

Draft 6: 1 July 2019

ARTICLES OF ASSOCIATION

OF

BRITISH ASSOCIATION FOR COUNSELLING AND PSYCHOTHERAPY

[(for adoption by a special resolution to be passed at the Annual General Meeting held on 24<sup>th</sup> November 2016)]

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## THE COMPANIES ACT 2006

### Company Limited by Guarantee

#### Articles of Association of British Association for Counselling and Psychotherapy

1. The name of the Company (hereinafter called 'the Association') is British Association for Counselling and Psychotherapy.

2. In these Articles:

<b>Words</b>	<b>Meanings</b>
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
BACP Register	register of members of the Association;
Board of Governors	the Board of Governors of the Association, the members of which are the directors of the Association and are charity trustees;
Chair	the Chair of the Board of Governors or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Governor	a member of the Board of Governors;
Objects	the Objects of the Association as defined in Article 3;
Office	the registered office of the Association;
Officer	the Chair, the Deputy Chair and any other officer position a Governor is appointed to by the Board of Governors;
Secretary	any person appointed to perform the duties of the Secretary of the Association;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;

Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
United Kingdom	Great Britain and Northern Ireland;
in Writing	written or printed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including by e-mail or fax (to the extent legally permissible). Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association. The words "persons" or "people" include corporations and unincorporated associations.

The registered office of the Association will be situated in England.

3. The Association is established:

- i. to promote and provide education and training for counsellors and/or psychotherapists working in either professional or voluntary settings, whether full or part time, with a view to raising the standards of the counselling professions for the benefit of the community and in particular for those who are the recipients of counselling and/or psychotherapy; and
- ii. to inform and educate the public about the contribution that the counselling professions can make generally and particularly in meeting the needs of those whose participation and development in society is impaired by physical or psychological health needs or disability (the "Objects").

4. The Association has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Association has the power to:

- (a) to maintain lists of registered members which may include their qualifications, appointments and experience
- (b) to formulate standards of professional conduct and competence for those engaged in counselling professions and carrying out such work
- (c) to provide means of assessing knowledge, skill and experience of the principles and practice of counselling and/or psychotherapy of persons seeking admission to membership of the Association and to issue certificates and diplomas or other awards to those who pass such assessments and tests
- (d) to confer, consult and collaborate, as appropriate, with bodies in the United Kingdom and elsewhere to further the Objects and to co-operate and enter into any arrangements with any governments, authorities, societies, institutions, bodies or any person, company or association established in the United Kingdom or elsewhere
- (e) to set up and administer such systems for the accreditation and/or registration of counsellors, psychotherapists, supervisors, trainers and other persons, organisations or activities related to counselling and/or psychotherapy as may be deemed appropriate

(f) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents in any media or films or recorded tapes

(g) to promote and facilitate the dissemination and exchange of information on matters of professional interest among members and others by holding of conferences, meetings, seminars for the reading of papers and reports, by the publication, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies

(h) to encourage the study of counselling and/or psychotherapy by instituting, establishing and promoting educational and training courses

(i) to establish such services including technical and advisory services to the public and the membership as may promote and further the interest and efficiency of members and others for the public good and the counselling professions generally

(j) to foster and undertake research into any aspect of the Objects and the Association's work and to disseminate the results of any such research

(k) to take and accept any subscriptions, gifts, endowments or bequests of money, property or other assets whether subject to any special trust or not

(l) to purchase, take on lease, share, licence or in exchange, hire or otherwise acquire any real or personal property

(m) subject to such consents as may be required by law to sell, lease, let or mortgage or otherwise dispose of any assets belonging to the Association

(n) to borrow money and to charge the whole or any part of the property belonging to the Association as security for the repayment of money borrowed, grant given or any other obligation by the Association must comply as appropriate with Sections 124 and 126 of the Charities Act 2011 if it wishes to mortgage land

(o) to construct, alter, provide, manage, maintain, furnish and fit with all the other necessary furniture and other equipment any buildings and any other premises or structures or land

(p) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise

(q) to acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Association and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for the Objects

(r) to organise, finance, and maintain alone or in conjunction with one or more other professional counselling and/or psychotherapy professional bodies or other cognate professional bodies, schemes for the regulation and discipline of the Association's members in matters of professional or business conduct

