

**THE COMPANIES ACTS 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE ASSOCIATION OF  
DEMOCRATIC SERVICES OFFICERS**

The Association of Democratic Services Officers is a company limited by guarantee. As such, it is required to have a Memorandum of Association and Articles of Association. Together, these constitute the Association's constitution. The Memorandum sets out the Association's powers and the Articles regulate its internal organisation and operation.

Registered Office:

C/O Steele Robertson Goddard, 28 Ely Place, London EC1N 6AA

## THE COMPANIES ACT 2006

### COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION OF THE ASSOCIATION OF DEMOCRATIC SERVICES OFFICERS

1.1 In these Articles -

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means the Articles of Association of the Association

"the Association" means the above-named Association

"Branch" means a Branch of the Association established pursuant to Article 5

"the Board" means the Board for the time being of the Association

"Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"Democratic Services" means:

- ◆ **Meetings support** – providing support services to the Council, the Executive/ Cabinet, the Council's committees (including overview and scrutiny and regulatory), forums, appeal hearings, licensing panel, and area bodies and partnership meetings. Providing advice on meeting procedures and legislation.
- ◆ **Overview and scrutiny support** - providing assistance to the scrutiny function, helping members to scope, research, analyse evidence and draft reports.
- ◆ **Member support** – supporting the Council's elected members including training and development, political and group support, the supply of information, the support of member related administration services, members' ward enquiries, administration of members' allowances payments and general advice on the ethical framework for councillors.
- ◆ **Community Governance** - to support the work of Councils and councillors in delivering services in neighbourhoods and community areas. Also providing support to the Monitoring Officer function.
- ◆ **Civic support** – providing a support service to the Mayor and other civic representatives, arranging major civic events and twinning activities.
- ◆ **Local democracy** as practiced within employers' organisations, police and fire authorities.

“Electronic communication” means the same as in the Electronic Communications Act 2000

"Executed" includes any mode of execution

"the Memorandum" means the Memorandum of Association of the Association

"Office" means the registered office of the Association

“Company Secretary” means the Company Secretary of the Association or any other person appointed to perform the duties of the Company Secretary of the Association, including a joint, assistant or deputy Company Secretary

"the United Kingdom" means Great Britain and Northern Ireland

1.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.

1.3 Except as explicitly stated, the expression "Member" shall, unless repugnant to the context, include all classes of membership.

1.4 Words importing the singular number shall include the plural number and vice-versa.

1.5 Words importing the masculine shall include the feminine and neuter and vice-versa.

1.6 The headings to the clauses and paragraphs are inserted for ease of reference only and shall not affect the interpretation or construction of the Articles

1.7 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

## **2. MEMBERSHIP**

The membership of the Association shall be divided into the classes described below and the persons eligible for each class respectively shall be as follows:

a) Full members:

Any person whose work involves any of the democratic services listed above.

b) Past Service Members:

Former full members of the Association or those who have completed a period as Democratic Services Managers at the time the Association is formed.

c) Honorary Members:

Such persons who, by reason of exemplary service to the Association, shall have the status of Honorary Member conferred upon them by the Association at its Annual General Meeting following a recommendation by the Board.

d) International Members

Persons who currently hold membership of any overseas society, institute, association or other body concerned with democratic services may on application to the Board become International Members of the Association.

All persons in membership of the Association must conform to the requirements of membership as hereinafter provided.

### **3. APPLICATION FOR MEMBERSHIP**

3.1 The Board shall be empowered to determine the requirements of membership.

3.2 Application for membership of the Association shall be made on the appropriate form to the Company Secretary, or other such officer determined by the Association, who shall have the power to determine applications on behalf of the Association other than Honorary Members which are subject to approval by the Association at its Annual General Meeting.

3.3 If the Company Secretary is of a view that a particular application should not be accepted, on the basis that the applicant does not meet the requirements of membership, or that membership would be prejudicial to the Association, then the applicant shall be given the reasons for such decision and shall be entitled to refer the application for further consideration to an Appeal Panel, constituted by the Board as hereinafter appearing in Clause 4.6, who will be empowered to consider the matter and make such decision as appropriate.

3.4 Any person becoming a member of the Association must accept the requirements of membership and ensure that the interests of the Association are not prejudiced.

