BRITISH
MICROLIGHT
AIRCRAFT ASSOCIATION

Annual General Meeting 2017

11.30hrs, Saturday 16 December

**The Windmill Centre,
Hempton Road, Deddington,
Banbury, Oxon OX15 0QH**

AGENDA

1. APOLOGIES FOR ABSENCE
2. OPENING REMARKS AND WELCOME FROM THE BMAA CHAIRMAN, ROB HUGHES.
3. APPROVAL OF MINUTES OF THE 2015 MEETING (SEE NOTE 1)
4. MATTERS ARISING FROM THE 2015 MINUTES
5. RETROSPECTIVE ACCEPTANCE OF THE 2015-2016 ACCOUNTS AS PUBLISHED ON THE BMAA WEBSITE IN NOVEMBER 2016. (SEE NOTE 2)
6. RECEIVE REPORTS FROM THE DIRECTORS AND STAFF.
7. ACCEPTANCE OF THE 2016-2017 ACCOUNTS AS PUBLISHED ON THE BMAA WEBSITE ON OR BEFORE 1ST DECEMBER 2017. (SEE NOTE 3)
8. ACCEPT PROPOSALS FOR FEE CHANGES AS PUBLISHED ON THE BMAA WEBSITE ON OR BEFORE 1ST DECEMBER 2017.
9. APPOINT AUDITORS FOR THE FINANCIAL YEAR 2017-2018.
10. ACCEPT THE REVISED ARTICLES OF ASSOCIATION AS PUBLISHED ON THE BMAA WEBSITE ON OR BEFORE 1ST DECEMBER 2017 FOR IMMEDIATE ADOPTION.
11. ACCEPT THE REVISED RULES AS PUBLISHED ON THE BMAA WEBSITE ON OR BEFORE 1ST DECEMBER 2017 FOR IMMEDIATE ADOPTION.
12. VOTE ON ANY MEMBERS' PROPOSALS SUBMITTED IN ADVANCE OF THE MEETING. (SEE NOTE 4)
13. ANY OTHER BUSINESS (SEE NOTE 5)
14. APPOINT ELECTED DIRECTORS
15. DATE OF NEXT ANNUAL GENERAL MEETING

Notes

1. Because the 2016 AGM was ruled to be non-quorate the 2015 AGM minutes will be approved. Limited copies of the 2015 Minutes will be available at the meeting, they are also available from the BMAA web site.
2. Limited copies of the BMAA summary of accounts will be available at the meeting. These details were also included within the BMAA Annual Report 2016 available from the BMAA web site from November 2016.
3. Limited copies of the BMAA summary of accounts will be available at the meeting. These details are also included within the BMAA Annual Report 2017 available from the BMAA web site from 30 November 2017.
4. Written questions and proposals can be submitted through the Chief Executive by email to geoff@bmaa.org. no later than 1700hrs 08/12//2017.
5. Matters for Item 13, AOB, should be submitted through the Chief Executive by email to geoff@bmaa.org. no later than 1700hrs 08/12//2017.

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MINUTES OF MEETING

MINUTES OF THE ANNUAL GENERAL MEETING OF THE BRITISH MICROLIGHT AIRCRAFT ASSOCIATION HELD IN THE WINDMILL CENTRE, DEDDINGTON, BANBURY OX15 0QH AT 11:30h ON 16 DECEMBER 2017

PRESENT

On the platform: *Rob Hughes* (chair of the meeting), *Richard Bisiker, Ben Syson, Spencer Harvey, Terry Viner, Rob Mott, John Teesdale* – plus other BMAA staff and 21 BMAA members in the hall. Some of the latter carried proxy votes on behalf of absent members.

1 APOLOGIES FOR ABSENCE

Andy Aiken, Rob Grimwood, Steve Uzochukwu, Geoff Weighell.

2 OPENING REMARKS AND WELCOME FROM BMAA CHAIRMAN, ROB HUGHES

The Chairman explained that official business from both 2015 and 2016 would be conducted at this meeting, because the 2016 AGM had been inquorate and its decisions thus null and void. He also declared that because this meeting was also inquorate, to do business legitimately it would have to be adjourned for 30 minutes and then reconvened. This was duly done, and the adjournment period used for an informal unminuted discussion.

When the meeting reconvened, he referred members to his remarks in the *2017 Annual Report* (*Appendix 1* to these minutes), and to the detailed information it contained about the association's various activities, but added the following comments.

He explained that this was a transitional AGM, made necessary by the need to conduct official BMAA business during 2017 despite the demise of the Flying Show. The intention was to hold the 2018 AGM in just five months time, at Popham in May, where it was hoped there would be plenty of members around to contribute to the meeting.

He paid tribute to the staff at Deddington who had continued to offer excellent and efficient service to members throughout 2017 despite the absence for many weeks of CEO Geoff Weighell, initially due to personal illness, then to the illness of his wife and finally her passing. Geoff had had a dreadful year and he wished him a speedy return to good health and good spirits.

He thanked Pete Watson and Ian Barnes, both of whom left in 2017, for their efforts and welcomed newcomer John Teesdale and returnee Jo Syson.

Two Council members had resigned during the year – Patricia Mawuli Porter and Deepak Mahajan – and he, Spencer Harvey and Terry Viner had all reached the end of their terms, making a total of five vacancies. Spencer and Terry would leave the Council at the end of this meeting and he thanked both for their work: Spencer's frank and constructive input had been very welcome while Terry had worked tirelessly at a number of projects, particularly the flexwing simulator and build-a-plane; he had been deservedly awarded the RAeC bronze medal for his work on behalf of the BMAA. Moreover, today was his birthday.

Everyone present duly obliged Terry with a chorus of *Happy Birthday*.

There had been no elections for the Council this year, as only three candidates had stood for five places: himself, Andy Aiken and Frank Thompson. He had stood for re-election, while Andy and Frank had stood for the first time after being co-opted during the year. The two remaining vacancies would probably be filled by co-option.

Judging by the informal discussion during the adjournment, it seemed that members wanted better communication from the BMAA, and he accepted that this area needed improvement. The BMAA did a lot of work behind the scenes that members did not always appreciate and he accepted that the association needed to do a better job of explaining these activities to members. He read out a list of the various bodies to which the BMAA contributed and went on to discuss the several regulatory changes to which the BMAA had recently had input, such as the extension of SSDR, owner-conducted check flying, training in homebuilts, the advent of microlight hire, extension of the permit window and, most recently the possible weight increase to 600kg.

Some of these developments, such as SSDR and hire, were not beneficial to membership numbers, but nevertheless he believed the BMAA had been right to champion them: its duty was to advance the cause of microlighting, whether or not this had a positive effect on its bank account.

BMAA members continued to give a good account of themselves in international competition, both as flyers and organisers.

In addition to its normal work with permits and mods, the Technical Office continued to expand its remit to include VLA work and to seek A8-26 approval.

Another development was the expansion of courses and seminars, both for inspectors and for the membership as a whole.

The BMAA had an efficient office with smiling staff, a sound financial situtation and very good relationships with the CAA, AAIB, LAA and many others. The Good Aeroplane BMAA was flying straight and level.

However, there were some clouds ahead. Communication, marketing and publicity were moving steadily up the agenda, because SSDR, hiring and the growth of syndicates where only one share-owner was a BMAA member, all contributed to a slow but steady loss of members, which now stood at around 3500 compared to nearly 4000 a decade ago. Microlight ownership no longer came with an effective obligation to join the BMAA, so the association had to make people want to join.

Therefore, his predominant theme during the four quorate Council meetings he had presided over since taking on the chairmanship had been strategy.

MF and *eMF* continued to fly the BMAA flag effectively but they needed to be complemented by the new website, which was now unfortunately a year late, partly because of the CEO's unavoidable absences. However its launch was, he assured the meeting, now imminent. Also, the Forum was now back online and the YouTube and Facebook presence would be strengthened.

He concluded by emphasising that the association was a club run by its members: it needed input from them if it was to satisfy their needs. In return it needed to promote its successes more effectively and improve communication with members.

Two members then asked if a direct route could be established for members to raise questions directly with the Council. At present the system seemed rather haphazard: members could choose any Council member, as their emails and phone numbers all were published in the back of *MF*, but if that individual failed to attend the next meeting, the query could go into limbo.

Owain Johns asked what progress had been made on filling the new marketing position. Rob Hughes replied that because response to the job advertisement had been poor, the Council was considering alternative arrangements.

2A EXTRA AGENDA ITEM

Knowing that several members attending the meeting had been mandated to cast proxy votes, the Chairman proposed that the first of the two proposed changes to paragraph 39a of the Articles of Association (for current articles see *Appendix 2*), and the last of the three proposed changes to paragraph 7 of the Rules (for current rules see *Appendix 3*), be dealt with at this stage, rather than under items 10 and 11 of the agenda.

These changes (see *Appendix 4*) would permit the use of proxy votes for the first time, by making provision for them in the Articles and authorising their use in the Rules. He supported these moves, believing they would encourage member involvement. Were they to be passed, proxy votes would be valid with immediate effect, so to maximise their usefulness in the event of a vote for their introduction, it seemed sensible to discuss the proposal as early as possible in the meeting.

Proposed by *Rob Hughes (7571)* that the Articles and Rules be amended as outlined to permit proxy votes, seconded by *Spencer Harvey (5841).* Passed nem con.

3 MINUTES OF THE 2015 AGM

These were made available and taken as read.

Proposed by *John Rose (2611)* that they be accepted, seconded by *Tim Burrow (2240),* passed unanimously.

4 MATTERS ARISING FROM THE MINUTES

None.

5 RETROSPECTIVE ACCEPTANCE OF THE 2015-16 ACCOUNTS

Proposed *Frank Thompson (9925),* seconded *Roy Hodgson (305),* passed unanimously*.*

6 RECEIVE REPORTS FROM THE DIRECTORS AND STAFF

Each officer present presented salient points from their part of the *Annual Report,* fleshing out certain details by way of an update and in response to questions from the floor.

Chief Technical Officer *Ben Syson* discussed the situation regarding replacement cables from P&M, about which some members had quality-control concerns. The CTO assured members that he had taken a robust approach to this problem and had involved the CAA in a three-way meeting with the manufacturer, but explained that the final decision regarding the quality standard was the CAA's. He also updated members on the situation regarding the agency for the C42, assuring them that there had been positive developments which would become public very soon. *Norman Burr* interjected to inform the meeting that full details would be in the next *MF.*

John Teesdale introduced himself as the new Flight Training Liaison & Safety Officer and was pleased to report that accidents in 2017 had halved compared to 2016, though that picture had been tragically marred by a recent fatality at Plaistows.

Chief Inspector *Rob Mott* gave further details of the courses which the BMAA was now running, for both professionals and members. Non-members could also attend, at a higher fee, an arrangement which he hoped would encourage people to join. The courses would be part of the BMAA's response to the CAA's recent PROUD initiative.

At the Chairman's request, from the floor *Norman Burr* gave a brief resume of *MF* and *eMF* activity during the year. He reported that the magazine was in a broadly stable situation, both as regards finances and personnel, though everyone involved would welcome a return to 52 pages.

Around this time, noticing that members were one after another donning coats to combat the cold, the Chairman adjourned the meeting for approximately half an hour to permit operation of the heating system, the latter having been earlier switched off on account of it being too noisy to permit normal speech.