(s) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, to operate bank accounts in the name of the Association including by using internet banking or other electronic authentication methods and to give or receive guarantees or indemnities

(t) to borrow, invite and receive contributions or grants, enter into contracts and to raise money in any way on such terms and (with such consents as are required by law) on such security as may be thought fit including carrying on trade but not be means of Taxable Trading

(u) to invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; and to accumulate and set aside funds for special purposes or as reserves

(v) to establish, support and federate with and to subscribe or guarantee money for charitable purposes calculated to further the Objects

(w) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association

(x) to insure and arrange insurance cover for and to indemnify its officers, servants, voluntary workers and subcontractors and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit

(y) to be subject to the provisions of Article 5 hereof, to pay reasonable sums or premiums for or towards the provision of pensions for officers or servants (not being a member of the Board of Governors) for the time being of the Association or its dependants

(z) to amalgamate with any companies, institutions, societies, trusts, associations or other organisations which are charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by these Articles

(aa) to promote and advertise the Association's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities

(bb) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Association or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means

(cc) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Association not required for the purpose of the Association in furtherance of the Objects

(dd) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements

(ee) to delegate upon such terms and at such reasonable remuneration as the Association may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;

- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Association;
- (c) the Managers are under a duty to report promptly to the Association any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Association;
- (d) the Association is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Association reviews the arrangements for delegation at intervals but so that any failure by the Association to undertake such reviews shall not invalidate the delegation

(ff) to permit any investments belonging to the Association to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Association and to pay any such nominee reasonable and proper remuneration for acting as such

(gg) to purchase indemnity insurance out of the funds of the Association to indemnify any of the Board of Governors against any personal liability in respect of:

- (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Association;
- (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Association or of any body corporate carrying on any activities on behalf of the Association; and
- (iii) any liability to make contributions to the assets of the Association in accordance with section 214 of the Insolvency Act 1986.

(hh) Subject to Article 4(jj) below, any insurance in the case of 4(gg)(i) or 4(gg)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

- (i) any liability incurred by a member of the Board of Governors to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (ii) any liability incurred by a member of the Board of Governors in defending any criminal proceedings in which s/he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by her or him; and
- (iii) any liability incurred by a member of the Board of Governors to the Association that arises out of any conduct which s/he knew (or must reasonably be assumed to have known) was not in the interests of the Association or in the case of which s/he did not care whether it was in the best interests of the Association or not.

(ii) Subject to Article 4(jj) below any insurance in the case of 4(gg)(iii) shall not extend to any liability to make such a contribution where the basis of the member of the Board of Governors liability is her or his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation; and

(jj) to purchase out of the funds of the Association any additional indemnity insurance cover for the benefit of the members of the Board of Governors that is permitted by law from time to time

(kk) the Board of Governors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party; and

(ll) to do all such other lawful things as shall further the Objects or any of them.

5. The income and property of the Association shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board of Governors shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit or money's worth from the Association except as permitted by law or by the Charity Commission or as permitted below under "Allowed Payments" and then only after complying with the requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Association or a member of the Board of Governors receiving any benefit as a beneficiary.

#### **Allowed Payments**

6.1 The Association may pay: -

6.1.1 reasonable and proper payment to any member, officer, servant, employee, professional or other adviser of the Association who is not a member of the Board of Governors for any services to the Association;

6.1.2 reasonable and proper remuneration of a member of the Board of Governors for services actually rendered to the Association or a subsidiary of the Association (save for services rendered in her or his capacity as a member of the Board of Governors), PROVIDED THAT: -

- (a) the number of members of the Board of Governors so remunerated in any accounting period shall not exceed a minority of the Board of Governors;
- (b) that no resolution to approve such remuneration to a member of the Board of Governors shall be effective unless it is passed at a meeting of the Board of Governors;
- (c) such member of the Board of Governors shall not vote on any resolutions relating to his or her engagement by the Association or a subsidiary (as defined in the Act) of the Association; and
- (d) the remuneration or maximum remuneration payable to the member of the Board of Governors shall be set out either in the resolution approving such remuneration or in a written agreement between the member of the Board of Governors and the Association;

For the purposes of these Articles 6.1.1 and 6.1.2 "services" includes goods that are supplied in connection with the provision of services.