### **4. LOSS, TRANSFER AND TERMINATION OF MEMBERSHIP**

4.1 A person shall cease to be a member of the Association if:-

a) he signifies his resignation in writing to the Company Secretary in which case he shall remain liable to the Association for any subscriptions unpaid by him at the date of such resignation, including the subscription for the whole of the year in which he resigns;

b) he ceases to be qualified for full membership and does not apply for transfer to the class of past service member so as to maintain unbroken continuity of membership;

- c) he fails to pay any subscription due within the time limit specified in Clause 12.1;
- d) his membership of the Association is terminated.

4.2 If any member acts in any way that is prejudicial to the interests of the Association or fails to meet any of the requirements of membership of the Association then that member may have membership of the Association terminated. The procedures for doing so to be determined by The Board.

4.3 A complaint about the conduct of a member can be raised by a member of the Association but must be made in writing to the Association's Company Secretary and must provide sufficient information to enable the complaint to be properly investigated. In addition the Company Secretary can raise a complaint about the conduct of a member, without having received a written complaint from another member, if the Company Secretary is of the opinion that there is a sufficient basis for concern.

4.4 In the event that it is appropriate for the Company Secretary to deal with a complaint then the Board will determine an appropriate procedure to be followed.

4.5 The Company Secretary is empowered to give initial consideration to any complaint and at his discretion seek mediation in respect of the issues raised if such mediation is appropriate. If mediation is inappropriate having regard to the nature of the matter(s) raised or is unsuccessful then the complaint shall be referred to an Appeal Panel who will be empowered to consider the matter and make such decision as appropriate.

4.6 An Appeal Panel will be made up of at least three members appointed by the Board and the Board will determine the procedure for dealing with any matters referred to an Appeal Panel.

## **5. BRANCHES**

5.1 There shall be Branches of the Association, each based upon a Territorial Division.

5.2 The Branches as at the date these Articles become binding on the Association shall be those specified in Schedule A.

5.3 The Association may, by resolution of a General Meeting, amend, amalgamate or alter the Territorial Divisions and create new, altered or amalgamated Branches; any such resolution may include directions as to any consequential, related or ancillary matter, including the allocation or transfer, in whole or in part, of Branch funds.

5.4 Membership of a Branch shall be open to any Member of the Association whose office of employment falls within the Territorial Division of the Branch or a Territorial Division adjacent to it.

5.5 Membership of a Branch shall be conditional upon the Member continuing to be a Member of the Association.

5.6 The Chairman of the Association shall be ex-officio a member of every Branch.

5.7 A Branch may determine an annual subscription payable to it by its members.

5.8 No Branch, and no officer of a Branch, may, except with the previous written consent of the Board, charge the Association with any expense or pledge the credit of the Association; and the Association shall not be liable for any deficiency arising in the funds or accounts of a Branch.

5.9 Except after consultation with the Board, no view shall be expressed by any Branch on any matter affecting the role and responsibilities of all Members, as opposed to a matter of interest and concern only to the members of the Branch.

5.10 Every Branch shall make it clear in any view it expresses or in any report of its proceedings that views and opinions expressed are those of the Branch and not of the Association.

5.11 Every Branch shall hold an Annual General Meeting and may arrange such other meetings each year as it may think fit.

5.12 Every Branch shall at its Annual General Meeting appoint until the next Annual General Meeting its officers, who shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer.

5.13 Annual accounts of the income and expenditure of each Branch shall be produced by the Branch's Treasurer and shall be presented to the Annual General Meeting of the Branch.

5.14 Two or more Branches may arrange joint meetings when they consider it expedient to do so. Branches may arrange meetings with any other bodies or persons as they may think fit.

5.15 A Branch may constitute committees from among its members.

5.16 The Secretary of a Branch shall send to the Chairman and Secretary of the Board of the Association:

a. within one month after any meeting of the Branch, a copy of the minutes of that meeting; and

b. in May of every year, or such other month as the Chairman of the Board may direct, a list of the members of that Branch.

5.17 Subject to the foregoing paragraphs, every Branch may determine as it thinks fit the manner in which its proceedings and business shall be transacted; and a Branch may, subject to their approval by the Board, make formal Rules for the management of the Branch, its funds and any other assets and the admission of members.