7 ACCEPTANCE OF THE 2016-17 ACCOUNTS

In the absence of the Treasurer, the Chairman explained that the accounts were broadly in line with projections, a small loss having been incurred. The Association's financial position was very solid, with some £300,000 in the bank plus a building worth a similar amount.

Tim Burrow asked how the income from three-year members was accounted for on a yearly basis. *Rob Hughes* agreed that it was not clear, and undertook to present the infomation differently in future.

Norman Burr asked why none of the Association's reserves had been moved to interest-paying accounts. *Rob Hughes* confirmed that the CEO had been asked to make this change, but it had not happened, perhaps because of the CEO's enforced absences this year.

There was a general discussion about the financial structure of the bursary. *Rob Mott* detailed the funding arrangements, explaining that they were not solely reliant on the BMAA. Outside contributors were also involved.

Proposed by *Rob Grimwood (6573)* that the accounts be accepted, seconded by *Richard Higton (6358),* passed overwhelmingly (2 votes against).

8 ACCEPT PROPOSALS FOR FEE CHANGES

The Chairman told the meeting that because of the loss in 2016-17, fees and membership subscriptions needed to be increased, the latter change requiring a vote by the AGM. The Treasurer's proposal was for a £4 increase to the existing £70 one-year rate. At 5.8%, this was above 2017 inflation but well below inflation if the two previous years of no-change were taken into account.

A lively discussion ensued about the need for a rise, several members pointing out that the Association had substantial reserves.

Proposed by *Laurie Hurman (2565)* that the Treasurer's fee and subscription increases, as promulgated on the BMAA website on or before 1 December 2017, be accepted, seconded by *Roy Hodgson (305).* Passed by 30 votes to 20.

9 APPOINT AUDITORS FOR THE FINANCIAL YEAR 2017-18

The Chairman told the meeting that the same firm of auditors had served the BMAA for many years and continued to do a professional job at reasonable cost.

Proposed by *Rob Grimwood (6573)* that the existing auditors be retained for the financial year 2017-18, seconded by *Richard Higton (6358),* passed nem con.

10 ACCEPT THE REVISED ARTICLES OF ASSOCIATION FOR IMMEDIATE ADOPTION

This item was dealt with concurrently with item 11.

11 ACCEPT THE REVISED RULES FOR IMMEDIATE ADOPTION

The Chairman explained that the changes to the Articles and Rules were largely a tidying-up operation conducted by Vice-Chairman Richard Bisiker, who had expertise in this area. The only significant change to the Articles, the facilitation of proxy votes, had already been dealt with earlier in the meeting; a vote was now needed on the other changes.

The same comment applied to the Rules, except that there was a second significant change: a proposal in the penultimate of the three proposed changes to paragraph 7, to remove the requirement for changes to membership fees to be approved by the membership.

Discussion centred on the latter proposal, with a number of members objecting to the change on the grounds that it reduced member involvement, in direct contradiction to the Association's declared strategy.

Proposed by *Richard Bisiker (8742)* that those changes to the Articles of Association not already voted on earlier in the meeting be accepted. Seconded by *Spencer Harvey (5841).* Passed overwhelmingly (6 votes against).

Proposed by *Rob Hughes (7571)* that those changes to the Rules not already voted on earlier in the meeting be accepted. Seconded by *Frank Thompson (9925).* Rejected overwhelmingly (5 votes in favour).

Proposed by *Laurie Hurman (2565)* that those changes to the Rules not already voted on earlier in the meeting be accepted, with the exception of the penultimate of the three proposed changes to paragraph 7. Seconded by *Tim Burrow (2240).* Passed overwhelmingly (5 absentions, no votes against).

12 ANY OTHER BUSINESS

Proposed by *Mick Broom (0909)*, seconded by *Ben Syson (5542)*:

That the next AGM due in 2018 should be held in late November/Early December at a central venue (just north of Birmingham with Motorway access) in a suitably sized hall with regard

to the possible attendance and the event should have included both trade stands and presentations on suitable subjects of interest to the members. The reason:

- **The position does not preclude our northern members**
- **We need to start to build a possible replacement to the lost show.**
- **Obviously low-cost members-only event**
- **The timing would give the opportunity to fully understand the finances, have orderly elections and a clearer picture of any change needed.**

Speaking in favour it, he maintained that the use of Popham as a venue for the AGM, as proposed for 2018, was a retrograde step for three reasons. Firstly, it was out of sync with the accounting year, which ended in August, and meant that the accounting period being voted on would have started some 21 months ago. Secondly, a spring AGM removed the opportunity to implement AGM decisions during flying's 'quiet season'. Thirdly, being in the far south of England, it was geographically inconvenient to many members.

In discussion, it was generally agreed by platform and hall alike that a May meeting in Popham was not ideal, and that alternatives should be investigated. However, the Chairman told the meeting that it would not be practical to do anything different for 2018.

The motion was rejected by a substantial margin (7 in favour, 2 abstentions).

Subsequent general discussion broadened to cover a number of other matters, including the effect of syndicates and SSDR on membership numbers and the functioning of the BMAA forum and social media. *Richard Bisiker* commented that although these communication avenues were very important, and very welcome, some members used them to promulgate abuse at Council members and other volunteers. He urged members to show respect.

13 APPOINT ELECTED DIRECTORS

The Chairman confirmed that in accordance with the procedures for electing Council members, *Rob Hughes, Andy Aiken*, and *Frank Thompson* would commence three-year terms as directors of the Association at the closure of this meeting.

14 DATE OF NEXT AGM

Popham Airfield, 5 May 2018.

The meeting closed at 3pm approximately.

Minutes prepared by Norman Burr

APPENDIX 1
ANNUAL REPORT

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CEO Introduction

Geoff Weighell

As I report from time to time in *Microlight Flying*, annually in my report here and at the AGM, the members of staff at the BMAA continue to work hard to support the BMAA Board of Directors for the benefit of the members. The work is varied. Some involves processing routine applications, such as for a Permit to Fly revalidation or a microlight pilot's licence. Others are less routine, for example the assessment for airworthiness purposes of a new aircraft type or a modification or repair to an existing type. Behind the scenes of the visible products are the administration staff who make things happen at office level. Renewing memberships, answering queries, sorting the post, conducting health and safety checks, keeping the building and staff safe and secure. All important roles that need to be performed just as well as the more visible and glamorous roles. In this report you will be able to read more details of the work carried out by some of those people. I have every confidence in all of the members of the BMAA staff that I work alongside each day, and would like to thank them for their continued diligence and support.

My work is sometimes a little less obvious. As well as being involved in all the other departments of the BMAA in an oversight capacity I take on a direct responsibility for monitoring aviation regulation. This has led to the opportunity in some cases to influence the reduction or easing of regulation, such as the changes to the NPPL medical last year and the expansion of uses of amateur built microlights. I also lead the BMAA's activity around airspace and airfield challenges. As I have written before, without airfields to fly from and airspace to fly in, our sport would cease to exist and so any time taken up with tasks to preserve our opportunities is time well spent. We are continually engaging with other like-minded groups to strengthen our position. Most recently we have been invited to sit on working groups of the All Party Parliamentary Aviation Group. An opportunity to directly influence Government thinking and policy. All this work is ongoing for the benefit of the members. The BMAA was formed just for these very tasks. Establishing our right to fly and protecting them for the future.

We have plans for the future.
Technical Office. This year the engineers have continued to process applications from members for repairs, modifications and of course Permit to Fly revalidations. They have also approved new designs bringing new aircraft into the UK market. Our CAA Authorisation allows us to approve aircraft that are heavier than microlights and this year as well as microlight derivatives approval for the Pipistrel has been completed. We are encouraging the CAA to recognise that existing regulation in other countries is adequate so that the UK approval process can be simpler. There is some movement on this.

On the near horizon the EU aviation agency, EASA, are proposing changes to the regulations which may mean that the microlight weight limit will be increased. We are actively progressing development of a policy to present to the regulators so that we can make the most of any potential for change.

Some time ago we embarked upon a plan to become approved to work on behalf of the CAA in the field of microlight manufacturer oversight. We have had to wait for the CAA to prioritise their workload to progress this. We hope that this will happen in 2018.

Pilot improvement. The BMAA will be launching a BMAA Pilot's Wings scheme in 2018. This isn't a new idea but a first for the BMAA. In conjunction with the scheme, which is designed to encourage pilots to improve their handling skills and knowledge making them a better safer pilot, the BMAA has started to run aviation specific courses for the enjoyment and benefit of the members. The range of courses will be increased to cover flying skills as well as ground based knowledge.

Build-a-Plane – New Horizons Project. We currently have three aircraft under construction. The projects are taken by schools and universities to encourage a knowledge of microlighting and a practical involvement with hands-on construction. The projects are self-funding, the aircraft are sold following construction, and so the benefit of education, promotion and goodwill comes to us for nothing. We plan to continue the projects and develop the returns.

Pilot training. Although the microlight pilot's licence is granted by the CAA, not the BMAA, the BMAA has a significant influence on the syllabus. Members of the BMAA Training Committee have carried out a review and written a new syllabus which better reflects modern day microlights and the airspace environment. We hope to be able to have this approved and active in 2018. The recent exemption that allows some microlight pilots to fly without a recognised qualification has led the BMAA to develop a basic skills course which encourages new microlight pilots, usually converting from hang gliders, to take some training for their own benefit. The training would count towards a NPPL if they choose to progress to heavier aircraft.

Communication. The BMAA magazine, *Microlight Flying*, has been a valuable source of information for members for many years. This will continue. The BMAA Forum has recently been relaunched with new improved software and will be used as a main communication channel for members. The BMAA website will be relaunched before the end of 2017 and developed further to hold the vast amount of information demanded by members, but also to encourage new participants into the sport that we love.

Governance. The BMAA is run on your behalf by elected members who form the BMAA Council. There is sometimes criticism from members that they are not kept up to date with activity. As a group the Council members and the BMAA staff prefer not to speculate on outcomes, but report success. However, the point has been taken and clearer communication will be a priority for the future.

Five years from now? The BMAA has been in existence for over thirty five years. Formed to protect the interests of a small, but significant, part of recreational aviation there is no doubt that we have been able to protect our interests and expand our sport. We are now in a maintenance and extension period. We mustn't lose the advantages and freedoms that we have gained since the start, but we must also look for areas which will create more benefit for us, the members. Potential changes throughout Europe offer scope for new aircraft, but also risks to our existing privileges. We must actively work to get benefit without suffering losses. Within the UK there is constant pressure on airfields, largely from housing development, and airspace, usually from the expansion of commercial aviation. We are already working hard to keep our airfields and airspace, in fact to influence the release of controlled airspace. What else should we be aiming for? Remember that the BMAA is you, the member. What the volunteers and staff set out to do is entirely guided by your wishes. The Directors have a responsibility to listen to members and set a strategy to take into account the view of the members. Where should we be in five years? Please have your say.

Geoff Weighell

BMAA CEO

BMAA Chief Inspector, Rob Mott, takes a member of the AAIB on a microlight familiarisation flight.