6.1.3 reasonable interest on the money lent by any member of the Board of Governors;

6.1.4 reasonable out-of-pocket expenses to any member of the Board of Governors;

6.1.5 reasonable and proper payment to a company of which a member of the Association or a member of the Board of Governors holds not more than a hundredth of the capital;

- 6.1.6 reasonable and proper rent of premises demised or let by any member of the Board of Governors;
- 6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any trustee indemnity insurance policy taken out;
- 6.1.8 any payment to a member of the Board of Governors under the indemnity provisions in the Articles of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any one of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association. Provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the directors (or any of them);
- 6.1.9 reasonable remuneration to the persons who are for the time being acting as Chair and Deputy Chair of the Board of Governors for:
- (i) representing the Association in discussions on the work of the Association in pursuing its Objects; and
  - (ii) representing the Association at conferences and other events;
- 6.1.10 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Board of Governors shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Board of Governors other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the members of the Board of Governors.

For the purposes of this Article 6 a member of the Board of Governors shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the member of the Board of Governors or any person living with the member of the Board of Governors as his or her partner.

A payment to a member of the Board of Governors includes the payment to or the engagement of or remuneration of any firm or company in which the member of the Board of Governors is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the member of the Board of Governors holds less than 1 per cent. of the issued capital.

7. The liability of the members of the Association for company law purposes is limited to £1.

8. Every member of the Association for company law purposes undertakes to contribute to the assets of the Association, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

9. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall



prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

## **Members**

10. The Association must keep at the Office a register of members for company law purposes showing their name, postal address and dates of becoming a member and ceasing to be a member.

11. A copy of the Memorandum and Articles of Association and any standing orders must be available for inspection by the members for company law purpose of the Association at the Office or at a single alternative inspection location if applicable. Any member for company law purpose who requests a copy of the Articles of Association must be sent a copy. Subject to any restrictions permitted by the Act, the register is available for inspection by the members for company law purposes of the Association without charge and any other person on payment of a fee prescribed by the Association, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Association must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

12. Membership of the Association shall be divided into two categories, namely organisational and individual membership.

12.1 Each category of membership of the Association may have classes and sub-classes as laid down from time to time in the standing orders made under Article 64 below.

12.2 Applications for membership shall be made to the Association in Writing and in such form and containing such information as the Board of Governors may from time to time prescribe. The Association may, before any decision on any application is made, require any additional information.

12.3 The Board of Governors or any sub-committee or working group set up for the purpose may decline any application made to the Association for membership, registration or admittance to grades of membership. Any decision so made shall be final and no reasons shall be required to be appended to that decision.

12.4 Every member of the Association shall be bound to further, to the best of their ability, the Objects and shall observe all regulations laid out herein and any standing orders made under Article 64. None of the rights of any member of the Association may be transferred or transmitted to any other person.

12.5 Membership of the Association is terminated unless the Board of Governors determines otherwise:

- (a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose
- (b) if such member resigns by giving notice in Writing of resignation
- (c) if the member becomes of unsound mind
- (d) if the person is excluded from membership under Article 12.6 below
- (e) if the member's subscription is unpaid and they are not re-instated by the Association
- (f) if the member dies
- (g) if the member is an organisation and ceases to function or is wound up
- (h) if they otherwise cease to qualify for membership under the Articles
- (i) if they fail to comply with any of the Terms and Conditions of their membership

- (j) if the member is removed from the BACP Register
- (k) if the member fails to meet their contractual obligations to BACP
- (l) if the member fails to meet the conditions imposed upon their membership pursuant to any BACP procedure
- (m) if the member is removed from membership pursuant to any of the Association's disciplinary processes.

Provided always that any member who ceases to be a member shall remain subject to any liability imposed on them by the Articles of Association or any standing orders made under these Articles.

12.6 Any member of the Association may be excluded from membership of the Association by a resolution of the Board of Governors acting upon the recommendation of a subcommittee of that Board of Governors or by a relevant panel or body whose function is to consider the conduct of such members in accordance with the standing orders made under these Articles for the time being in force provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose.

