keep proper books of account of all sums received and expended on behalf of BSAC other than by Branches and shall record the assets and liabilities of BSAC so as to show a true and fair view of the state of its affairs and explain its transactions;</p> <p>(c) prepare a statement of income and expenditure and a balance sheet to the Accounting Reference Date each year which they shall cause to be examined by BSAC auditors and presented to Council not less than 21 days before each Annual General Meeting;</p> <p>(d) effect in the name of BSAC and keep records of all investments by Council. They shall arrange for all such monies and securities to be deposited at such branch of such bank as Council may direct to the credit of an account in the name of BSAC for which cheques or other orders shall be signed by not less than two signatories authorised by Council;</p> <p>(e) be responsible for the calling in and collection of all debts and of subscriptions from Branches and affiliated bodies and for the discharge of all liabilities of BSAC out of BSAC funds as Council may direct.</p> <p>(2). The Honorary Treasurer may be assisted in all their duties by such person or persons as Council may approve.</p>
82.(D)	Reworded for clarity.	<p>The National Diving Officer</p> <p>(1) The National Diving Officer shall be the adviser to Council on all technical aspects of diving and shall be responsible for diving arrangements in connection with BSAC activities. He shall prepare diving regulations for approval and publication by Council in which shall be laid down the standards of training and experience and</p>	<p>The National Diving Officer</p> <p>(1). The National Diving Officer shall:</p> <p>(a) be the adviser to Council on all technical aspects of diving and shall be responsible for diving arrangements in connection with BSAC activities.;</p>

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		<p>theoretical knowledge required for the purpose of BSAC theoretical and practical diving examinations. He shall arrange for examinations to be held and certificates of qualification to be issued to those who attain the required standard in such examinations. He shall report to the Annual General Meeting on all matters which fall within his responsibilities and may be assisted in his work by such person or persons as Council may approve.</p>	<p>(b) prepare diving regulations for approval and publication by Council in which shall be laid down the standards of training and experience and theoretical knowledge required for the purpose of BSAC theoretical and practical diving examinations;</p> <p>(c) arrange for examinations to be held and certificates of qualification to be issued to those who attain the required standard in such examinations;</p> <p>(d) report to the Annual General Meeting on all matters which fall within their responsibilities.</p> <p>(2) The National Diving Officer may be assisted in their work by such person or persons as Council may approve.</p>
84	Removal of reference to documents that no longer exist.	A Branch shall adopt Bye-laws not in conflict with the Memorandum and Articles of Association of BSAC in such form as such Branch may approve which provide for:	A Branch shall adopt Bye-laws not in conflict with these Articles of Association of BSAC in such form as such Branch may approve which provide for:
86.(B)	Defining the Dive Manager	Activities of BSAC or of Branches shall be undertaken only with the authority of Council or of a Branch committee as appropriate. Activities involving diving shall require the appointment by Council or Branch committee, as appropriate, of a person to control and supervise that activity.	Activities of BSAC or of Branches shall be undertaken only with the authority of Council or of a Branch committee as appropriate. Activities involving diving shall require the appointment by Council or Branch committee, as appropriate, of a person to control and supervise that activity, who shall be called the Dive Manager.
86.(C)	Correcting the oversight that incidents should be reported to Council if Council appoint the Dive Manager.	To secure safety and discipline on diving expeditions the Expedition Leader may suspend for the duration of the expedition any member who fails to obey orders given by such leader for the said purpose. All such suspensions shall be promptly reported to the Branch Committee.	To secure safety and discipline on diving expeditions the Dive Manager may suspend for the duration of the expedition any member who fails to obey orders given by such leader for the said purpose. All such suspensions shall be promptly reported to the Council or the Branch Committee that appointed them.
92	Grammar	... Office registered office ...