Chairman's Report

Rob Hughes

With another busy year almost at an end, I should start by thanking our staff members who have worked so hard for us in 2017. We welcomed John Teesdale and Jo Pickles to the office while at the same time thanking Pete Watson for his contribution to microlighting as our Safety Officer. We wish Pete well for the future.

A decision on the part of the CAA enabled a new class of sub-70kg microlights; outside of airworthiness and licencing requirements, these aircraft represent where we first started: minimal, lightweight and available to all. We will recommend a training programme to those who see the value in training and hope that these flyers form part of the wider picture in the future. Of course, all single-seaters are welcome to BMAA's annual Single Seat Rally, following another successful event at Enstone in 2017.

At the other end of the weight scale it seems EASA will finally enable a framework to allow a heavier microlight MTOW. We are actively engaged in exploratory discussions with CAA and will report back once the situation is clearer. This may change the face of microlighting in the UK (and elsewhere) and BMAA stands ready to adapt to any outcome.

We saw success in international competitions for the following BMAA members:
2 seat fixed wing: Bronze for Rob GRIMWOOD and John WAITE
Single seat flexwing: Bronze for Colin JOHNSON
2 seat flexwing: Bronze for Tim BURROW and Neil KING

This year the British Microlight Team were awarded the prestigious Prince of Wales Cup by the Royal Aero Club for their achievements at the World Microlight Championships in 2016. The organisers of the same event were also recognised with an RAeC Certificate of Merit. Congratulations to all!

Finally, we will move our 2018 AGM to coincide with the Microlight Trade Fair at Popham. We are a club of our members and we encourage all of you to get involved, have your say and help shape your BMAA for the future. We hope to see you there.

Happy landings and I wish you another successful year of flying in 2018.

Rob Hughes
BMAA Chairman

Chief Technical Officer's Report

Ben Syson

The Technical Office has had another busy year.

First BMAA light aircraft

This year saw the first two BMAA non-Microlight aircraft obtain Permits to Fly. These were a Sky Ranger Swift and a Pipistrel Virus SW. We are expecting the BMAA's light aircraft fleet to increase next year with a number of non-Microlight Sky Ranger Nynjas nearing completion.

New Microlight types

Two new factory-built (type-approved) Microlight types have been approved by the BMAA this year: the HypeR GTR from P&M Aviation, and the Breezer M400. The Breezer is offered by Ascent Industries, to add to their EuroFOX range.

C42 Support

Red Aviation, the UK C42 importer, ran into regulatory problems this summer, with its approval to release new aircraft, and replacement parts, provisionally suspended by the CAA. We released four new C42 Microlights for owners who were caught up in this, and assisted with arranging a temporary CAA authorisation for Comco-Ikarus to release replacement parts into the UK directly.

High hours aircraft

Some airframes in the BMAA fleet - particularly modern training machines - are accumulating many thousands of flying hours, which is many more than Microlights have traditionally been designed for. We are starting to see problems associated with this, such as fatigue cracking. We have been working with LSA and have developed a maintenance regime to keep the Eurostar fleet flying safely. We have also been working with Red Aviation and Comco-Ikarus to update C42 Service Bulletins while Red Aviation's CAA approval is provisionally suspended.

Routine projects

Projects of note include first fitment of a D-Motor to a BMAA aircraft (an X'Air Falcon). We have approved in principle replacement lift struts for a Thruster T600 using an alternative aerofoil extrusion. This is due to none of the original remaining. We hope that this is successful and can become a series modification to help keep the Thruster fleet flying.

Weighing & Check flying

Both the new weighing system, and the new ‘owner’ check flying system, have settled down well.

8.33 kHz channel spacing radios

A reminder that the deadline for replacing 25kHz channel spacing radios, with 8.33kHz channel spacing radios, is the end of this year.

Ben Syson
BMAA CTO

The P&M HypeR flexwing microlight. Designed by Dr Bill Brooks. Approved by the BMAA Technical Office in 2017.

Bill is seen here demonstrating the aircraft to a member of the AAIB during their microlight familiarisation day with the BMAA at Enstone.

Chief Inspector's Report

Rob Mott

This report will provide a brief overview of what has been implemented over the last twelve months. Secondly to provide an insight to future plans with regard to the BMAA's continued airworthiness system and strategy.

BMAA Inspections

BMAA inspectors continue to carry out routine Permit revalidation inspections on behalf of the BMAA. My thanks to all those that are involved in inspection activities, helping to keep the BMAA members flying.

Permit to Fly Revocations

Rolling on from previous years the BMAA has continued to receive notifications of Permit to Fly revocations from the CAA. In the vast majority of cases the reason is simply a mismanagement of change of ownership process or lack of ability to contact the new/current owner. If the change of ownership is not completed properly, after a fixed time period the CAA will suspend the Permit, if no correcting action is taken they then actually revoke the certificate. This has a knock-on effect; in order for the aircraft to fly again a new (and full) Permit to Fly application has to be made to the CAA via a suitably authorised organisation (i.e. Type Approval holder). This will normally be the manufacturer or the BMAA. In either case, it takes time to rectify say when compared to renewing a Certificate of Validity, plus it generates additional cost.

Weighing of Aircraft – grace period ending

A number of aircraft have been transitioned onto the new procedure. The new procedure distinguishes between Basic Empty Weight & Actual Empty Weight (the later includes optional equipment). For aircraft that have moved across, the focus is now to simply track changes as and when they occur, rather than continue with monotonous reweighing.

Notices, Alerts & Information Dissemination

2017 has been another busy year for the production and dissemination of notices, defect alerts and Mandatory Permit Directives (MPDs). Various manufacturers and kit suppliers have been generating bulletins in response to in service issues.

The BMAA website acts as a notice board for such publications, for the benefit of all. Notifications are also sent directly to all active members of the inspectorate.

As mentioned last year all BMAA relevant airframe MPDs (Mandatory Permit Directives) have been collated and organised into the relevant HADS or TADS, all of which are published on the BMAA website. This should simplify the act of checking MPDs for owners and inspectors alike.

Aircraft Surveys
Members of the BMAA Technical Office have surveyed aircraft in the following areas; Bagby, Stratford, Napton, Derby, Marlborough, Enstone and Husbands Bosworth. Some of this work has been in conjunction with the CAA. Like last year, the BMAA is committed to auditing amateur built projects and completions.

First CAA Audit of BMAA A8-26 Approval
Since the BMAA became the first organisation to achieve A8-26 status it has also been the first to have a full CAA external audit. This audit covered numerous areas of operations and procedures. We are proud to report that the Association passed comprehensively.

AAIB
At the end of August, the BMAA held an introduction day for new Air Accident Investigation Branch staff. The aim of the day being to provide familiarisation of the BMAA, how the Association has evolved over the years and finally the current level and scope of activity. After a morning of presentations, the AAIB members went to Enstone airfield for flights in both a fixed wing and flexwing microlights. The day was a valuable exercise for both the BMAA and the AAIB.

SSDR and back again
The BMAA has successfully regained Permit to Fly certificates for two aircraft that had been registered as SSDR. These aircraft have been restored to Permit to Fly status and are therefore allowed, once again, to take passengers as well as operate at their originally designed/intended MTOW. If you're interested in this process please contact the BMAA Technical Office for assistance and guidance.

Modification Status Report
The original modification status report has been discontinued because it worked in conjunction with our old database system, Enterprise. As a temporary measure an all-encompassing spreadsheet has been generated from the new database, it displays the mod status for all aircraft listed at the time specified. This currently on the BMAA website, but will shortly give way to direct membership access.

Database - CiviCRM
The new database has been running for just over twelve months now. All tasks from permit processing to membership admin and some forms of information dissemination are all performed and recorded on this system. Some developed features include real time permit revalidation application progress updates. Also new direct emailing of news items, event notifications and where appropriate important bulletin alerts. It is proving to be versatile and offers new levels of automation not previously available, hence increasing efficiency and reducing admin burden.

Inspector Seminars

A new BMAA Inspector seminar is planned for early 2018. The seminar will be on the subject of the ULPower series of engines and is to be run by the new and recently appointed importers, Metal Seagulls. The course will cover history and development of the series of engines. A detailed overview of the systems and features of the ULPower and finally any particular inspection requirements and in-service issues.

A Senior Inspector standardisation seminar is also planned for the early part of 2018.

FUTURE PLANS

Manufacturer Oversight

The BMAA will continue to take steps towards gaining authorisation to be able to oversee aircraft manufacturers, a substantial extension of the current scope of work. This will have other benefits such as the updating of official documents (TADS) and liaison regarding defects and service bulletins.

Expansion of VLA Fleet

Adding to the two airframes currently operating on a Permit, eight more aircraft are currently under construction, some of which will make it into the air in 2018. Additionally, other VLA types are currently undergoing certification.

New Database Features

It is planned that the new features of the database, as listed below, will be rolled out in the coming months:

- allowing members will be able to view their own aircraft files (including permit history, weight reports and modification docs). *This effectively replaces the modification status report.*
- members will be able make changes to their personal details and to directly submit applications through the system, which includes purchases.
- It will be possible to make Permit applications via the new website/database integration as well as making payment as a part of that process.

Electric Propulsion

Development of inspection criteria for electric propulsion systems and drive trains.

Rob Mott
BMAA Chief Inspector

BMAA Flight Training Liaison and Safety Officer

John Teesdale

I was appointed to the newly created role of BMAA Flight Training Liaison and Safety Officer in September. Pete Watson, the previous Safety Officer had left in February so there's plenty to do and I've hit the ground running.

The Training Liaison part of the job is new and will involve developing and providing guidance for microlight instructors and examiners, together with reviewing and maintaining the NPPL(M) examinations and the training syllabus. The new syllabus and examinations are almost complete and will be issued early next year. This work has all been done by volunteers on the Training Committee and I would like to thank them for their hard work.

The new syllabus will have a different style and format to previous. It will contain photographs, pictures and illustrations to make it much more interesting to read and therefore saleable. Pooley's will provide a design and printing service. They will then market the syllabus under the BMAA banner and BMAA will receive royalties.

The Safety Officer part of the job has been expanded to provide a practical link between flight safety promotion activities and the world of flight training. In the past information gathered that could help improve flight safety has tended to become isolated and the opportunity to pass it on lost. I've always thought that the way safety information was distributed was rather like throwing boxfuls of leaflets out of an aircraft and hoping someone would pick them up. I intend to be more pro-active with the role by visiting microlight flying clubs to give advice and guidance directly, in conjunction with BMAA Club Safety Officers.

There is a lot of statistical analysis involved with the job and I am grateful to Stuart Buchanan for his assistance with number crunching and compiling reports.

Accident Statistics. The good news is that the total number of microlight accidents in 2017 is down by half from 2016. 29 to date (Nov 2017) compared to 58 last year.

Following a review of recent accidents, we have decided to tackle two problem areas as priorities;

1. Loss of control during landing or going-around.

These accidents account for around half of all accidents in the last six years. Guidance will be issued for qualified pilots with an article in MF written by the head of the

Training Committee, Rob Grimwood. We will encourage instructors to target this area with check flights, revision and NPPL biennial checks. I will deliver guidance at the Instructor Seminar in February.

2. Hitting the near/far hedge at short strips.

Another significant problem area centres around taking off and landing at more demanding sites, usually farm or other small private strips. Many pilots learn at or fly from large prepared strips and do not possess the knowledge, skills or experience to tackle the smaller strips. Understandably and quite predictably, they all too often come unstuck.