13. Unless the members of the Board of Governors shall make other provision pursuant to the powers contained in Article 64, the Governors may in their absolute discretion permit any member of the Association to retire provided that after such retirement the number of members is not less than three.

#### **General Meetings and Annual General Meetings**

14. The provisions contained in the Schedule to these Articles of Association shall apply in respect of general meetings including Annual General Meetings.

#### **Board of Governors**

15. The Board of Governors shall consist of:

(a) up to a maximum of seven Governors elected by the membership by ballot (whether postal, electronic or otherwise or a combination of such methods);

(b) up to a maximum of four Governors appointed by the Board of Governors;

(c) up to a maximum of two Governors co-opted at any time by the Board of Governors in accordance with Article 27.

16. The appointed Governors shall be appointed by the Board of Governors. If at any time, there shall be more than one proposed candidate for a vacancy or vacancies as an appointed Governor the appointed Governors shall be appointed by the Governors by means of the Governors voting in person or otherwise or by ballot as the Board of Governors shall determine. The Governors shall establish procedures and rules in relation to the holding of any ballot as they shall from time to time consider appropriate.

17. Election to the Board of Governors shall be dealt with in accordance with the standing orders made from time pursuant to Article 64. No person may be elected to the Board of Governors if s/he is subject to sanctions or an ongoing conduct hearing or has been removed as a member of the Association pursuant to any of the Association's disciplinary processes.

18. The Governors shall be paid all reasonable expenses properly incurred by them in attending and returning from Board of Governors meetings or General Meetings of the Association or in connection with the business of the Association.

### **Powers and Duties of the Board of Governors**

19. The business of the Association shall be managed by the Board of Governors and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any standing order; but no such standing order shall invalidate any prior act of the Board of Governors which would have been valid if that standing order had not been made.

20. The Board of Governors shall cause minutes to be made:

- (a) of the names of the Governors present at each Board of Governors meeting; and
- (b) of all resolutions and proceedings at all meetings of the Association, and of the Board of Governors.

### **Disqualification of Governors**

21. The office of Governor shall be vacated if the Governor:

- (a) becomes bankrupt or makes any arrangement or composition with her or his creditors generally; or
- (b) becomes prohibited from being a Governor by reason of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or by virtue of the Charities Act 2011; or
- (c) is considered by the Board of Governors to have become incapable whether mentally or physically of managing her or his own affairs and a majority of the other Governors resolve that she or he must cease to hold office; or
- (d) resigns her or his office by written notice to the Association but only if at least three Governors will remain in office when the resignation takes effect; or
- (e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of her or his interest as required by the Act; or
- (f) breaches her or his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board of Governors resolves to remove her or him by a resolution by 75 per cent. of the other Governors present and voting at a meeting and that prior to such a meeting the Governor in question has been given written notice of the intention to propose such a resolution at the meeting; or
- (g) is removed from office under Articles 37 and 38; or
- (h) is removed from membership pursuant to any of the Association's disciplinary processes; or
- (i) is subject to sanctions or an ongoing conduct hearing pursuant to any of the Association's disciplinary processes.

22. A Governor shall not vote, subject to the provisions of Article 68, in respect of any contract in which s/he is interested or any matter arising thereof, and if s/he does so vote her or his vote shall not be counted.

## Election and appointment of Governors

23. Governors elected or appointed to the Board of Governors shall hold office from the close of the Annual General Meeting at which her or his election was declared to the close of the ~~third~~ fourth Annual General Meeting thereafter. The Chair and the Deputy Chair (whether appointed by the Board prior to the 2014 AGM or otherwise) shall not be subject to the preceding requirement.

**Commented [A1]:** This amendment is for consistency purposes in relation to Article 24.

24. Retiring Governors shall be eligible for re-election or re-appointment but no Governor (whether elected or appointed) may serve for a period exceeding ~~nine-eight~~ consecutive years without a two years break ~~(disregarding any period served as an Honorary Treasurer)~~ unless the Board of Governors resolves by at least a three quarters majority vote of the Governors present and voting that an appointed Governor may be re-appointed to serve for a maximum of one calendar year but such ability to extend shall apply to only one appointed Governor at any given time. Governors elected or appointed prior to the 2019 AGM shall not be subject to the preceding arrangements and may serve for a period not exceeding nine consecutive years. Following a two years break such Governors are eligible for re-election or re-appointment. For the purpose of this Article, ~~unless specified otherwise,~~ a "year" shall mean a complete period of service between two Annual General Meetings. For the purpose of calculating whether a Governor (other than a co-opted Governor) is due to retire under this Article, account shall be taken of any time served by a Governor prior to the 201~~29~~ AGM. For the avoidance of doubt neither the Chair nor the Deputy Chair may serve as a Governor for a period exceeding ~~nine-eight~~ consecutive years without a two years break ~~(disregarding any period served as an Honorary Treasurer).~~

