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Association of
Democratic Services
Officers

ASSOCIATION OF DEMOCRATIC SERVICES OFFICERS (ADSO) ANNUAL GENERAL MEETING

**Thursday, 26 November 2020 at 5.00 pm
By video meeting**

<https://attendee.gotowebinar.com/register/797760967933481228>

AGENDA

1. **Welcome by the Chair**
2. **Apologies for absence**
3. **Minutes of the Annual General Meeting of ADSO held on 21 November 2019** (Pages 1 - 6)
4. **Proposed amendments to the Articles of Association** (Pages 7 - 28)
Report of the Company Secretary attached.
5. **Chair's annual report 2019-20** (Pages 29 - 34)
6. **Annual accounts and finance report** (Pages 35 - 40)
Report of the Director of Finance attached.
7. **Election of Directors 2020-21** (Pages 41 - 42)
Report of Company Secretary attached.
8. **Any other business**

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Association of
Democratic Services
Officers

Minutes of the Annual General Meeting of the Association of Democratic
Services Officers (ADSO)

Thursday, 21 November 2019 at 4.20 pm

Bristol Filton Holiday Inn, Bristol, BS16 1QX

In attendance

Name:	Representing:
John Austin	ADSO
Dave Burn	ADSO
John Lynch	ADSO
Colin Copus	ADSO
Peter Sass	ADSO and Richmond and Wandsworth Councils
Rebecca Owen	ADSO and Hinckley and Bosworth BC
Sarah Selway	ADSO and Teignbridge District Council
James McLaughlin	ADSO and Rotherham MBC
Wayne Chandai	ADSO and London Borough of Lambeth
Peter Savage	ADSO
Emma Tombs	ADSO and Essex County Council
Libby Johnstone	ADSO and Wiltshire County Council
Helen Barnsley	Warwickshire County Council
John Cole	Warwickshire County Council
Hannah Charlish	North Kesteven District Council
Jenni Swift	North Kesteven District Council
Ben Lynn	London Borough of Camden
Vicky Wemyss-Cooke	London Borough of Camden
Scott Wooldridge	Somerset County Council
James Clapson	Thanet District Council
Bev Thomas	Cheltenham Borough Council
Elizabeth Kerr	North of Tyne Combined Authority
Fiona Rae	London Boroughs of Richmond and Wandsworth
Priya Patel	London Boroughs of Richmond and Wandsworth
Heather Rae	Chippenham Town Council
Brian Offiler	Chesterfield Borough Council
Amanda Clayton	Chesterfield Borough Council
Karen Strahan	Devon County Council
Ian Curtis	Fylde Borough Council

Name:	Representing:
Mel Harris	Wychavon District Council
Ann Banks	Stratford-on Avon District Council
Spencer Winnett	Wychavon District Council
Luciane Bowker	Wokingham Borough Council
Kevin Jacob	Oxfordshire Growth Board
Kathryn Trant	South Hams District Council and West Devon Borough Council
Jo Morrison	Bath and North East Somerset Council
Emma Denny	North Norfolk District Council
Jo Hutchison	Tamworth Borough Council
Isabelle Moorhouse	Warwickshire County Council
Claudia Wakefield	London Borough of Barking and Dagenham
John Dawe	London Borough of Barking and Dagenham
Jasmine Carswell	Essex County Council
Corinna Bramley	Basildon Borough Council
Katherine Hardlerode	Rotherham MBC
Matthew Mannion	London Borough of Tower Hamlets
Stuart Figini	Wiltshire County Council
Gary Jones	Cardiff City Council
Kit Silcock	Rutland County Council
Natasha Taylor	Melton Borough Council
Heather Girling	Crawley Borough Council
Chris Pedlow	Crawley Borough Council
Sheila Dykes	Kirklees Borough Council
Alison McEwan	Burnley Borough Council
Mark O'Callaghan	Tunbridge Wells Borough Council
Robert Sheppard	Royal Borough of Kensington and Chelsea
Christopher Morgan	Teignbridge District Council
Lindsey Watson	Dorset County Council
Hayley Caves	Dorset County Council
Victoria Foreman	Selby District Council
Chidlim Agada	London Borough of Southwark
Vanessa Etheridge	Sevenoaks District Council
Jackie Currie	Cumbria County Council
Emma Faulkner	Cherwell District Council
Lesley Farrell	Cherwell District Council
Joti Patel	London Borough of Hounslow
Tracey Couper	East Cambridgeshire District Council
Matthew Stickley	London Borough of Sutton
Fungai Nyamukara	Stevenage Borough Council
Lisa Jerome	Stevenage Borough Council
Eunice Lewis-Okeowo	Luton Borough Council
Matt Hussey	Luton Borough Council
Nuzhat Uddin	Luton Borough Council
Ra'ana Riyaz	Luton Borough Council
Rachel Wilson	Lincolnshire County Council
Cheryl Evans	Lincolnshire County Council