To tackle this problem, I am writing a Syllabus for a new “Strip Skills Diploma” course for post-license pilots which is designed to revise and strengthen knowledge and skills required to operate from farm and private strips safely. It will be launched in the new year as part of the BMAA Courses Scheme and will be delivered through a network of BMAA Instructors. Other courses will be developed to include Flying Abroad, Water Crossings, Mountain Flying etc..

BMAA Wings Award Scheme

In order to improve flight safety, it is clear that we must give qualified pilots the incentive to commit to post-license self-improvement. We know that as time goes on, knowledge gained during training starts to fade away and although overall experience is gained as more hours are flown, most of this time is spent just flying in a straight line. Many of the skills learned during training become rusty or forgotten altogether and this has an adverse impact on safety. To try and reverse this trend, in 2018 the BMAA will roll out its new Wings Award Scheme.

This is an award scheme for current BMAA members which will give all pilots new challenges and goals to achieve. The award recognises, and is intended to encourage, a pilot’s personal achievements based on self-improvement in skills and knowledge with the intent of becoming a more competent and safer microlight pilot. In addition, gaining a BMAA or CAA qualification that can be used to assist other BMAA members who are microlight pilots. It is intended that this scheme become recognised by the CAA as a Pilot Recognition for Operational Up-skilling and Development (PROUD) scheme. We are also hopeful that the Insurance Industry will recognise that the Wings Award Scheme makes pilots safer by offering reduced insurance premiums to award holders, in a similar way to Advanced Motorists.

There will be four levels of award; Bronze, Silver, Gold and Diamond. Each level will require a combination of knowledge and skills based credits. Knowledge based credits will include BMAA First Aid or Fire courses, GASCo or BMAA safety evenings, ATC visits etc. The Skills based credits will require the pilot to gain more hours, plan and fly cross country navigation tasks of increasing length and accuracy and complete BMAA post license Flying Skills courses, such as the Strip Skills course.

2018 Safety Days/Evenings

I have started to work on the content of these. I will be focusing on Human Factors, Spatial Awareness, distraction and stress as being significant contributory factors in accidents and infringements. I will encourage all pilots to take up the Wings Scheme and BMAA courses.

I will be encouraging all Microlight Clubs and Schools, especially those operating within or close to busy airspace, to contact and work together with other airspace users in their area to improve safety. By making each other aware of respective numbers, speeds, operating heights and areas, it is possible to reduce the chance of Airproxes or collisions.

John Teesdale
BMAA Flight Training Liaison and Safety Officer

John with his other aeroplane

BMAA Courses

Throughout this report you will have read references to BMAA Courses. For some time we have considered how to run courses for the benefit of the members. For education, interest and enjoyment.

During 2017 Rob Mott has taken a very active role in setting up a BMAA Course web site and making the first two courses actually happen. With the introduction of the BMAA Pilot's Wings scheme and the arrival of John Teesdale at the BMAA the development of courses is now well underway. Read below what Rob Mott has to say:

BMAA Pilot Courses

As promised last year a new initiative has been launched, BMAA Pilot Courses. The aim of the project being to produce a series of pilot courses designed to primarily benefit the membership, but also the wider aviation community. The courses will cover a widening range of aviation relevant topics, delivered by experts and offered to BMAA members at discounted rates.

The first two courses, conducted in October 2017, were Aviation First Aid (10 attendees) and Aviation Fire Training (10 attendees), both proved to be very successful.

The October 2017 Fire Course students with their pass Certificates.

These courses will be repeated at a variety of locations in 2018, details of which are to be announced shortly. Complementary and simultaneously to this a new suite of flying courses are also being developed, aimed at qualified pilots.

Current Courses	Flying Courses (in development)
Aviation First Aid	Strip Skills
Aviation Fire Training	Mountain Flying
Beginners Guide to Flying Abroad	Flying Abroad

Development of BMAA Pilot Courses

2018 will see the expansion of the new scheme. Below are some ideas and initial proposals with regards to ideas for courses and potential new venues:

Course Ideas/Proposals	Future Venues
• RT courses • Engine Maintenance & General Aircraft Skills • Weather School • Flexwing Rigging • Check Flying • Looking after your aircraft • Human Factors • Aircraft Ownership & Syndication • Modifying your aircraft • Understanding Weight & Balance • Amateur building	• Wolverhampton Business Airport (confirmed) • Enstone (confirmed) • Rufforth (confirmed) • East Fortune (confirmed)

The October 2017 First Aid Course students with their pass Certificates.

Successful attendance on BMAA Courses will count as credits towards the BMAA Wings scheme awards.

You can keep up to date with further course developments through the dedicated BMAA Course web site.

www.bmaacourses.co.uk

BMAA Publications

Geoff Hill

MF

The bad news is that MF continues to be 48 pages, down from the 52 of three years ago due to a fall in advertising. The good news is that although the number of editorial pages dropped by four, the number of advertising pages every issue has dropped by five and sometimes six or seven, so we actually have one to three more pages of editorial than we had before. Having said that, I'd be keen to get us back to 52 at some stage if it was financially feasible. At a very useful editorial team meeting in February, Geoff Weighell said he would review the financial situation in August to see if a return to 52 pages is possible. After discussion with treasurer Rob Grimwood, he's considering the matter as I write this.

In terms of staff, Norman Burr continues to do a brilliant job as consulting editor, from writing inspired letters headlines and drafting the initial design to catching my Cubes (Cock-ups by editor) before they make it into print. I've lost count of the number of times he's kept me right and stopped me making a fool of myself – no mean feat.

Reporters Paul Kiddell and Merv Middleton continue to do sterling work, with Paul also spreading the word about microlighting to full fat flyers with some great spreads on touring in Flyer magazine.

The free landing vouchers scheme instigated by Rick Goddin stopped due to lack of response from airfields in spite of huge efforts by Merv, but Rick has offered to resurrect it in Spring 2018, helped by Merv and Paul.

At Pagefast, Ian Norris never fails to amaze me by his skill in designing MF and eMF, writing inspired text and often going out of his way to find extra information that Norman and I have missed, all with his customary humour and grace.

Feedback from readers continues to be good, as witnessed by the howl of protest which greeted the unfortunate Keith Osborne when he dared to criticise Avgas.

Contributors, especially regular ones, are also taking on board the advice of the guide to writing for MF on the BMAA website, specifically start with an attention-grabbing intro then less is more: i.e. only write about the interesting bits, not absolutely everything, because if it doesn't interest you, it certainly won't interest the reader. I've tried to keep stories of trips down to a maximum of two pages, which is where I think they run out of steam unless they're very well written.

As always, I will continue to publish all letters, albeit edited, unless they're factually incorrect or libellous, since the moment I start censoring letters is the moment that members stop thinking of MF as their magazine and the vehicle for their opinions. The result of that policy is a diverse and interesting letters section, and I think the fact that we have up to 11 pages of letters and other flying mags have none shows how engaged readers are with MF as their magazine.

eMF

I hear from Ian that according to Geoff Weighell in meetings with GASCo and suchlike that eMF is the model that other online mags should aspire to, which is very nice to hear. I think it's been a really successful combination of teasers for MF, late news, all the photo comp entries and videos.

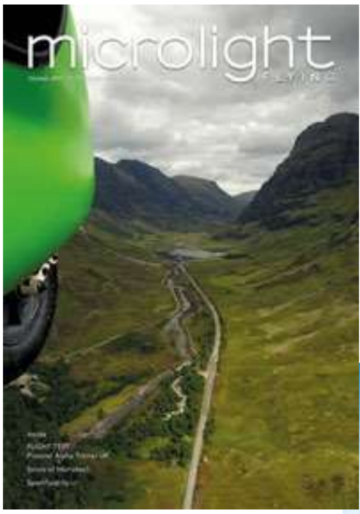
Finance

As indicated at the February meeting, the cost of MF had increased slightly, mainly due to a drop in advertising, but the cost to members had only risen by £1 per year. The breakdown of publishing costs is reported in the Treasurer's report further on.

At the February meeting, Geoff Weighell said he was reasonably happy with the MF financial situation, since he regarded it and eMF as a necessary cost and an important service to members. At that meeting, Paul Henry, MF's Head of Advertising, reported that the decline in MF ads seemed to have stopped, and they were actually increasing again.

The MF expenses budget is £3,800 per annum, and yet again I've failed to spend it all, with the total for the financial year £3,216.17, down from £3,394.55 the year before. Sorry about that.

Geoff Hill
BMAA Editor



Some of our stunning 2017 MF cover shots

Treasurer's Report

Rob Grimwood

The BMAA financial year 2016-2017 ended on 31st August 2017, therefore we currently sit three months into the new financial year 2017-2018. This report summarises the 2016-2017 financial year and then goes on to make recommendations as to the fee structures for this current year in order to meet our ongoing financial goals.

We ended the 2016-17 year having made a loss of £9,395 as opposed to the last two years where we made a loss of £15,670 and a profit of £29,000 respectively.

Last year for the second year running we decided not to increase our fees with the prediction of roughly breaking even which was the financial target set by the BMAA Council.

The loss we made last year equates to 1.5% of our income which means again we have got very close indeed to our goal of breaking even. Furthermore, if you take the last three years as a whole we have actually made a small profit of around £4000.

The main differences in this financial year were:

Income

- Membership UK and Overseas down £7600 – Although the membership income is down in terms of money this is only partly due to a reduction in the number of members. We believe that some of the reduction in revenue is a timing issue due to 3 yearly memberships and / or family memberships and the take up of discounted membership fees for young and student members. This has been down for the last two years and will be very interesting to see if it increases this year. We are always looking at new ways of gaining members and looking after current members. This year we went to a major London exhibition with the goal of gaining new members. More on this below.
- *This is Microlighting,* our publicity magazine, had increased sales but also costs due to a new print run.
- Airworthiness income was down just over £9000. An amount of this is down to people deregulating their aircraft.
- Mods and Homebuilds were up by £1600
- Type approval work up £1,800 – the work we do for manufacturers.
- NPPL Fees up £3100 – This is good news and means plenty of people are learning to fly microlights.

Expenses

- Event expenses were up by £9500 due to us attending at the Daily Telegraph Outdoor Adventure and Camping show in London. The BMAA had a good stand which was very well staffed. We sold a few vouchers and got lots of interest in

Microlighting but overall we felt we would not exhibit at such a costly show again. Members are often asking what we do for promotion with our reserves and this is an example of what we do but we feel we did not get enough value for money so will not do it again in the same way.

- Simulator expenses we up by nearly £3000 due to buying a new computer after the old one blew up and renovating the simulator trailer to maintain its safety on the road.
- Donations were down £6700. The main reason for this was that we did not take any money for the BMAA bursary as we had plenty in the pot from previous years as well as from external donations.
- Software and IT costs were down by nearly £27000. This was because last year we had a new website and new database designed after the old software was no longer supported. The database is up and running and the website will be running very soon.
- Professional fees down by £1600
- Insurance down £6200 – Mainly due to no longer paying for check flying insurance.

Recommendations for this financial year

Last week I got together with the CEO and we conducted a thorough review of last year's figures and looked at the budget for this financial year, which started in September. We have added the values of known expenditure and increased others by 3%, the current rate of inflation.