**Commented [A2]:** This amendment reduces a Governor's overall term of office to a maximum of eight years opposed to the current nine years. Changing terms of office from three years to four affords new Governors greater opportunity to fully understand their role and duties and influence the work of the Association.

25. The standing orders enacted under these Articles shall prescribe all matters relating to the elections, the procedure for conducting the elections and for the resolution of doubts or difficulty by the President, or some other member nominated by her or him to have a casting vote in the event of a tie.

26. The Association may from time to time by ordinary resolution increase or reduce the number of Governors. The Board of Governors may, at its discretion, appoint a sub-committee to assist it to identify the relevant skills set required by proposed candidates and the extent to which such candidates match the requisite skills set and the Board of Governors or such sub-committee may determine that any proposed candidates must be approved by the Board of Governors or such sub-committee before being put forward as a proposed candidate.

27. Subject to provisions of any standing orders made under Article 64 below, the Board of Governors shall have power at any time to appoint any person to be a Governor to fill a vacancy in the Board. They will hold office until the next Annual General Meeting and then they may be elected by the members of the Association or appointed by the Board as an appointed Governor. For the purposes of this Article the Board shall decide how many vacancies there are subject to Article 15. The Board of Governors may also co-opt up to two additional persons onto the Board of Governors in accordance with Article 15(c) at any time who shall hold office ~~until the next Annual General Meeting for one calendar year~~ unless removed by the Board of Governors. Any Governor so co-opted pursuant to this Article shall hold office ~~only until the next following Annual General Meeting for one calendar year,~~ and shall then be eligible for election or appointment by the Board as an appointed Governor. In the event that a co-opted Governor goes on to be elected by the members or appointed by the Board as an appointed Governor, for the purposes of the maximum terms of office referred to in Article 24 his or her initial appointment shall be the date on which he or she was first co-opted.

28. The Board of Governors may at any time and from time to time by resolution appoint any person whether or not a member of the Association to be Patron of the Association and may determine the period for which s/he shall hold office.

29. There shall be a President of the Association appointed by the Board of Governors ~~with effect from the Annual General Meeting at any time~~ for a term of three years. The same individual shall not hold office as President for more than six consecutive years.

**Commented [A3]:** The Board feel that having the opportunity to appoint a President at any time, opposed to only at AGM, will allow the Association to take advantage of any opportunities that arise for appointing influential representatives who can help promote its message.

30. There shall be a maximum of twelve Vice Presidents appointed by the Board of Governors ~~with effect from the Annual General Meeting~~ at any time who shall each serve for a term of five years. The same individual shall not hold office as Vice President for more than ten consecutive years.

**Commented [A4]:** This amendment is for consistency with the proposed amendment for Article 29 in relation to the appointment of a President of the Association.

31. The posts of Patron, President and Vice President of the Association are honorary only and carry no voting rights except as provided for in Articles 32 and 33.

32. The Board of Governors may elect or remove the Chair or any other Officer that it wishes. There shall be a Chair appointed by the Board of Governors from amongst the elected Governors for a period of three years with effect from the Annual General Meeting. For the avoidance of doubt the appointed Governors and any co-opted Governors shall take part in the selection process of the Chair or any other Officers appointed by the Board of Governors. In the case of an equality of votes in respect of the election of the Chair the President of the Association shall have a deciding vote. The Chair, or in her or his absence the Deputy Chair, shall Chair all General Meetings of the Association and all meetings of the Board of Governors. Governors are entitled to attend any meeting of all sub-committees and boards of the Association howsoever they may be constituted. The Chair shall be entitled to delegate to the Deputy Chair or to any one or more Governors any or all of her or his powers and duties for such period and subject to such conditions and generally as s/he shall think fit. The same individual shall not hold office as Chair for more than two consecutive terms. On cessation of the Chair's period of office s/he may retire from the Board or may continue to serve her or his remaining time as a Governor subject to the approval of the Board of Governors.