Name:	Representing:
Howard Bassett	Exeter City Council
Mark Devlin	Exeter City Council
Ele Snow	West Lindsey District Council
Sandra Hancock	Watford Borough Council
Ishbel Morren	Watford Borough Council
Alison Atherton	London Borough of Harrow
Hannah O'Brien	London Borough of Brent
Nikoleta Nikolova	London Borough of Harrow
Colin Sweeney	London Borough of Newham
Trish Corns	Teignbridge District Council
Vanessa Montgomery	Canterbury City Council
Jemma West	Folkestone and Hythe District Council
Matthew Archer	Canterbury City Council

Apologies were received from:

Susan Biddle	ADSO
Debbie Janes	ADSO and Essex County Council
Paul Wickenden	ADSO
John Street	Exeter City Council
Sharon Sissons	Exeter City Council
Julie Batt	Basildon Borough Council
Rachel Appleyard	Chesterfield Borough Council
Charlotte Kearsley	Chesterfield Borough Council
Trudy Bedford	Mersey Travel
Julia Smith	Past member
Susan Dallison	West Dorset District Council
Tara Bird	Maldon District Council
Lisa Higenbottam	Chichester District Council

1. Welcome and Introductions

The Chair welcomed all to the meeting and introduced the Board Members present.

2. Minutes of the Annual General Meeting held on 22 November 2018

Resolved: that the minutes of the Annual General Meeting held on 22 November 2018 be approved.

3. Election of Officers

(Peter Savage, ADSO Company Secretary, took the chair for this item).

The Company Secretary reported that Section 7 of the Articles of Association provide that the officers of the Association shall be elected at the Annual General Meeting of the Association. The following valid nominations had been received in accordance with the provisions of the articles:

- Chair – John Austin, former Assistant Director of Corporate Governance, London Borough of Enfield
- Vice-Chair – Peter Sass, SSA Head of Governance for Richmond and Wandsworth Councils
- Director of Finance – John Lynch, former Head of Democratic Services, Kent County Council
- Director of Training – Susan Biddle, freelance training consultant
- Company Secretary – Pete Savage, former Assistant Chief Executive, London Borough of Hammersmith and Fulham

There had been no nominations for the position of Director of Communications. The Company Secretary therefore invited nominations for the position from the floor.

Proposed by Dave Burn
Seconded by Sarah Selway

That Wayne Chandai be elected to the position of Director Communications.

There were no other nominations.

Resolved:

That the following individuals be elected as directors of the Association of Democratic Services Officers

- a. Chair – John Austin
- b. Vice-Chair – Peter Sass
- c. Director of Finance – John Lynch
- d. Director of Training – Susan Biddle
- e. Company Secretary – Pete Savage
- f. Director of Communications - Wayne Chandai

4. Chair's annual report 2018-19

The Chair introduced his report and commended the recommendations to the AGM.

Resolved: that the Annual report be received

5. Annual accounts and finance report

The Director of Finance introduced his report and asked the AGM to confirm the appointment of accountants.

Resolved: that (1) the annual accounts and finance report be noted; and (2) Steele Robertson Goddard be confirmed as the Association's accountants.