Although we have not yet employed a direct marketing member of staff we have decided to allow for a part time position in the budget. We have also included a contingency of £5000.

Without increasing the fees at all the budget shows a significant loss this year therefore we have no choice but to increase the fees. This will be the first time in three years that we increase the fees. The increase has not yet been decided upon but will be in the region of 5% which is only 2% above the current rate of inflation. The new fees are due to come into effect from the first of January next year.

Department Reports

To help understand where income and expenditure are generated we have created reports for the activities which form the basis of the functions of the BMAA.

Actual income and costs are allocated to the activity where they occur and a proportion of overheads are allocated based upon the staffing requirements of each activity. Some activities will show a significant cost, whilst others make an overall positive contribution to the income of the BMAA. Because the BMAA is run for the benefit of all members and offers potential benefits to all, such as availability of airworthiness services, it is accepted that a degree of subsidy for some activity from other income will be needed. This report shows the financial states of the activity groups and the summary of the final annual position of the BMAA at the most recent year end, August 31st 2017.

Administration Department

Income	
Shop & General sales	6,255
Build A Plane	0
	6,255
Costs	
Stock cost of sales	4,132
Council & CEO	223
Depreciation	6,830
Office running	30,884
IT	15,725
Overheads	81,773
	139,567
Total Administration Department	**(133,312)**

Within every organisation there is a cost to just being in existence. At the BMAA we call this the Administration cost, where income and expenditure cannot be directly allocated to a particular main activity but is needed by all. Included will be such items as the availability of heating, lighting, water, telephones and communications and premises costs.

Membership Department

Income	
Membership fees	242,724
Show income	0
Other events	248
Donations	305
	243,277
Costs	
Council	3,290
Promotions	507
Simulator Costs	2,956
Representation UK & O'seas	2,326
Shop	0
Commissions	1,150
Competition	2,822
Shows	13,800
Royal Aero Club	4,703
WMPC	0
Overheads	28,519
	60,074
Total Membership Department	**183,203**

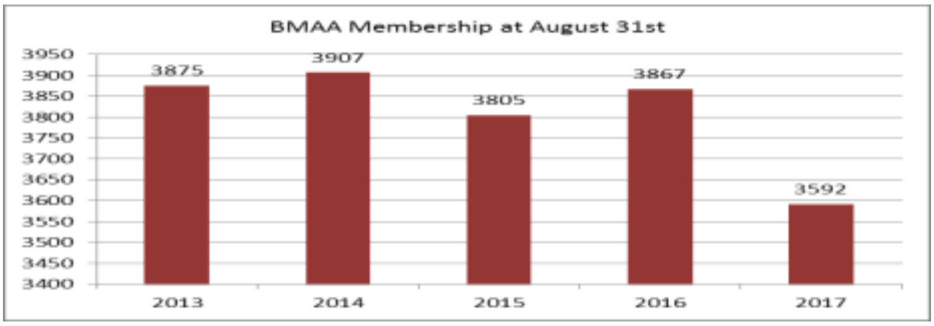
The Membership department income activity comes from membership fees and other sources where the activity is undertaken for the benefit of BMAA members.

Costs attributed to the membership department are those resulting from running the membership system and such activity as representing the member's interests in regulatory and other interest areas.

The cost of events is also included to balance the income from events.

The Membership department is an overall contributor to the BMAA finances, although without the other activities carried out by the BMAA there would be less reason for a microlight pilot to be a member.

Total BMAA members



Engineering Department

Income	
Mods & Homebuilds	8,732
Type Approval Work	1,622
	10,354
Costs	
CTO/Tech & research expenses	2,497
Representation UK & O'Seas	0
Overheads	130,898
	133,395
Total Engineering Dept	**(123,042)**

The Engineering department can be considered to be a loss leader in financial terms.

Without a resource to approve designs, whether they be new aircraft, modifications or repairs, BMAA members would have to pay the higher costs of CAA fees and possibly suffer slower turnaround times for applications.

Having an engineering department staffed by engineers who are also microlight pilots benefits the speed and proportionality of the approach to applications.

Subsequent renewal fees through the ongoing airworthiness system will offset much of the differential between the cost of an approval and the fees charged for it.

Airworthiness Department

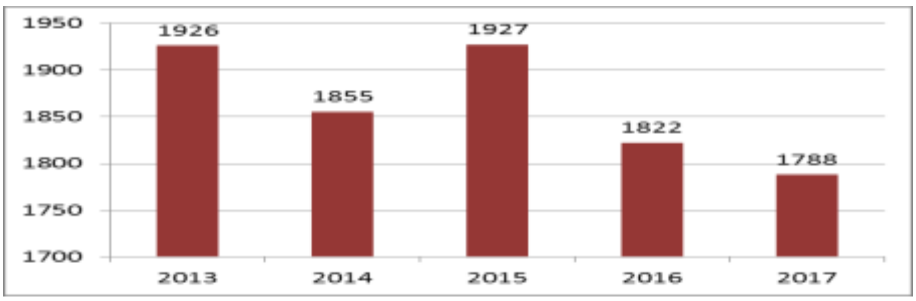
Income	
Airworthiness	274,217
Inspector fees, Assessments & Audits	5,672
Seminar fees	0
	279,888
Costs	
CAA	8,970
Chief Executive	50
Chief Technical Officer	0
Chief Inspector	1,102
Chief Check Pilot	228
Technical & Research	1,786
Representation UK & O'Seas	0
Seminar expenses	0
Overheads	94,785
	106,921
Total Airworthiness Dept	**172,967**

The Airworthiness department is responsible for the on-going airworthiness of the BMAA microlight fleet.

It is this department that is responsible for the appointment, on-going training and supervision of inspectors. The income from the inspector activity covers the expense incurred by the Engineering department that generates the approvals to which the inspectorate work.

The inspector system is, to the BMAA as a business, a high risk area and a large proportion of the overheads can be directly attributed to insurance and oversight costs. This year the BMAA has started running courses which as well as being member benefits will in the future make a small surplus.

Total permits issued



Flight Training Department

Income	
Examiner & Instructor fees	5,715
CAA NPPL income	28,972
Seminar fees	4,029
	38,716
Costs	
CEO	113
Promotions	99
Representation UK & O'Seas	0
Seminar exps	3,352
Panel & Training Committee exps	4,608
Overheads	31,905
	40,077
Total Flight Training Department	**(1,361)**

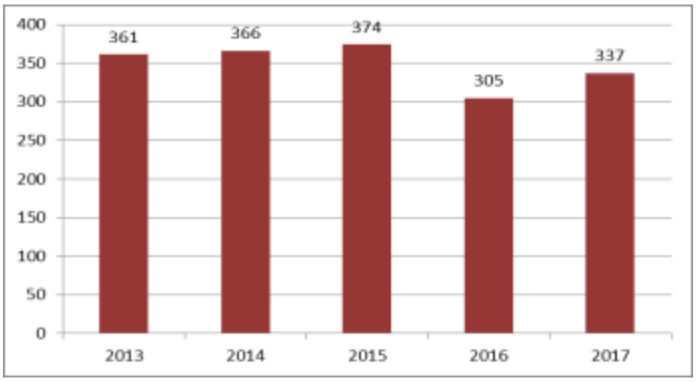
When the NPPL was introduced in 2002 the BMAA agreed a contract with the CAA to provide an information centre for NPPL enquiries, process and recommend applications for NPPL Microlight Class ratings, write examinations, develop instructor and examiner training and generally run the NPPL Microlight system.

Income is derived from a part of all the NPPL applications that are made through the BMAA and fees levied on instructor and examiner activity.

There are specific staffing requirements for the department and an annual approval fee to the CAA. The BMAA Training Committee is funded from this department and is run by volunteers who work to support and advise microlight instructors.

This year a new position Training Liaison and Safety Officer was introduced. The training Liaison side was felt necessary to help support the training committee but also to strengthen the understanding of the Safety officer role as many accidents are caused by fundamental issues which could be sorted out by better initial or continued pilot training.

Total NPPL recommendations made



Flight Safety Department

Income	
	0
Costs	
CI/Safety Officer	351
Representation UK & O'Seas	0
Overheads	13,231
	13,582
Total Safety Department	**(13,582)**

The BMAA continues to improve its efforts to promote flight safety to all microlight pilots. Although this department shows no income the education that we hope to pass on is, we believe, a valuable contribution to the British microlight movement.

Improvements in flight safety reflect well on microlighting as a sector of General Aviation. An improved reputation encourages potential pilots to take up microlight flying and so has the added benefit of promoting our sport.

Publications Department

Income	
MF	
Magazine	27,576
This is Microlighting	1,163
MF Website income	45
	28,784
Costs	
MF Magazine costs	108,605
This is Microlighting costs	1,421
MF Website costs	6,950
Overheads	6,076
	123,052
Total Publications Department	**(94,268)**

The public face of the BMAA is the monthly magazine, *Microlight Flying*. MF is seen as a major benefit of being a BMAA member and allows the Council members and staff of the BMAA to communicate with members, as well as provide other information and entertainment.

Income comes from advertising revenue, no copies are sold. Production costs and delivery are the expense incurred. These costs are reviewed on an ongoing basis to try to achieve best value for the membership.

Financial report compiled by Rob Grimwood
BMAA Treasurer

BMAA Summary of accounts year end August 31st 2016

DETAILED PROFIT AND LOSS ACCOUNT

		2017		2016
	£	£	£	£
Turnover				
Membership fees		242,724		250,382
Magazine income		27,576		28,498
PR, marketing sales		6,280		4,474
Airworthiness document fees		284,936		293,833
Inspector fees		5,672		5,581
LIAC NPPL (CAA)		28,972		25,801
Examiners fees		2,507		3,057
Instructor fees		3,208		3,158
Seminar fees		4,029		4,475
Competitions and sponsorships		318		93,070
		606,222		712,329
Cost of sales				
Airworthiness and technical	1,817		2,877	
Safety costs	1,304		906	
Panel expenses	3,495		2,720	
Magazine and newsletter costs	108,605		107,816	
Postage and stationery	6,696		5,761	
Club commissions	1,150		1,260	
PR, marketing sales	29,270		14,675	
Civil Aviation Authority	13,724		15,451	
Competitions and events	6,300		100,371	
Test pilot insurance	5,116		19,093	
		(177,477)		(270,930)
Gross profit	70.72%	428,745	61.97%	441,399

SCHEDULE OF ADMINISTRATIVE EXPENSES

	2017 £	2016 £
Administrative expenses		
Wages and salaries	283,507	284,308
Social security costs	25,718	25,079
Staff pension costs defined contribution	10,204	10,196
Repairs and renewals	465	632
Rates	9,593	9,538
Property repairs and maintenance	590	(3,555)
Other insurance	39,356	31,568
Hire of equipment (not operating lease)	5,399	6,621
Computer costs	11,200	26,252
Office and travel expenses	24,599	32,702
Subscriptions	5,725	4,856
Consultancy fees	3,450	4,290
Audit fees	3,175	3,160
Charitable donations	2,100	2,800
Bank charges	3,536	3,362
Telephone	2,693	2,643
Donations to bursary fund	-	6,000
Depreciation	6,830	6,617
	438,140	457,069

