**Supplementary Document – Amendment to Article 11 of the BMC Articles of Association**

By supporting the corresponding resolution on the AGM 2024 agenda, members are supporting the amendment of 11.4 and 11.8 as per highlighted text below:

*11.4* The Board may at any time call a General Meeting and propose resolutions to General Meetings called under this Article, Article 11.6 or 11.7. Where resolutions involving Reserved Matters are to be proposed at such a General Meeting, it shall seek the agreement of, or consult with, the Council as appropriate.

*11.8 Notwithstanding the above, where a General Meeting (whether the AGM or a General Meeting under Article 11.4, 11.6 and 11.7) has been convened by the Board or is already scheduled to take place in the normal course of the Company's business, Voting Members may propose a resolution to be put to such meeting provided that one of the two criteria below has been satisfied. Either:*

*11.8.1. half of one percent (0.5%) of Voting Members have submitted in writing to the Board the text of the proposed resolution within the timelines detailed in Article 12.6. Voting Members may indicate their support of such resolution by submission of a physically signed form (or a copy thereof) and lodging at the Office or they may indicate their support of the resolution by Electronic Form. In either case the form used and member validation information required must be provided, or approved, by the BMC Office in consultation with the Members’ Council. A resolution raised under this Article must be presented to the next General Meeting or AGM as the case may be; or*

*11.8.2. where at least twenty five (25) Voting Members (but less than half of one percent (0.5%) of Voting Members) support a proposed resolution, they may submit the text of such proposed resolution in writing to the Council. The Council will review the resolution and may refer the resolution to Members through Area Meetings for discussion and feedback, and will either:*

*(a) accept the proposed resolution and, thereafter the proposed resolution shall be proposed to the Voting Members at the next General Meeting or AGM, within the timeline detailed in Article 12.6 . The proposed resolution may, with agreement of the proposers and the Council, either be raised under the original proposers’ names or by the Council; or*

*(b) reject the proposed resolution and in doing so, provide a written response to the proposers detailing the reasons for the rejection. The decision of the Council is final in this regard and the proposed resolution, or materially similar resolutions, may not be raised again under Article 11.8.2 until at least 12 months have elapsed since the date of the submission of the first resolution to the Council under this Article 11.8.2.*

*11.8.3 Where a proposal is submitted to Council under Article 11.8.2, but in advance of the timelines in Article 12.6, any decision by council to reject the proposal would be conditional on the resolution not subsequently being approved by members under any ongoing process defined in Article 11.8.1.*

New Article 11.7 or 11.9 and renumber subsequent articles and references

*Notwithstanding the above, where a General Meeting (whether the AGM or a General Meeting under Article 11.4, 11.6 or 11.7) has been convened by the Board or is already scheduled to take place in the normal course of the Company's business, Members’ Council may raise a resolution, providing that at least 50% of the total number of Councillors eligible to vote and in post have voted to support that resolution.*