6. Proposed amendments to the Articles of Association

The Company Secretary explained the proposed changes to the Articles of Association that the Board had considered during the year and recommended to the AGM for approval. The changes were for the following purposes:

- Making the form of ballot for all directors the same – ie postal or electronic (article 7). Previously whilst the election of Chair and Vice-Chair could be achieved by either, only a postal ballot was available for other directors. Such a ballot would seem both out of date and expensive
- Noting the sub-division of the south region into east and west sub-regions, reflecting the difficulties members in these regions have with travelling across the original regional area (schedule A to the articles)
- Making references to gender consistently neutral throughout. References now read "they", "them" or "their". Whilst the articles have always had the provision the references to the male shall be capable as reading of the female or neutral, the above changes make it clearer and more explicit and in keeping with modern practice. The Company Secretary acknowledged that a number of further corrections in this area had been brought to his attention.
- Minor drafting or layout amendments to tidy up presentation.

Resolved: that the proposed changes to the Articles of Association as set out in the annex to the report be approved.

7. Any other business

The Chair reported on three items: firstly that he was delighted that Colin Copus had agreed to join the Board as non-executive director; secondly to advise on some hotel housekeeping details; and finally to remind delegates that there would be a drinks reception at 7 pm.

The meeting terminated at 4.35pm.

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Association of
Democratic Services
Officers

Articles of Association – annual review

Report from Pete Savage: Company Secretary

Please find attached the Articles of Association. Some amendments are proposed at the AGM as follows:

- Confirming the provision to allow free membership for 12 months for people without employment (including students) who are seeking employment as a democratic services or governance officer (paragraph 2 (e) of the revised articles)
- Making provision for directors to be joint appointments (paragraphs 6.1 and 7.13)
- Making provision for urgent executive decisions to be taken by the Company Secretary in consultation with the relevant director, subject to report to the next Board meeting (paragraph 7.11)
- Including provision for the Board to fill casual vacancies of directors (paragraph 7.12)
- Adding the “Combined and themed region” to the list of regions (schedule A).

Recommendation

That the amended articles of association, as attached, be approved.

Peter Savage
Company Secretary

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Association of
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Officers

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**

**COMPANY NUMBER: 07068088
DATE OF INCORPORATION: 5 NOVEMBER 2009**

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.
- ◆ **Governance Officers** working in other sectors

"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 Officers or a governance officer in other parts of the public, voluntary or other sector.

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.

e) People seeking employment as a democratic services or governance officer

Any person not in employment at the time of application, including students, who has ambitions to work as a democratic services or governance officer (as defined above) shall be entitled to up to 12 months' free membership.

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) they signify their resignation in writing to the Company Secretary in which case they shall remain liable to the Association for any subscriptions unpaid by them at the date of such resignation, including the subscription for the whole of the year in which they resign;
- b) they cease 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) they fail to pay any subscription due within the time limit specified in Clause 12.1;
- d) their 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 their 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 Chair 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 Chair, a Vice-Chair, 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 Chair 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 Chair 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 (all of which except Past Chair can be joint appointments):

- a) The Chair.
- b) The Vice Chair
- c) The Past Chair 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 Training
- g) The Director for Communications
- h) 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.

The Chair may appoint one or more Board Advisers to work on specific areas of the Association's responsibilities and who will be invited to attend Board Meetings by the Chair and act in an advisory capacity for the duration of their appointment. The Board may also appoint up to three non-executive directors to advise the Board on specific functions and matters that are relevant to the development of the Board or the wider association and to determine the terms of their appointments.

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 they seek 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 they have signified in writing their 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 their 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 their 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 their own acts and defaults and they 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.

6.7 Removal of a Director

1. A Director may be removed from office by the Association if they are deemed to have failed to carry out their duties as a Director or is deemed to have brought their office or the Association into disrepute. Examples of failing to carry out duties may include but is not limited to:
 - a. Failure to attend a Board meeting for six months or to attend more than 50% of Board meetings during any 12 month period without the consent of the Board;
 - b. Failure to comply with the performance framework for Directors;
 - c. Failure to deal promptly with correspondence, requests for information or assistance from other Board Members or persistent failure to return telephone calls and e-mails;
 - d. Regular and persistent negative feedback from Association members that the Director is failing to undertake their duties or failing to uphold the high standards of conduct expected of Directors
2. Any Board Member or 5 or more members of the Association may request the removal of a Director.
3. The Board Member or members wishing to remove a Director must give 'special notice' under Section 168 of the Companies Act 2006 of at least 28 days before the general meeting at which the resolution is to be moved.
4. The 'special notice' referred to above should be submitted in writing to the Company Secretary, unless they are the subject of the notice; in which case it must be submitted to the Chair.
5. On receipt of the notice, the Company Secretary or Chair, as appropriate, must send a copy of the notice to the Director concerned. A Board meeting must be held to consider the notice and to call a general meeting.