5.18 If no Annual General Meeting of a Branch be held within fifteen months after the date of the last Annual General Meeting or if for any reason the Board shall consider it desirable that a Branch shall be dissolved, the Board may make a

recommendation to that effect to a General Meeting of the Association; if that recommendation is adopted, the Branch shall thereupon be dissolved and any balance of its funds after discharge of its outstanding liabilities shall be paid to the Association by the appropriate former officer or officers of that Branch.

## **6. BOARD**

### 6.1 Articles of Association

The Board shall consist of the following:

- a) The Chairman.
- b) The Vice Chairman
- c) The Past Chairman who will serve automatically unless the Board decides to the contrary with at least a two thirds majority.
- d) The Company Secretary
- e) The Director for Finance
- f) The Director for Regional Development and Events
- g) The Director for Training
- h) The Director for Communications
- i) The Director for Government Consultation
- j) The representative members for the branches described in Schedule A hereto, hereinafter referred to as branch representatives (or reserve branch representatives deputising for branch representatives in accordance with Clause 6.3.) by virtue of elections held in accordance with electoral rules determined by the Board whether or not the elections are contested.

Any other appointed officer of the Association will attend meetings of the Board, at the invitation of the Board or the Company Secretary, in an advisory capacity only and not as a Board member unless also serving as a branch representative.

### 6.2 Election of Branch Representatives

Each branch shall elect one representative from amongst its members.

If a branch fails to elect a representative, the Board can appoint a representative from amongst the members of that branch to serve until such time as the branch does elect a representative.

The period of office of every branch representative shall be from the end of the Annual General Meeting immediately following his election until the end of the Annual General Meeting three years thereafter. The Board will decide a staggering rota amongst branches to ensure continuity.

The alternate branch representative for that branch shall fill any vacancy until a branch representative is elected. If a vacancy arises more than six months prior to the general election of branch representatives, the vacancy shall be filled by a ballot of the members in the branch concerned and with regard to such a ballot the branch will have regard to any directions provided by the Board.

Each nominee shall be a full member in the branch he seeks to represent, and shall be proposed and seconded by a full member of the Association similarly qualified in the branch concerned, and no person shall be so nominated unless he has signified in writing his consent to nomination.

The Board may, by a three quarters majority of those present and voting, remove any officers and branch representatives of the Association.

### 6.3 Alternate Branch Representatives

Branch Secretaries may appoint a specifically named alternate branch representative to attend any meeting of the Board.

An alternate branch representative shall be entitled to receive notice of and attend all meetings of the Board and all meetings of committees of the Board of which his appointer is a member. If the representative of the branch is present at any meeting the alternate branch representative shall not be entitled to vote nor be counted in a quorum in place of the representative of the branch at such meeting. The alternate may otherwise participate in any such meeting but not as a branch representative.

An alternate branch representative shall cease to be an alternate branch representative if his appointment is withdrawn by the Branch Secretary.

Any appointment or removal of an alternate branch representative shall be by notice to the Association signed by the Branch Secretary making or revoking the appointment or in any other manner approved by the Board.

Save as otherwise provided in the articles, an alternate branch representative shall be deemed for all purposes to be a branch representative and shall alone be responsible for his/her own acts and defaults and he/she shall not be deemed to be the agent of the branch representative.

### 6.4 Powers and Duties of the Board

The Board shall be responsible for the overall management of the Association and shall uphold the Articles of Association of the Association or the general policy of the Association as laid down from time to time at Annual General Meetings or General Meetings. The Board shall be responsible inter alia for the following:

- a) the general structure of the Association including matters relating to staffing, finance and other resources;
- b) general policy issues affecting the Association;
- c) the appointment of the Accountants/Auditors annually;
- c) determining appropriate delegation arrangements;
- d) appointing such Committees, as it thinks fit for the purpose of carrying out the business of the Association. Committees appointed by the Board shall report to the Board on matters referred to them. The Board may however, at its discretion, confer upon any Committee full delegated powers in relation to any matter or matters for which that Committee has been appointed to consider. The appointment of committees and the membership thereof shall be a matter for consideration at the first meeting of the Board held after the elections for the Board.



## 6.5 Branch Representatives - Powers and Duties

The branch representatives are expected to attend all duly convened meetings of the Board, and any Committees to which they are appointed and to participate in the discussions and to vote on matters before the Board and Committees. They also have a duty to report to branches on relevant Board and Committee matters.