Summary	2017	2016
Gross profit	428,745	441,399
Administrative expenses	(438,140)	(457,069)
Operating loss	(9,395)	(15,670)

Company Structure

BMAA Ltd

Company No:	01678351
Company address:	The Bullring Deddington Banbury Oxfordshire OX15 0TT

Directors (at 28/11/17):

Rob Hughes	Chairman
Andy Aiken	
Richard Bisiker	Vice Chairman
Rob Grimwood	Treasurer
Spencer Harvey	
Terry Viner	

Chief Executive	Geoff Weighell
Company Secretary	Geoff Weighell

APPENDIX 2
ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF

THE BRITISH MICROLIGHT AIRCRAFT ASSOCIATION

incorporated as BRITISH MICROLIGHT AIRCRAFT ASSOCIATION Ltd., a company limited by guarantee

Table of Contents

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

BRITISH MICROLIGHT AIRCRAFT ASSOCIATION Limited[1]

PART 1
INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. <u>Defined terms</u>

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006 as modified by statute or re-enacted from time to time;
"Articles"	means these articles of association, as may be amended from time to time;

[1] These Articles were adopted by special resolution of the Company dated [11 June 2012]

"Associate Member"	means a club, organisation or individual (which is not a Voting Member) admitted from time to time to membership of the Company in accordance with Article 29 and any applicable Rules;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"the Board", or "Council"	means the board of directors of the Company established from time to time in accordance with Article 19, the members of which are the directors of the Company for the purposes of the Companies Acts;
British Microlight Aircraft Association. (BMAA)	The UK Association for which the Company controls the assets.
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Club"	means those clubs admitted from time to time to membership of the Company in accordance with Article 29 and any applicable Rules and who are entitled to receive notice of, attend and vote at general meetings;
"Chair"	means the chair of the Board as appointed by

	the Board in accordance with Article 24;
"chair of the meeting"	has the meaning given in Article 14.2 (in respect of a board meeting) or Article 36.2 (in respect of a general meeting);
"Chief Executive"	means the person appointed as Chief Executive in accordance with Article 25.
Civil Aviation Authority of the United Kingdom. (CAA)	The regulating body for aviation in the UK.
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;
"Company"	means the above-named company;
"Co-opted Director"	means a director appointed in accordance with Article 19.2.5;
"director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Director"	means a director elected in accordance with Article 19.2.4;
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;

"general meeting"	means an annual general meeting or other general meeting of the Company;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"members"	means the Voting Members and Non-Voting Members together;
“Microlight Aircraft”, “Microlight”	An aircraft conforming to the definition as determined by the Civil Aviation Authority.
"Non-Voting Members"	means all members of the Company other than the Voting Members and who shall not be members for the purposes of the Companies Acts;
"the Office"	means the registered office of the Company;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 12;
"President"	means the person appointed from time to time as president under Article 51;
"proxy notice"	has the meaning given in Article 43.1;
"Rules"	means the rules policies, regulations, terms of reference and standing orders of the Company made by the Board or by the Company in general meeting, as amended

	from time to time;
"Self-Propelled Hang-Glider"	A Self-Propelled Hang-Glider conforming to the definition as determined by the CAA, and includes paramotors. They meet the definition of a microlight aircraft.
"special resolution"	has the meaning given in Section 283 of the 2006 Act;
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act;
"Sub-115kg Microlight"	A single seat microlight aircraft that is exempted from the requirements from compliance with the Air Navigation Order as determined by the CAA.
the Sport	means microlight aircraft aviation;
"Territory"	means the United Kingdom of Great Britain and Northern Ireland;
"Treasurer"	means the person appointed from time to time as the treasurer under Article 27.3;
The Magazine	The members' magazine(s) published by the Company
Very Light Aircraft. (VLA)	Such non-microlight aircraft as may fall within the airworthiness responsibilities of the BMAA by airworthiness approvals as granted by the CAA.

"Voting Members" — the members of the Company who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Company for the purposes of the Companies Acts;

"writing" — means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Name and Registered Office

2.1 The name of the Company is British Microlight Aircraft Association Limited.

2.2 The registered office of the Company is to be in England or Wales.

3. Objects

3.1 The objects for which the Company is established ("Objects") are:

3.1.1 to act as the governing body for the Sport in the Territory;

3.1.2 to act as the representative member for the Territory in international affairs and to affiliate to and carry out functions delegated to it by other relevant bodies;

3.1.3 promote, administer and encourage the development of, and participation in the Sport within the Territory;

3.1.4 to develop and implement a strategy for the development of the Sport in the Territory including strategies for each of: performance at international and national level; national competition; increasing participation; encourage the formation of clubs and schools; and assist in negotiation for new flying sites and protect existing ones;

3.1.5 to try to influence the rules pertaining to the conduct of microlight flying for the benefit of the participants.;

3.1.6 to develop a public relations and promotion programme for the Sport in the Territory;

3.1.7 to develop a competition programme and co-ordinate competition fixtures across the Territory;

3.1.8 to select the representative teams to represent the Territory in international events;

3.1.9 to consult and co-operate with other organisations operating in the Sport within the Territory in all matters relating to the administration, promotion and participation in the Sport;

3.1.10 to develop and nurture relationships with, and influence policy of, relevant government departments and European regulatory bodies;

3.1.11 to encourage the continued maintenance of standards of training and flying of microlights

3.1.12 to encourage the continued maintenance of standards in the design, construction, upkeep of microlights and VLA category aircraft;

3.1.13 to take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the Company;

3.1.14 to undertake and execute charitable trusts for the benefit of the Sport; and

3.1.15 to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 3.

4. Powers

4.1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").

4.2 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.

4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Company:

4.3.1 of remuneration of any director of the Company in accordance with Article 22;

4.3.2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 22;

4.3.3 of interest on money lent by a member of the Company or its directors at a commercial rate of interest;

4.3.4 of reasonable and proper rent for premises demised or let by any member of the Company or by any director; [or]

4.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Company; or

4.3.6 other payments as are permitted by these Articles.

5. Liability of members

5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 5.2.

5.2 The items for which the members undertake to contribute are:

5.2.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;

5.2.2 payment of the costs, charges and expenses of winding up; and

5.2.3 adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

6.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

6.2 No resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

7. Directors may delegate

7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

7.1.1 to such person or committee;

7.1.2 by such means (including by power of attorney);

7.1.3 to such an extent;

7.1.4 in relation to such matters or territories; and

7.1.5 on such terms and conditions;

as it thinks fit.

7.2 All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.

7.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

8.1 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.

8.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

8.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be two.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10. Unanimous decisions

10.1 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.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

10.4 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.

11. <u>Calling a meeting of the Board</u>

11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

11.2 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Chief Executive to give such notice.

11.3 Notice of any meeting of the Board must indicate:

- 11.3.1 its proposed date and time;
- 11.3.2 where it is to take place; and
- 11.3.3 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.

11.4 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 Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

12. <u>Participation in meetings of the Board</u>

12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

12.1.1 the meeting has been called and takes place in accordance with these Articles, and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 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.

12.3 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.

13. Composition of the Board and Quorum

13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is five.

13.3 Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.

13.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

13.4.1 to fill a casual vacancy arising among the directors in accordance with Article 28; or

13.4.2 to admit Voting Members to the Company.

14. Chairing of meetings of the Board

14.1 The Chair, or Vice-Chair in his absence, shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which he shall be present.

14.2 If at any meeting the Chair and Vice-Chair are not present within fifteen minutes after the time appointed for holding the meeting or they are not willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting".

15. Casting vote

15.1 If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

16.1 Subject to Article 16.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 The prohibition under Article 16.1 shall not apply when:

16.2.1 the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of the 2006 Act notwithstanding such interest;

16.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

16.2.3 the director's conflict of interests arises from a permitted cause.

16.3 For the purposes of Article 16.2, the following are "permitted causes":

16.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any);; and

16.3.2 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

16.4 For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

16.5 Subject to Article 16.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.

16.6 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16.8 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with Article 16.2.

16.9 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a sub-committee formed under Article 7.

17. Records of decisions to be kept

17.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all sub-committees) and by the Company at general meeting.

17.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

18. Directors' discretion to make further rules

18.1 The Board may from time to time make, vary and revoke Rules relating to membership of the Company including (without limitation) Rules:

18.1.1 setting out different categories of membership of the Company;

18.1.2 setting out rights, privileges and obligations of the different categories of member;

18.1.3 setting the levels of subscriptions or entrance fees to be paid by the different categories of member;

18.1.4 for the appointment of committees to assist the Board in the better administration of the Company.]

18.2 Subject to Article 51, the Board (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke Rules for the better administration of the Company including (without limitation):

18.2.1 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Company;

18.2.2 regulations to ensure compliance with national and international rules relating to doping control;

18.2.3 regulations setting out disciplinary procedures for members;

18.2.4 regulations for the promotion and organisation of competitions;

18.2.5 child protection policies;

18.2.6 equity and equality policies; and

18.2.7 such other regulations or policies as the Board thinks fit.

18.3 Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the Companies Acts and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS

19. **Methods of appointing directors**

19.1 The number of directors shall be not less than four and shall be subject to a maximum of ten.

19.2 The members of the Board shall be:

19.2.1 the Chair;

19.2.2 the Vice-Chair;

19.2.3 the Treasurer;

19.2.4 up to seven (7) (or such lower number as the Board shall from time to time decide) Elected Directors; and

19.2.5 up to two other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of directors at any one time shall not exceed the maximum number (if any) fixed by these Articles. Co-opted directors shall be entitled to vote at meetings of the Board and may be co-opted beyond their initial term with the approval of the Voting Members in general meeting.

19.3 The Board may at its discretion award honoraria to such persons as it thinks fit [provided that the honoraria shall not to any extent be determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company's gross income from some or all of its activities].

19.4 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

20. Elected Directors

Each Elected Director shall serve for a three-year term from the annual general meeting at which he is elected to the annual general meeting in the third year after his election, but shall be eligible for re-election for any further terms of three years, or at the election following their resignation. The election for the office of Elected Directors shall be conducted in accordance with Article 27.

21. Termination of director's appointment

21.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:

21.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a director by law;

21.1.2 a bankruptcy order is made against that person;

21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

21.1.4 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 three months;

21.1.5 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;

21.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;

21.1.7 that person is requested to resign by all the other members of the Board acting together;

21.1.8 that person ceases to be a member; or

21.1.9 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.

21.2 A person serving as Chair, Vice-Chair or Treasurer who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chair, Vice-Chair, or Treasurer (as appropriate) and the vacancy shall be filled in accordance with these Articles.

22. Directors' remuneration

22.1 Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

22.2 Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

22.3 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:

22.3.1 is fixed having regard to the current remuneration of directors in comparable posts;

22.3.2 does not exceed the general market rate for directors providing comparable services; and

22.3.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company's gross income from some or all of its activities.

22.4 No director shall take any loan from the Company.

22.5 For the avoidance of doubt, no payment shall be made by way of remuneration to a non-executive director.

22.6 Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries (if any) or of any other body corporate in which the Company is interested (if any).