6. The director concerned is entitled to make written representations to the Company Secretary or Chair, as appropriate, at least 10 clear working days before the general meeting and to request that their written representations are sent to all Members of the Association. The Director concerned may also speak at the general meeting when the notice is considered.
7. If the written representations are not circulated to members of the Association, either because they were received late or because of the Board's default, the relevant Director may, without prejudice to their right to be heard orally, require that their written representations shall be read out at the general meeting.
8. The Board may, if it so wishes, make representations to the members of the Association whether they are for, or against, the motion, or even if they are divided. However, the proposers of the special notice may only make representations at the general meeting.
9. The decision of the general meeting in relation to a notice to remove a director, which shall be determined by a simple majority, is final. There is no right of appeal either for the relevant director or the proposers of the notice.
10. If the general meeting agrees to the removal of a director, the Board will determine the level of remuneration, if any, to be paid to the relevant director in relation to their performance during the previous year or part year.
11. A director so removed by this process is entitled to remain as a member of the Association but may not be considered for appointment as a Director for a period of 5 years from the date of the general meeting where their removal was agreed.

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 Annual General Meeting may from time to time determine –
- a) The Chair
 - b) The Vice Chair
 - c) The Past Chair
 - d) The Company Secretary
 - e) The Director for Finance
 - f) The Director for Training
 - g) The Director for Communications
- 7.4 The Chair, who shall be a full or past service member of the Association, shall be elected in 2012. Thereafter the Chair shall be elected annually.

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

7.6 Members wishing to seek election to the positions of Chair and Vice Chair 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 not less than six weeks prior to the Annual General Meeting of the Association and include the following:

7.7.1 A completed nomination form signed by the candidate, proposer, seconder and eight 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 of Finance, Director of Training and Director of Communication shall be elected by the Members at each Annual General Meeting, shall come into office at the conclusion of the Meeting and shall, unless they resign, hold office until the conclusion of the next Annual General Meeting. Candidates for election shall require to be proposed and seconded by two Members of the Association. Nominations shall be made to the Company Secretary not less than six weeks prior to the Annual General Meeting of the Association. If within the specified period more than one valid nomination is received for any office, the Company Secretary shall arrange 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 candidates to the Annual General Meeting, who shall by resolution confirm the election of those candidates.

7.10 Any candidate for above posts must be a member of the Association at the time of their 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. That scheme of delegation shall include provision for urgent executive decisions to be taken by the Company Secretary between meetings of the Board, subject to consultation with the relevant director and to a full report to the next Board meeting.

7.12 The Board shall be empowered to fill casual vacancies to director positions which arise between annual general meetings.

7.13 All director positions, except past chairs, can be joint appointments.

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 Chair 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 Chair and Vice Chair.
- (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 Chair (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 Chair 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 Chair

The Chair of the Board, or the Vice Chair of the Board, shall preside at any of the aforementioned General Meetings; and in their absence the meeting shall elect a Chair 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 Chair may determine. Alternatively, the Chair 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 Company 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 Chair 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 Chair.

A poll shall be taken as the Chair directs and they 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 Chair shall be entitled to a casting vote in addition to any other vote he may have.

A poll demanded on the election of a Chair 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 Chair 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 Chair 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 they consider 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 their 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 them shall be entitled to have notices

given to them 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 they 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 they 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 them as an officer or employee of the Association in which judgement is given in their favour or in which they are acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on their part or in connection with any application in which relief is granted to them 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.

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 members, 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 and Yorkshire & Humberside
- North West
- East Midlands
- West Midlands
- London
- South West
- South East (east)
- South East (west)
- East of England
- Wales
- Combined and themed

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Association of
Democratic Services
Officers

Chair's Report to Annual General Meeting – 26 November 2020

Author: John Austin – ADSO Chair

1. Introduction

- 1.1 Welcome to my Chair's Annual Report for 2019/20 – a year when the whole world changed dramatically and we all had to cope with a different way of living.
- 1.2 This report looks back over some of our achievements during the year and provides an insight into our current and future plans. It should be read in conjunction with the reports from John Lynch and Pete Savage also on the AGM agenda.