## 6.6 Quorum

The quorum of the Board shall be seven and the quorum of Committees shall be in accordance with Standing Orders most recently approved by the Board.

## **7. OFFICERS OF THE ASSOCIATION**

7.1 The first Directors shall serve until the first elections are held in 2012.

7.2 Until such time as the first elections are held the Directors, together with any branch representatives nominated by the branches or co-opted by the Directors, will exercise the powers and duties of the Board.

7.3 The Officers of the Association shall include the following and such other Officers as the Board may from time to time determine –

- a) The Chairman
- b) The Vice Chairman
- c) The Past Chairman
- d) The Company Secretary
- e) The Director for Finance
- f) The Director for Regional Development and Events
- g) The Director for Training
- h) The Director for Communications
- i) The Director for Government Consultation

7.4 The Chairman, who shall be a full or past service member of the Association, shall be elected in 2012. Thereafter the Chairman shall be elected annually.

7.5 The Vice-Chairman shall be a full or past service member of the Association and shall be elected in 2012. Thereafter the Vice Chairman shall be elected annually.

7.6 Members wishing to seek election to the positions of Chairman and Vice Chairman must be nominated by a proposer, seconder and eight other Association members (10 members in total).

7.7 Nominations must be submitted to the Company Secretary at least 28 days in advance of the closing date for nominations and include the following:

7.7.1 A completed nomination form signed by the candidate, proposer, seconder and 8 other Association members.

7.7.2 Written endorsement of their candidacy from their employer.

7.7.3 A recent photo for the newsletter and website.

7.7.4 A 200-word biography detailing the candidate's qualifications, work experience and what they expect to bring to the role. (the biography will be published in the newsletter and on the website)

7.8 If within the specified period more than one valid nomination is received for any office, the Company Secretary shall cause a ballot of all the Members to be held before the Annual General Meeting. Such ballot may be held electronically. The Company Secretary shall report the name of the successful candidate to the Annual General Meeting, who shall by resolution confirm the election of that candidate.

7.9 The Company Secretary, Director for Finance, Director for Regional Development and Events, Director for Training, Director for Communication and Director for Government Consultation shall be appointed by the Board for a term of office of three years and may be re-appointed at the Board's discretion.

7.10 Any candidate for above posts must be a member of the Association at the time of his/her appointment by the Board and remain a member for the duration of the term.

7.11 The Company Secretary shall have duties, powers and responsibilities commensurate with the post of principal officer, as approved by the Board, and shall act under the direction of the Board. The Board will also approve a scheme of delegated powers to the Company Secretary which shall be renewed at the first meeting of the Board held after the elections for the Board.

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## **8. ACCOUNTANTS**

The Association's Accountants/Auditors shall be appointed annually by the Board..

## **9. MEETINGS OF THE BOARD AND COMMITTEES**

(a) All elected representatives shall each have one vote on each item of business transacted and in the event of an equality of votes the presiding Chairman shall have a second or casting vote.

(b) Items of business for inclusion in the Agenda shall be submitted to the Company Secretary through Board representatives on behalf of the respective branches in writing not less than 10 clear days before the meeting. Notice of each meeting of the Board and its committees and the business to be transacted; the date, the time and the place of which shall be decided by the Board; shall be circulated electronically to all members of the Board at least 5 clear days before the meeting.

(c) Meetings of the Board, and its committees, shall be open to all members of the Association, attending at their own expense, except during the consideration of any

matter which in the opinion of a majority of the Board members with voting rights present and voting is one for consideration by the Board members only.

(d) The procedure at meetings of the Board and Committees shall be subject to Standing Orders most recently approved by a General Meeting.

(e) Meetings may be at a specific location or may be conducted using available conferencing technologies and electronic communication.

## **10. MEETINGS OF THE ASSOCIATION**

### 10.1 Annual General Meeting

The Annual General Meeting shall be held each year at such time and place as may be decided by the Board. At least 15 clear days notice of the meeting and its agenda shall be given to all members of the Association.

The only people entitled to attend the Annual General Meeting, or any other General Meeting, are members of the Association, and any others invited by the Association's Company Secretary with the approval of the Board. Affiliated Members are not entitled to attend such meetings.