23. Directors' expenses

The Company may pay any reasonable expenses which the directors (including non-executive directors) properly incur in connection with their attendance at:

(a) meetings of the Board or committees of the Board; or

(b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

24. Chair and Vice-Chair

24.1 The Board may appoint Elected Directors or Co-opted Directors to be the Chair and Vice-Chair on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.

24.2 The Chair and Vice-Chair shall have such rights and privileges as the Board shall from time to time prescribe.

24.3 The office of Chair or Vice-Chair shall be vacated with immediate effect if the person appointed as Chair ceases to be a director of the Company.

25. Chief Executive

Subject to the provisions of the Companies Acts, the Chief Executive shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any Chief Executive appointed may be removed by them.

26. Company Secretary

Subject to the provisions of the Companies Acts, the company secretary shall be the Chief Executive.

27. Elections

27.1 Any Voting Member may nominate another member to be an Elected Director. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.

27.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a postal ballot in accordance with the provisions of Article 27 as directed by the Board. The results of any such election must be announced at the annual general meeting.

27.3 Elections for the posts of Chair, Vice-Chair and Treasurer shall be held at the first Board Meeting following each Annual General Meeting, which shall be held within one calendar month of the Annual General Meeting.

28. Casual Vacancies

28.1 A casual vacancy arising among the offices of Chair, Vice-Chair, Treasurer or an Elected Director, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

PART 3
MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

29.1 The subscribers to the Memorandum of Association of the Company as at the date of incorporation, and such other persons as are admitted to membership by the Board in accordance with these Articles (and any applicable Rules), shall be the Voting Members of the Company.

29.2 No person shall become a member of the Company unless:

29.2.1 that person has completed an application for membership in such form as set out in the Rules, and

29.2.2 the Board has approved the application.

29.3 Every corporation and unincorporated association which is admitted as a Voting Member may exercise such powers as are prescribed by Part 9 of the 2006 Act.

29.4 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members.

30. Conditions of membership

30.1 All members shall be subject to the Rules.

30.2 The members shall pay any entrance fees and annual subscriptions set by the Board under Article 29.4. Any member whose subscriptions and/or entrance fee is more than three months in arrears shall be deemed to have resigned his membership of the Company unless the Board decides otherwise.

31. Termination of membership

31.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

31.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and in the case of a Voting Member his name shall be erased from the register of members. The Board may exclude the member from the Company's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Company's premises to attend that meeting (if it is held at them) for the purpose of making his representations.

31.3 A member may withdraw from membership of the Company by giving notice in accordance with the Rules.

31.4 A membership terminates automatically when a person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.

31.5 Membership is not transferable.

31.6 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 his subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

32. Notice of and Calling General Meetings

32.1 General meetings are called on at least 14 clear days written notice

32.2 A general meeting may be called at any time by the Board or by the Secretary acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.

32.3 On receipt of a written request made pursuant to Article 32.1, the Secretary must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.

33. Annual General Meetings

33.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

33.2 The annual general meeting shall be held for the following purposes:

33.2.1 to receive from the Board the Company's accounts;

33.2.2 to receive from the Board a report of the activities of the Company since the previous annual general meeting;

33.2.3 to appoint the Company's auditors;

33.2.4 to receive a report from the Chair;

33.2.5 to elect the Elected Directors in place of those retiring; and

33.2.6 to transact such other business as may be brought before it.

33.3 All general meetings, other than annual general meetings, shall be called general meetings. The business of such general meetings shall be decided by the Board subject to due notice having been given.

34. <u>Attendance and speaking at general meetings</u>

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 meeting.

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

34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

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.

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.

34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

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.

35. <u>Quorum for general meetings</u>

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.

35.2 Subject to Article 38.6, 1.5% of the voting membership as at 1 Jan previous, subject to a minimum of 25 Voting Members present in person or by proxy shall be a quorum.

36. <u>Chairing general meetings</u>

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 he is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start the directors present, or (if no directors are present), the meeting, 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.

36.2 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

37. Attendance and speaking by directors and non-members

37.1 Directors may attend and speak at general meetings.

37.2 The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

38. Adjournment

38.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

38.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.2.1 the meeting consents to an adjournment, or

38.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

38.4 When adjourning a general meeting, the chair of the meeting must:

38.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:

38.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

38.5.2 containing the same information which such notice is required to contain.

38.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting three Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

39. <u>Voting: general</u>

39.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.

39.2 A resolution put to the vote of a general meeting must be decided on a show of hands 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.

39.3 In the event of an equality of votes either on a show of hands or a poll, the Chair is entitled to a casting vote in addition to any other vote he may have.

39.4 Every Voting Member is entitled to send one representative to general meetings and each of those representatives shall have a vote.

40. Errors and disputes

40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

40.2 Any such objection must be referred to the chair of the meeting whose decision is final.

41. Poll votes

41.1 A poll on a resolution may be demanded:

41.1.1 in advance of the general meeting where it is to be put to the vote, or

41.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

41.2 A poll may be demanded by:

41.2.1 the chair of the meeting;

41.2.2 the Board; or

41.2.3 two or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, 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.

41.3 A demand for a poll may be withdrawn if:

41.3.1 the poll has not yet been taken, and

41.3.2 the chair of the meeting consents to the withdrawal.

41.4 Polls shall be taken as the chair of the meeting directs and he 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 resolution of the meeting at which the poll was demanded.

41.5 A poll demanded on the election of a chair 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 is demanded. The demand for a poll shall 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.

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.

42. <u>Postal Ballot</u>

42.1 The Board may decide, in advance of a general meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Secretary in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.

42.2 The result of the postal ballot will be declared by the Board.

43. Content of proxy notices

43.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

43.1.1 states the name and address of the member appointing the proxy;

43.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

43.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

43.1.4 is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

43.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

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.

43.4 Unless a proxy notice indicates otherwise, it must be treated as:

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 meeting, and

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.

44. Delivery of proxy notices

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 that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Office by or on behalf of that person.

44.2 An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

44.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

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.

45. Amendments to resolutions

45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

45.1.1 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

45.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

45.3 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

45.4 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

45.5 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.

45.6 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

46. Written resolution

46.1 Subject to Article 45.3, a resolution in writing agreed by the Appropriate Majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

46.2 In Article 45.1, the "Appropriate Majority" is:

46.2.1 in the case of an ordinary resolution, a simple majority of the members;

46.2.2 in the case of a special resolution, 75% or more of the members.

46.3 The following may not be passed as a written resolution:

46.3.1 a resolution to remove a director before his period of office expires; and

46.3.2 a resolution to remove an auditor before his period of office expires.

PART 4
ADMINISTRATIVE ARRANGEMENTS

47. Means of communication to be used

47.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.

47.2 The applicable address shall be:

47.2.1 in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the Voting Member; and

47.2.2 in the case of a Non-Voting Member, at his last known address.

47.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board 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.

47.4 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 48 hours.

47.5 Any Voting Member described in the register of members by an address not within the United Kingdom of Great Britain and Northern Ireland, who shall from time to time give the Company an address within the United Kingdom of Great Britain and Northern Ireland at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within the United Kingdom of Great Britain and Northern Ireland shall be entitled to receive notices from the Company.

47.6 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 48 hours after the time it was sent.

48. <u>No right to inspect accounts and other records</u>

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

49. <u>Indemnity</u>

49.1 Subject to Article 49.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

49.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

49.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);

49.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

49.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

49.3 In this Article:

49.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

49.3.2 a "relevant director" means any director or former director of the Company or an associated company.

50. <u>Insurance</u>

50.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

50.2 In this Article:

50.2.1 a "relevant director" means any director or former director of the Company or an associated company;

50.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

50.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

51. Rules

51.1 The creation, variation and revocation of the Rules will only be passed by a vote of a simple majority of the Voting Members present and voting at a general meeting.

51.2 Rules made pursuant to Article 51.1 must be compliant with the Companies Acts and these Articles in order to be valid.

52. Dissolution

52.1 The BMAA may be dissolved only by a resolution passed by a two thirds majority of members participating in a postal ballot determined for the purpose. The number of votes cast shall be not less than 10% of the membership.

52.2 If upon the dissolution of the BMAA there remains after satisfaction of all it debts and liabilities any money or other property whatsoever, the same shall not be paid applied or distributed among the members, but shall be applied by the Treasurer, Trustees or other persons appointed by a Board meeting for that purpose to the furtherance of such objects similar to those of the BMAA and if and so far as effect cannot be given to the foregoing provision then for any charitable purpose connected with aviation.

Annex 1 – Form of Proxy Notices

BMAA Limited ("the Company")

I/We, , of ....

....

being a member/members of the above-named Company, hereby appoint

....

of ....

....

or failing him,

....

of ....

....

as my/our proxy to attend, vote and speak in my/our name(s) and on my/our behalf at the [annual] [extraordinary] general meeting of the Company to be held on 20[ ], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against *abstain

Resolution No. 2 *for *against *abstain

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this .... day of .... 20[ ]

Annex 2 – Form of Wording for Resolution

SPECIAL RESOLUTION

1. IT WAS RESOLVED THAT the Company adopt as its Articles of Association, the Articles attached hereto and initialled by the Chair on every page.

2. IT WAS NOTED that:

2.1 the provisions of the Company's Memorandum as to its objects and the distribution of assets were now set out in Articles 3 and 52.

2.2 as the Chair had a casting vote at general meetings prior to 1 October 2007, the Chair was permitted to retain that casting vote as provided for by Article 15.

APPENDIX 3
RULES

BMAA Rules

1 PREAMBLE

The following Rules have been approved by the Board of directors (also called Council) of the British Microlight Aircraft Association Ltd (hereinafter referred to as the BMAA) in accordance with Part 2, Article 18 of the Articles of Association.

Definitions of terms used in this document are contained in the Articles of Association.

2 MEMBERSHIP

2.1 Becoming a Member

Membership shall be open to all those meeting the requirements of the BMAA as laid down by the Board. The Board may refuse to admit any person or organisation as a member or may refuse to renew membership without justifying such refusal.

Members shall abide by the Articles of Association of the BMAA and by any Codes of Good Practice and Guidelines promulgated by the Board, and by any statutory or regulatory requirements of the Civil Aviation Authority. Failure to do so may result in expulsion or suspension of membership. The Board may take such action as it sees fit against any member who is in breach of the rules, at any time.

Remittance or Direct Debit mandate for the first subscription shall accompany the completed and signed application form for such membership but shall be repayable in full in the event of the Board resolving that the applicant shall not be accepted to Membership. A member whose subscription is in arrears shall not be entitled to vote and may be deemed to have relinquished his/her membership.

2.2 Rights of Members

Members shall be entitled to those rights which the Board may determine from time to time such as:

- To receive a copy of the magazine.

  To receive, upon request, the Articles of Association of the BMAA, Codes and any other Guidance provided by the BMAA.
- To such information as to sites, clubs, schools and safety matters as the BMAA can reasonably provide.
- On reasonable notice to inspect the minutes of General Meetings and Board meetings.
- Access to a 'Members Only' section of the BMAA website subject to individual approval of the Board.

3 ELECTION OF DIRECTORS

3.1 Postal / Electronic Voting

So that taking part in the election process is easier for members unless otherwise specified by the Board, election of directors (when required by the Articles of Association) shall be by postal or electronic vote. Electronic voting methods include, but are not limited to, on-line voting through a web site and voting by text.