2. The ADSO Board

- 2.1 The year brought some changes to the Board. We said goodbye to Wayne Chandai mid-year and welcomed Joanna Boaler to the role of Director of Communications. Wayne has (and will continue to be) a great supporter and advocate for ADSO and I wish to place on record our thanks to him for his service to the Board and his unenviable task of dragging some of us into the world of new technology and social media. Thank you for your patience and perseverance Wayne! We also welcomed back Peter Sass who has provided me with great support as vice-chair. My thanks to every single Board member for their work and support. We have an excellent team made up of Directors and regional representatives, all committed to providing the best possible service to you as members. James McLaughlin, Sarah Selway, Sheena Jones, Jess Bailey and Amanda Scarce all stood down from their regional representative roles and my thanks for them for their hard work and support. The composition of the Board during 2019/20 was as follows:

Directors

John Austin	Chair
<u>Peter Sass</u>	Vice-Chair
Pete Savage	Company Secretary
Wayne Chandai/ <u>Joanna Boaler</u>	Director of Communications
John Lynch	Director of Finance
Susan Biddle	Director of Training

Regional Representatives

James McLaughlin/ <u>Michael Robson</u> <u>Katherine Harclerode</u>	North East, Yorkshire & Humberside
Alex Murray	North West
Sheena Jones, Jess Bailey & Amanda Scarce	West Midlands
Rebecca Owen	East Midlands
Sarah Selway, Libby Johnstone <u>Douglas Campbell</u>	South West
Nick Hughes, <u>Matthew Archer</u> , <u>Sally Prior</u> , <u>Kevin Greenough</u>	South East
Joanna Boaler, Debbie Janes & Emma Tombs	Eastern
<u>Andy Spragg</u>	London
Trudy Bedford/ <u>Liz Kerr</u>	Themed & Combined Authorities
Paul Wickenden	IIMC Co-Ordinator

2.2 Those underlined were new to the Board this year. I thank them for stepping forward and giving their time, effort and support. At the time of writing, there is a vacancy in the West Midlands region so if anybody is

interested in the role, please let me know. As with other regions, we welcome a role share.

- 2.3 We were delighted to be able to set up our new Themed and Combined Authority virtual region led by Trudy and Liz. This region is already going strong. We have steadily increased membership from those authorities, so it's important that they have a voice and that we shape our services to meet their needs.
- 2.4 Due to the pandemic, the Board and the Regions are now meeting remotely, and I'm pleased to say that attendances at both have increased. Wherever possible, we have an ADSO Director present at regional meetings to provide a corporate update and to answer any questions from members. These meetings are in my view the lifeblood of the association and I would encourage you to attend if you have not been before. It's a great way of networking and meeting colleagues from nearby authorities and there is now no travelling to contend with.
- 2.5 Appointments for Directors for 2020/21 will take place at the AGM on 26th November and we say goodbye to Pete Savage. Pete has fulfilled the role of Company Secretary in his own inimitable style and it's been great having him with us. Thanks Pete and we all wish you well. The Board is delighted to recommend to the AGM the appointment of Michelle Beaumont and Priya Patel as joint Company Secretaries to replace Pete. Welcome to both and I know they will be great additions to the team.
- 2.6 As you know, we had to cancel the annual conference this year, but we will be going ahead with the 2020 Awards and AGM remotely. Holding such events this way has presented challenges and my thanks to Peter Sass for leading on the arrangements. I know it will be a great evening. Congratulations to all those shortlisted for the awards and to the learners who will be receiving their well-deserved certificates.