The following business shall be transacted at every Annual General Meeting:

- (a) The confirmation of the election of the Chairman and Vice Chairman.
- (b) The Board shall submit to the Annual General Meeting an annual report and the Association's accounts. Copies of all the reports and the accounts shall be circulated to all members of the Association simultaneously with the notice of the meeting.
- (c) Any recommendation that the Board may submit for the fixing or variation of the subscriptions payable by Members of the Association and others.
- (d) Any matter within the objects of the Association of which a Member has given to the Company Secretary 20 clear days prior written notice requesting it be considered at the meeting.
- (e) All such other matters as may be stated in the notice of the meeting given by the Company Secretary.
- (f) Any other matter that the Chairman (or other person presiding) considers should be considered by the Meeting because of urgency or for some other special reason.

### 10.2 Extraordinary General Meetings

Extraordinary General Meetings may be convened either by direction of the Board or on a requisition (stating the object of the meeting) signed by at least 10% of the full members of the Association and submitted to the Company Secretary. The Company Secretary shall call the meeting within thirty days of the receipt of the requisition giving

at least 15 clear days notice in writing to all members of the Association. The time and place of a requisitioned meeting shall be organised by the Company Secretary in consultation with the Chairman of the Board and the only business to be included on the agenda, save the right of the Company Secretary to raise an item of urgent business shall be the business referred to in the requisition.

### 10.3 Quorum

The quorum of any of the aforementioned General Meetings shall be 5% of the paid up membership of the Association as at the date of the meeting.

### 10.4 Chairman

The Chairman of the Board, or the Vice Chairman of the Board, shall preside at any of the aforementioned General Meetings; and in their absence the meeting shall elect a Chairman for that meeting only.

### 10.5 Procedure

No business shall be transacted at any meeting unless a quorum is present.

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Chairman may determine. Alternatively, the Chairman may determine that such business as set out in the agenda of the meeting, be determined by electronic vote by those members entitled to vote at that meeting.

In the event that it is determined that an electronic vote be held, the Honorary Secretary shall post each of the items for consideration as a topic for discussion on the website's Members Forum at least 10 clear days before a vote is required and notify all members of that fact. This will give members the opportunity to share their views before they have to cast their vote.

The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-  
by the chair; or

by at least 10 persons having the right to vote at the meeting.

Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman.

A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.

No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## 10.6 Voting

Each member shall have one vote and in the event of an equality of votes the presiding Chairman shall have a second or casting vote. Voting shall be by show of hands, unless a poll is called as set out above.

## 10.7 Notice of Motion

(a) Any member may bring forward any matter within the scope of the objects of the Association for consideration at any Annual General Meeting on giving notice in writing to the Company Secretary up to 40 days prior to the date of the Annual General Meeting.

(b) An amendment to a motion upon any subject before the meeting (other than a motion to rescind or amend the Articles of Association) can be proposed provided that notice in writing of the terms and purport of such amendment has been submitted to the Company Secretary and signed by a member at least 21 days before the date of

the meeting. The Company Secretary must send out details of such amendments to all members at least 14 days before the date of the meeting.

(c) The Company Secretary, subject to the approval of the Annual General Meeting or other General Meeting, may refer for consideration and determination at an Annual General Meeting or other General Meeting, any matter which he considers to be of an urgent nature and any such matter shall not be subject to the timescales set out in paragraphs (a) and (b) but where appropriate, the Company Secretary shall give prior written notice of the intention to refer an urgent matter to the Annual General Meeting or other General Meeting. The Annual General Meeting or other General Meeting having given approval for consideration and determination of the urgent matter shall agree a procedure for dealing with motions and any amendments.

#### 10.8 Conference

The Annual Conference shall be held at such time and place as the Board may decide.

### **11. REGISTER OF ASSOCIATION MEMBERS**

The Company Secretary shall maintain a register of members of the Association which shall be available for inspection at all reasonable hours by any member of the Association or persons having an interest in the funds of the Association.

### **12. FINANCE**

#### 12.1 Subscriptions

The Board shall fix the annual subscription appropriate to each class of membership. Subscriptions shall become due and payable yearly on a date to be determined by the Board.