3.2 Nominations

Nominees shall be current members of the BMAA and shall have been so for a full calendar year immediately prior to the AGM at which they are standing for election.

Nominations should include the following information:

- The nominee's name and membership number.
- A brief résumé of the nominee and his / her reasons for standing for Board to be published to the members.
- Any commercial interests in microlight aviation.
- Optionally, A head and shoulders photograph of the nominee, also to be published in the magazine.
- The proposer's name and membership number. Up to 60 words explaining why they believe that the nominee would be beneficial to the BMAA as a Director. To be published to the membership.
- The seconder's name and membership number. Up to 60 words explaining why they believe that the nominee would be beneficial to the BMAA as a Director. To be published to the membership.

Members may not propose or second themselves.

The date by which nominations shall be delivered to the Chief Executive will be published well in advance, but will be in sufficient time for publication at least one month in advance of the AGM.

The Chief Executive shall notify the candidate either in writing or verbally on receipt of nomination.

3.3 Voting

Each member must use only one of their allocated number of votes for each candidate they wish to vote for. Any ballot containing more than one vote for any candidate will be declared spoilt, and no votes shown on that will be counted.

Spoilt ballots will not invalidate the result of the election.

Details of the ballot, together with any papers required to take part, will be circulated to the members via the magazine.

3.4 Disputes

The Chief Executive, or his agents, will retain all voting records for 3 months whereafter they will be destroyed. The Board may authorise a witnessed recount of the ballot responses on presentation of a reasoned case by a member supported by 5% of the total number of valid votes. The recount shall be conducted by two Board members whose election is not in dispute.

3.5 Taking Office

Elected Board members shall take office at the end of the Annual General Meeting at which they were elected.

4 ELECTION OF OFFICERS

4.1 Election of officers - Timing

Following election of directors at an Annual General Meeting, the Chairman shall remain in post until the first Board meeting after the AGM (normally held within one month of the AGM) unless he is no longer a Board member, in which case the Vice-Chairman shall become Chairman until the first Board meeting after the AGM. If neither Chairman nor Vice-Chairman is a Board member following the election, the first Board meeting shall be held within one hour of the AGM and conduct elections for Chairman and Vice-Chairman as detailed below.

4.2 Election of officers - Process

Election of the Chairman and Vice Chairman shall be by secret ballot at the first Board meeting after the AGM. On the first round of voting, an absolute majority shall be required for election. If no such majority is obtained by any candidate, a second round of voting shall be conducted, and the Chairman shall be elected by a simple majority. If there are more than two individuals standing for Chairman and no such majority has been obtained in the second round, a third round of voting shall be conducted with the choice limited to the two candidates who received the largest numbers of votes in the second round; and the Chairman shall be elected by a simple majority. If the second round of voting results in a tie for the second largest number of votes, there shall be a run-off round between the tied candidates to determine who shall stand against the candidate who received the largest number of votes.

Election of other officers and external representatives as the Board shall deem necessary shall take place at the first scheduled Board meeting and shall be by simple majority.

5 BOARD BUSINESS

5.1 Notice of Meetings

Notice of Board meetings shall be sent to every Director by the Chief Executive stating the general nature of the business to be conducted. Except for emergency meetings, notice should be given at least seven clear days before the meeting.

5.2 Board E-Group

The Board may discuss any matter on a special 'closed' e-group established for the purpose of expeditious management of the BMAA. Proposals arising from the e-group require an absolute majority for acceptance (ie more than 50% of the Board members). Such proposals and decisions shall be recorded in the minutes for the next following Board meeting, whether or not the proposal was approved. Failure to achieve an absolute majority on the group does not preclude the Board from considering the proposal at a meeting and deciding the matter in accordance with normal practice.

5.3 Board Sub-Committees

This document is intended to amplify the requirements for elections of officers as laid down in the Articles of Association, and in case of doubt is subsidiary to them.

It is intended to identify the normal procedure by which sub-committees are appointed and run.

The Board may appoint special or standing sub-committees as it considers necessary.

The chairman of such subcommittee shall be an elected member of the Board but the Board may appoint other members of the BMAA to serve on the subcommittee at the recommendation of the sub-committee chairman.

Sub-committee members thus appointed shall be not co-opted members of the Board and shall not have a vote.

The Board may extend or reconstitute any committee or sub-committee after its original duration of office and serving on such committee or sub-committee in the previous year does not preclude a member from being reappointed to serve on the extended or reconstituted committee or subcommittee.

5.4 Duties and Responsibilities

The proceedings of the Board shall not be invalidated by any failure to correctly appoint any Director. However, should such failure to correctly appoint a member come to light, the Director affected is debarred from voting on any further matter before the Board until such appointment is correctly made.

The Board may not, without prior approval of an Annual or Extraordinary General Meeting, incur liabilities in excess of the assets including any reasonably expected income.

The Board shall insure all assets owned by the BMAA against all usual property and public liability risks, and the BMAA's officers against third party liabilities within the United Kingdom, whilst engaged in authorised activities of the BMAA, other than microlight flying.

Directors with a commercial interest in microlight aviation shall declare such interest before accepting nomination for the Board or at any later time that they become involved in such commercial activities.

In accordance with Article 50 of the Articles of Association, The Board shall insure any premises and equipment of the BMAA against all usual property and public liability risks, and the BMAA's officers against third party liabilities within the United Kingdom, whilst engaged in authorized activities of the BMAA, other than microlight flying.

6 ACCOUNTS

6.1 Financial year

The financial year shall run from 1st September to 31st August.

6.2 Accounting records

The BMAA shall require proper accounting records to be kept and a summary of these shall be produced at the AGM in each year along with an Audited Statement of Income and Expenditure during the financial year last ended together with an Audited Balance Sheet as at the August previous to such AGM.

6.3 Banking

All monies payable to BMAA Ltd shall be received by the Treasurer or such other Officer or bank as shall be appointed to receive the same. All funds belonging to BMAA Ltd shall be deposited in a Bank Account in the name of BMAA Ltd and sums shall be drawn from this account, in such manner and by persons as the Board may think proper

6.4 Auditors

The appointed auditor shall be a Chartered Accountant.

The auditor shall provide a properly certified statement of BMAA Ltd.'s accounts and balance sheet in good time for the AGM.

7 GENERAL MEETINGS

7.1 Calling a General Meeting

In addition to the requirements of Article 32 of the Articles of Association, General Meetings shall be called at not less than 28 clear days' notice in writing by the Chief Executive to the members upon the written demand of:

- 10% of the members as at January 1st preceding or
- A Board vote in accordance with the Articles and Rules.

8 PATRONAGE

8.1 Appointment of Patrons

The Board may by a two-thirds majority of all its voting members invite and on acceptance of such invitation appoint such distinguished persons as it deems proper to be Patron, President, Vice Presidents or Honorary Members. Such persons shall be ex-officio non-voting members of the Board and shall be eligible for re-appointment after a term of five years.

APPENDIX 4
GUIDANCE FOR MEMBERS
for proposed changes to Articles of Association and Rules

BRITISH MICROLIGHT AIRCRAFT ASSOCIATION

Proposed changes – BMAA Articles of Association

Definitions Sub-115 deleted and replaced with SSDR

3. Objects Updated Objects and referred to attached Schedules for further details.

13. Composition of the Board and Quorum Reduced the number of Directors needed for a quorum from 5 to 3. (*NB. This is in the gift of the Board and was passed in the meeting of the 29 September 2017.)*

15. Casting vote. For clarification added the wording "The casting vote is in addition to the vote that he has already been entitled to make."

20. Elected Directors Changed single paragraph article into four sub-sections for clarity and added section 20.3 to reflect the proposal approved by the Board that no Director may serve more than two consecutive terms (Board meeting September 2016).

27. Elections Broken down existing Article 27.1 into four more manageable parts for ease of reading. There is no substantial change to the meaning of the text.

27. Elections 27.2 Removed reference to postal ballot as the Article referred to includes all options and should not be confined to one voting option by this Article.

27. Elections Removed the wording that requires the first Board meeting to be held within one calendar month of the AGM. This is not always practical. I have replaced with the wording "which shall be held as soon as practically possible after the Annual General Meeting."

35.2 Quorum for general meetings Reword sentence. No change to intent.

39 Resolutions Created an additional Article which takes text from existing articles together with some new text. The Article seeks to collate information that guides the members on the process of submitting a resolution. The proposed timescale for notification of resolutions to the Secretary and membership is new. Currently there is no guidance and if a resolution that is mischievous is put before a poorly attended meeting it is possible that the BMAA ,may suffer harm as a result. This change creates a specified minimum time for the membership to consider all resolutions should be included in the Articles.

39a. Voting: general The existing text does not allow for voting means at a meeting other than by a show of hands. As we are trying to encourage members to take part in BMAA decisions we should not exclude the possibility of allowing remote voting on properly proposed resolutions. 39a.2 makes this provision.

39a. Voting: general The current Article 39 refers to poll votes. A poll vote is one where the value of a member's vote is based upon his shareholding, not one vote per member. As all BMAA members can only have one share the poll vote is not applicable to the BMAA so reference to it throughout the document has been removed.

41. Poll votes The current Article refers to poll votes. A poll vote is one where the value of a member's vote is based upon his shareholding, not one vote per member. As all BMAA members can only have one share the poll vote is not applicable to the BMAA so reference to it throughout the document has been removed.

42. Postal Ballot The current Article refers to Postal ballots as the only option to show of hands. With the availability of electronic means I have changed the Article to allow additional electronic methods of casting a vote to be allowed.

44. Delivery of proxy notices Removed reference to poll votes.

52. Dissolution Added the option of an electronic ballot to the options available.

New. Schedule 1 - promote, administer and encourage the development of, and participation in the Sport within the Territory

New. Schedule 2 - develop and implement a strategy for the development of the Sport in the Territory

Proposed changes – BMAA Rules.

3.1 Postal Voting. Added the opportunity for use of electronic means to cast a vote in Board elections.

3.2 Nominations Changed wording for clarification in the first sentence.

3.2 Nominations Removed reference to the magazine in the second bullet point to allow for other methods of publication.

3.2 Nominations Added the requirement for a proposer to submit supporting text in the fifth bullet point .

3.2 Nominations Added the requirement for a seconder to submit supporting text in the sixth bullet point.

3.2 Nominations Reduced the minimum notice period that nominations must be published to the members from three to one month. Now we have electronic voting we do not need to allow for MF publication timing and we can reduce the period that the election is held over.

3.3 Voting Removed reference to "spoilt papers" only and replaced with "spoilt ballots" so that other forms of voting are included.

3.3 Voting Replaced the last sentence relating to distribution of voting papers for postal voting to reflect that postal voting may not always be the only, or an, option to cast a vote.

3.4 Disputes Replaced reference to "papers" with "records" and "responses" to reflect that paper ballots are not the only method of voting.

7 GENERAL MEETINGS Corrected references referring to para with references to Articles.

7 GENERAL MEETINGS Removed the rule that suggests that membership fees shall be approved by the membership. This was in conflict with the Articles that say that the Board can determine fees without reference to the membership.

7 GENERAL MEETINGS Remove the rule that prevents proxy voting at a general meeting. The Articles allow for proxy voting which also allows members an alternative method of becoming engaged with the running of the BMAA.