3. ADSO during 2019/20

- 3.1 As we all know, 2020 has been a year like no other. I have gone on record many times to express my admiration and pride to everybody in the Democratic Services sector for the way you have risen to the challenges presented by the pandemic. Through your professionalism, dedication, adaptability and resilience (I could go on...) you ensured that democracy and good governance were preserved for your members and local communities. As a result, the importance of governance and the roles you play have risen in prominence and that's so well deserved. I am proud to be associated with you all.
- 3.2 The Board worked hard to provide as much support to you as possible, particularly in the early days when regulations were being issued and the rules were changing at a pace. We developed some excellent relationships with the LGA and other organisations, increasing our value and influence

as a result. We worked closely with our colleagues in Lawyers in Local Government (LLG) and my thanks in particular to Helen McGrath for her support and advice during those challenging times – often late at night and over weekends to try to make some sense of the impenetrable legislation.

- 3.3 Our membership reached record levels during the year (1147 members) and I like to think this recognised the value of being a member of a professional body during such difficult times. Thank you for your continued support.
- 3.4 We place great emphasis on consulting you as members, although we are also careful not to overdo it. We have listened carefully for example to your views about the weekly newsletter and legal update and we are working to streamline and improve the content.
- 3.5 Susan Biddle and our pool of trainers are also working hard to transfer the content of our training courses for remote delivery. Pilot sessions are currently taking place and we will be rolling out the programme within the next few weeks. We are pleased to partner with East Midland Councils for the administration of these courses. Thanks to them for the great work they have done so far.
- 3.6 We also ran our very first webinar in September on the draft Code of Conduct. We plan to hold webinars every six weeks or so and further details will be released shortly. Our thanks to Deborah Evans from LLG for her advice and support.
- 3.7 We are proud of our two professional qualifications – the Certificate in Democratic Services Knowledge and the Diploma in Local Democracy. There are currently 49 learners studying for the Certificate and 24 for the Diploma. Thanks to them for supporting the qualifications and to their advisors who work with them – plus of course to Sue Keogh and South West Councils for managing the qualifications so well. My congratulations to all those learners receiving their awards on 26th November.
- 3.8 We have carried out a lot of maintenance work on the website recently, mostly ‘behind the scenes’ to ensure it is fit for purpose going forward. You may also have noticed our increased presence on social media. Thanks to Joanna Boaler for her work on both since she was appointed to the Board.
- 3.9 The members’ forum continues to play a very useful role in networking and the exchange of information and advice. Please make every effort to engage via the forum and respond to the issues that are posted.

4. Working with Others

- 4.1 Our more traditional partnership activities (attending conferences etc) have been curtailed somewhat due to the lockdown, but we have worked hard to remain engaged with partner organisations as best we can. As mentioned

earlier, the pandemic has highlighted the need for good governance and the ability to be agile and adaptable in responding to the challenges. Through your efforts, ADSO is more highly regarded than ever and our influence is growing. For example, we were consulted by a number of parties for advice and information on the new ways of working, including the LGA plus the Local Government Chronicle and Municipal Journal. We are a member of the LGA network group which has provided support to authorities through the LGA Coronavirus Hub. This provides excellent information and support to councils, officers and elected members and I would recommend you visit the site if you haven't already. Peter Sass and myself have taken part in LGA webinars on remote and hybrid meetings and I have participated in a number of webinars run by LLG. I also took part in a webinar hosted by our Dutch colleagues at VvG. Unfortunately, the planned IIMC Symposium in Holland had to be cancelled but it will be rearranged.

- 4.2 We are also a member of the Local Councils Taskforce along with LLG and SLCC which has considered the recent draft code of conduct, the recommendations from the Committee on Standards in Public Life and are currently working on a toolkit for local council clerks to support them in their role.
- 4.3 We continue to support authorities through our peer review and consultancy service and our bespoke training offer for councillors and officers. Both are proving increasingly popular.
- 4.4 Thank you to Modern.Gov (Civica), our main sponsor, for their continued support and to all our sponsors for their support throughout the year.
- 4.5 We continue to sponsor the Notwestminster Conference each year. We have also sponsored a number of scrutiny officers' zoom events run by Dave McKenna.

5. Financial and commercial income for the Association

This has been covered in John Lynch's report and I thank him once again for his efficient stewardship of ADSO's funds. We are in a very stable position financially and we will continue to prioritise value for money for our members.