For the first year following registration of the Association, the fee will be £45. Reduction on the overall registration cost will be available for Authorities signing up members as follows; 2—5 members 10%, 6—10 members 15% and 11 plus members 20%.

#### 12.2 Levies

At any Annual General Meeting or Extraordinary Meeting called for the purpose, the Association shall be empowered to make a levy on all full members, of such an amount as shall be decided at the meeting and subject to a majority voting in a postal ballot of the membership held and completed within 28 days of the date of the meeting. Any full member failing to pay the levy within 28 days of completion of the ballot shall be liable to suspension from membership by the Board until payment in full has been made

#### 12.3 Funds

The funds of the Association not required for current business or to meet accruing liabilities may, subject to the discretion of the Board, be invested in any of the investments authorised by regulations made by current statutes.

#### 12.4 Accounting Records

The accounting records of the Association shall be available for inspection by appointment at all reasonable hours by any member of the Association or person having an interest in the funds of the Association.

#### 12.5 Financial Regulations

The Board will approve and keep under regular review Financial Regulations regarding the conduct of the financial affairs of the Association

### **13. MINUTES**

The Company Secretary shall keep minutes in books kept for the purpose:-  
of all appointments of officers made by the Association; and  
of all proceedings at meetings of the Association and of the Board and of committees;

### **14. ACCOUNTS**

Accounts shall be prepared in accordance with the provisions of Part XV of the Act.

### **15. NOTICES**

15.1 Documents and notices required by the Articles to be delivered to or by the Association may be delivered electronically or by any other data transmission process. Such documents include but are not limited to notices of meetings and annual reports and accounts.

15.2 The Association may also give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.

15.3 A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

15.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after it was e-mailed, faxed or the envelope containing it was posted.

### **16. INDEMNITY**

16.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he/she may otherwise be entitled, every Officer, Director, Company Secretary

or other officer or employee of the Association shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses, damages and liabilities which he/she may sustain or incur in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/her as an officer or employee of the Association in which judgement is given in his/her favour or in which he/she is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his/her part or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

16.2 The Board may exercise all the powers of the Association to purchase and maintain for any Officer, Director or other officer (including former Directors and other officers) or any other person insurance against liability for negligence, default, breach of duty or breach of trust or any other liability which may be lawfully insured against.

## **17. RULES**

17.1 Subject to these Articles the Board, may from time to time make and may vary such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:-

17.1.1 the admission and classification of Members of the Association, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated;

17.1.2 procedures for nominating, selecting and replacing Officers and Directors;

17.1.3 the conduct of Members of the Association in relation to one another, and to the Association's employees or officers;

17.1.4 the procedure at Board meetings, general meetings and meetings of the directors and committees of the Directors insofar as such procedure is not regulated by the Articles;

17.1.5 the payment of out of pocket expenses of directors pursuant to clause 12.1.

17.1.6 generally, all such matters as are commonly the subject matter of Association rules;

17.1.7 the Association in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as they think sufficient to bring to the notice of Members of the Association all such rules or bye-laws, which shall be binding on all Members of the Association provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything in, the Memorandum or the Articles.

## **18 ALTERATIONS AND INTERPRETATIONS**

The Articles of Association may be amended or rescinded only by a resolution supported by at least two thirds of those members voting at a General Meeting of the Association of which notice shall have been given in accordance with the provisions of Section 10.



Any matter not dealt with by the Articles of Association shall be considered by or referred for determination to the Board whose decision shall be final.

References throughout to the male gender shall also include references to the female gender.

A copy of the Articles of Association in force at the time shall be made available to every member of the Association.

## **19. AWARDS**

In addition to granting the office of Honorary Vice Chairman, in recognition of exemplary service, as provided for by 2(c), the Association's Annual General meeting shall be entitled to bestow on appropriate persons an award of outstanding contribution to recognise service or participation in the life of the Association and that such awards be made on the basis of policy adopted by the Board.

## **20. NON – PROFIT DISTRIBUTION CLAUSE**

Any profits generated by The Association shall only be available to further the objects of the company and are not available to be paid to the members as distributions.

## SCHEDULE A

### REGIONAL BRANCHES

- North East
- North West
- Yorkshire and Humberside
- East Midlands
- West Midlands
- London
- South West
- South East
- East of England
- Scotland
- Wales
- Northern Ireland