6. Conclusion

- 6.1 I hope you have found my report helpful in setting out the progress we are making as an association. We are in a strong position and that is mainly due to your amazing work within your authorities which has raised the profile of our profession. We celebrated our 10th birthday last year. I am confident that we will continue to grow and improve as we move into our second decade. Our immediate priority is to support you through these difficult times and to adapt our services to match new ways of delivery.

- 6.2 I am honoured and proud to represent you as chair of ADSO. Thank you for the confidence placed in me. I can assure you that I am as committed now as I was on the very first day in that office.
- 6.3 You will by now have received your membership renewal notices. Please renew quickly if you haven't already. Also, please encourage colleagues to join and highlight the benefits of membership to your managers. The cost is still great value for the services you receive. The more members we have the stronger and more influential our voice will be.
- 6.4 My best wishes to you all and keep safe.

John Austin
Chair ADSO Board

November 2020



Association of
Democratic Services
Officers

Finance Report

ADSO AGM: 26th November 2020

Report by ADSO Director for Finance

1. INTRODUCTION

- 1.1 The Association was formally established as a company on 5th November 2009 and registered for VAT on 30th November 2009. It has been trading continuously since formal designation and the Articles of Association of the Company require the accounts to be submitted to the AGM each year. However, the accounting period for the submission of accounts to Companies House is the calendar year.
- 1.2 The tenth set of accounts relating to 2019 were approved by the ADSO Board earlier this year and circulated to the membership for information.
- 1.3 As the full accounts for the Association for 2020 will not be ready until early in 2021, this report will bring members up to date with finances as of 31st October 2020.
- 1.4 A full copy of the accounts will be placed on the members' only part of the website when they are ready early in 2021.

2. COMMENTARY ON THE 2019 ACCOUNTS

- 2.1 The 2019 accounts show the organisation continues to grow year on year and has a sound financial position. The Association is a virtual organisation in that it does not own or rent any premises and does not employ any staff.
- 2.2 Book keeping has been carried out by Caroline Wood from Lupton Wood and Partners since January 2016. I work closely with Caroline on day to day financial arrangements and she is doing an invaluable job on providing detailed breakdown and information for the Board and ensuring invoices are paid and money owing to the association is followed up quickly.
- 2.3 Steele Robertson Goddard continue to act as our accountants and have a very good understanding of our business and sector having been our accountants since we started. Their charges are in line with market rates.

- 2.4 Each category of our income has remained consistent compared with previous years. The total income for 2019 amounted to £175,441 (2018 total income was £162,682). Our overhead expenses have increased slightly at £51,610 compared to £41,340 in 2018. This is due to the appointment of a Non-Executive Director plus an increase in Travelling and Subsistence. Obviously for 2020 this will drop back to nothing with the move to remote meetings.
- 2.5 The surplus for the year was £53,747 compared with £71,278 in 2018. Our cash balances have increased to £560,355.
- 2.6 As the Association pays tax on interest earned via our fixed rate bonds, the corporation tax liability for the year was £219.64 which was paid in October 2019.
- 2.7 The Board agreed to freeze the price of membership for the coming year with continuing to offer the discounts based on the numbers of members joining from an authority. As of 31st October 2020, we had 1,131 members which is our highest number yet. Renewals have now gone out and we are waiting for payments to come through.

3. DETAILS

- 3.1 As of 9th November 2020 our bank balances were as follows:

Main Account £145,434

Qualifications Account £150,009

OTHER SPENDING

- 3.2 The Association have continued to support various other events as part of our networking and partnership work including the Lawyers in Local Government Conference, Society of Local Council Clerks Conference, Not Westminster Event, Scrutiny Meetup and supporting our own Regional events.
- 3.3 Payments made to HMRC for VAT for the last four quarters has been as follows:

Q4 2019 £7,677.81

Q1 2020 £3,925.16

Q2 2020 £3,284.45

Q3 2020 £1,131.95

SAVINGS

- 3.4 The Association uses an online Business Account with Barclays to keep costs low. However, this does not pay any interest on funds in our accounts.

- 3.5 We have, therefore, made use of Fixed Rate Bonds, where possible, given that interest rates generally are very low for businesses. We are also conscious to ensure any savings/investments we make are as secure as possible and therefore each of our savings is within the Financial Services Compensation Scheme limit of £85,000.
- 3.6 We currently have the following money invested:
- £ 85k 1 Year Fixed Rate Bond with Aldermore till Jan 2021 paying 1.60% AER
 - £ 85k 1 Year Fixed Rate Bond with BFC Bank till Jan 2021 paying 1.70% AER
 - £ 85k 2 Year Business Bond with Hampshire Trust Bank till May 2021 paying 2.00% AER
 - £ 35,385.95 2 Year Business Savings with Virgin Money till Nov 2020 paying 1.75% AER
- 3.7 The Profit and Loss Account for January to October 2020 together with the comparative figures for the same period in 2019 and 2018 is attached.
- 3.8 We have increased the amount of consultancy work we have carried out for authorities and this continues to rise each year. For 2020 and beyond we will be carrying out training and other activities online with the current pandemic restrictions.

4. RECOMMENDATIONS

That the AGM note the Finance report and agree to continue to use Steele Robertson Goddard as our accountants.

John Lynch
Finance Director
9th November 2020

RESTRICTED

	<u>Est . YE 2020</u>		January - October	
		<u>2020</u>	<u>2019</u>	<u>2018</u>
Sales				
Membership	44941	29941	40818	34560
Job Adverts	25240	22240	42020	36681
Qualifications	7425	7425	8095	6025
Conference	0	0	33814	30480
Training	2055	2055	22377	15642
Sponsorship / Grants	500	500	510	500
In House Training	15220	14475	12326	3577
Previous year income		4878.38	-530	
Bank Interest received	105	85	1170	<u>3577</u>
	95487		81600	160600
				131041
Purchases				
Membership	9412	9412	5792	7705
Job Adverts				175
Qualifications	2951	2851	3584	21405
Conference	1000	1000	14894	15878
Training	2893	2573	9862	10273
Sponsorship and Member grants		750	8827	2732
In House Training	5512	5112	7755	
Other Purchases			<u>16</u>	3458
	21768	21698	50731	61625
Direct Expenses				
Sales Promotion	0	0	0	0
Gross Profit/(Loss):	<u>73719</u>	<u>59902</u>	<u>109869</u>	<u>69415</u>
Overheads				
Gross Wages	20072	15072	12445	13638
Travelling and Entertainment	1089	989	9831	6426
Printing and Stationery	100	64	303	7
Internet, Computer and Telephone	5540	5280	2141	1699
Professional Fees	16856	13656	14129	10759
Bank Charges and Interest	201	167	152	184
General Expenses	<u>5854</u>	<u>3854</u>	<u>1296</u>	<u>3233</u>
	49712	39083	40296	35945
Net Profit/(Loss):	<u><u>24007</u></u>	<u><u>20819</u></u>	<u><u>69573</u></u>	<u><u>33470</u></u>

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Association of
Democratic Services
Officers

Directors of the Association

Report from Pete Savage: Company Secretary

Section 7 of the Articles of Association provide that the officers of the Association shall be elected at the Annual General Meeting of the Association. The following valid nominations were received in accordance with the provisions of the articles:

- Chair – John Austin, former Assistant Director of Corporate Governance, London Borough of Enfield
- Vice-Chair – Peter Sass, SSA Head of Governance for Richmond and Wandsworth Councils
- Director of Finance – John Lynch, former Head of Democratic Services, Kent County Council
- Director of Training – Susan Biddle, freelance training consultant
- Director of Communications – Joanna Boaler, Head of Democracy and Transparency, Statutory Scrutiny Officer and Deputy Monitoring Officer, Essex County Council
- Joint Company Secretaries – Priya Patel, Democratic Services Manager (London Boroughs of Richmond and Wandsworth) and Michelle Beaumont, Democratic Services Officer (London Boroughs of Richmond and Wandsworth).

The AGM is invited to confirm the election of the director appointments listed above.

Recommendation

That the following individuals be elected as directors of the Association of Democratic Services Officers

- a. Chair – John Austin**
- b. Vice-Chair – Peter Sass**
- c. Director of Finance – John Lynch**
- d. Director of Training – Susan Biddle**
- e. Director of Communications – Joanna Boaler**
- f. Joint Company Secretaries – Priya Patel and Michelle Beaumont**

Peter Savage
Company Secretary

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