33. There shall be a Deputy Chair appointed by the Board of Governors from amongst the elected Governors for a period of three years with effect from the Annual General Meeting. The same individual shall not hold office as Deputy Chair for more than two consecutive terms. For the avoidance of doubt the appointed Governors and any co-opted Governors shall take part in the selection process of the Deputy Chair. In the case of an equality of votes in respect of the election of the Deputy Chair the President of the Association shall have a deciding vote. On cessation of the Deputy Chair's period of office s/he may retire from the Board or may continue to serve her or his remaining time as a Governor subject to the approval of the Board of Governors.

34. There may be a Treasurer appointed each year by the Board of Governors from amongst the members of the Board of Governors whose term of office, subject to annual re-appointment, shall be unlimited.

35. The Board of Governors may resolve that a Governor should be removed if s/he is absent without permission from three successive meetings provided that due notice is given and the said Governor be given an opportunity to make representations to a meeting convened by the Board of Governors for that purpose.

36. The Board of Governors may resolve that a Governor be removed from office for good cause provided that a three quarters majority vote of Governors present and voting is achieved and provided that due notice is given and the said Governor be given an opportunity to make representations to a meeting convened by the Board of Governors for that purpose. Where an Officer of the Board of Governors retires or is removed before the end of her or his term, the Board of Governors may appoint, from amongst the Governors who do not already hold any other Officer position, a replacement who will hold such position until the next Annual General Meeting but shall then be eligible for re-appointment to the same or such other Officer position.

#### **Removal of a Governor by a General Meeting**

37. A general meeting of members of the Association may remove any Governor before the end of his or her period of office whatever the rest of these Articles or any agreement between the Association and the Governor may say.

38. Removal can take place only by the members of Association passing an ordinary resolution saying so. Five per cent. of the member(s) of the Association may give a notice to the Association of the intention to remove a Governor and/or appoint a replacement. At least 28 Clear Days' notice before the meeting in question must be given to the Association. Once the Association receives such notice it must immediately send a copy to the Governor concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Governor may require it to be read to the meeting. The right to remove a Governor given under this Article is in addition to, and separate from, rights given under the Act.

### **Proceedings of the Board of Governors**

39. The Board of Governors shall meet together at least twice yearly for the dispatch of business and may adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes of Governors present and voting. In the case of an equality of votes the Chair shall have a second or casting vote. A Governor may, and the Secretary on the request of a Governor shall, at any time summon a Board of Governors' meeting. It shall not be necessary to give notice of a Board of Governors meeting to any Governor for the time being absent from the United Kingdom. Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board of Governors in which all participants may communicate with all other participants.

40. Subject to any provision in the standing orders enacted under these Articles, the Board of Governors shall regulate its own proceedings. The quorum of the Board of Governors shall be one more than a majority of the number of Governors.

41. The Board of Governors may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Governors, it may act for the purpose of increasing the number of Governors to that number or of summoning a General Meeting of the Association, but for no other purpose.

42. The Board of Governors may appoint on such terms as it thinks fit such sub-committees and boards as it thinks fit and may delegate such powers and responsibilities as it deems fit to those sub-committees and boards or to the Chair or to other another member or members of the Board of Governors.

43. Any sub-committee or board appointed by the Board of Governors may be composed of Governors or Governors and other persons (whether or not members) or of other persons (whether or not members).

44. All acts done by any meeting of the Board of Governors or of a sub-committee, or by any person acting as a Governor, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

45. A resolution in Writing, signed by all the Governors entitled to receive notice of a Board of Governors meeting, shall be as valid and effectual as if it had been passed at a Board of Governors meeting duly convened and held, and may consist of several documents in like form each signed by one or more Governors.

46. The Board of Governors may, but subject to the Act, need not appoint a Secretary for such term at such remuneration and upon such conditions as the Board of Governors may think fit and

such person need not be a member of the Board of Governors; and any Secretary so appointed may be removed by it.

47. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Governor and as, or in place of the Secretary.

### **Accounts and Returns**

48. The accounting records shall be kept at the Office or, at such other place or places as the Board of Governors thinks fit, and shall always be open to the inspection of the Governors of the Association.

49. The Board of Governors must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charities Commission of annual reports, annual returns and annual statements of account (or summary financial statements) and other documents.

50. The Board of Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board of Governors or by the Association in General Meeting.

51. The Board of Governors must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

52. Copies need not be sent to a person for whom the Association does not have a current address (as defined in Companies Act 2006).

53. The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

53.1 the deadline for filing the Association's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or

53.2 if earlier, the date on which the Association actually files the accounts and reports (or summary financial statements) with Companies House.

54. The Association must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Association's income or assets from time to time makes this a legal requirement.

### **Notices**

55. The Association may give notices, accounts or other documents to any member either:

55.1 personally; or

55.2 by delivering them or sending them by ordinary post to the member's registered address; or

55.3 if the member has provided the Association with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

55.4 if the member has provided the Association with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

55.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he or she has given the Association for that purpose or in accordance with Article 55.1, 55.3, 55.4 or 55.5 above. A member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Association.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Association receives no indication that they have not been received.

56. If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

57. The Association may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Association that it is not.

58. Where a member has informed the Association in Writing of her or his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Association by means of a website, such information will be validly given if the Association sends that member a notification informing her or him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

59. In these Articles or any standing orders made hereunder the expression 'notice' includes a voting paper of any type.

#### **Amendment**

60. No alterations to these Articles may be made which would cause the Association to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. Any alteration to the Articles, other than one proposed by the Board of Governors, requires a resolution in Writing duly proposed and signed by members holding at least 5% of the total voting rights of the members. A resolution must be received by the Secretary not less than twenty-eight Clear Days before the date proposed for the General Meeting. At least fourteen Clear Days' notice in Writing of such meeting, together with a copy of the resolution or resolutions to be proposed, shall be sent by the Secretary to each



member of the Association. A special resolution will be validly passed at a general meeting if the Association gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

61. Alterations may only be made to:
- 61.1 the Objects; or
  - 61.2 to any article in these Articles which directs the application of property on dissolution; or
  - 61.3 to any article in these Articles which gives members of the Board of Governors any benefit,
- with the Charity Commission's prior written consent where this is required by law.
62. The Association shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.
63. Alterations may also require the consent of other bodies.

#### **Standing Orders**

- 64.1 The Board of Governors may from time to time make such standing orders as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes and conditions of membership.
- 64.2 These standing orders must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No standing order may be made which invalidates any prior act of the Board of the Governors which would otherwise have been valid.

#### **Indemnity of members of the Board of Governors**

65. To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Board of Governors or other officer may otherwise be entitled the Association may indemnify every member of the Board of Governors or other officer out of the assets of the Association against all costs and liabilities incurred by her or him which relate to anything done or omitted or alleged to have been done or omitted by her or him as a member of the Board of Governors or other officer save that no member of the Board of Governors may be entitled to be indemnified:

- 65.1 for any liability incurred by her or him to the Association or any associated company of the Association (as defined by the Act for these purposes);
- 65.2 for any fine imposed in criminal proceedings;
- 65.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- 65.4 for any liability which s/he has incurred in defending any criminal proceedings in which s/he is convicted and such conviction has become final;

65.5 for any liability which s/he has incurred in defending any civil proceedings brought by the Association or an associated company in which a final judgment has been given against her or him; and

65.6 for any liability which s/he has incurred in connection with any application under the Act in which the court refuses to grant her or him relief and such refusal has become final.

66. To the extent permitted by law from time to time, the Association may provide funds to every member of the Board of Governors or other officer to meet expenditure incurred or to be incurred by her or him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by her or him as a member of the Board of Governors or officer, provided that s/he will be obliged to repay such amounts no later than:

66.1 if s/he is convicted in proceedings, the date when the conviction becomes final; or

66.2 if judgment being given against her or him in proceedings, the date when the judgment becomes final; or

66.3 if the court refuses to grant her or him relief on any application under the Act, the date when refusal becomes final.

#### **Conflicts of Interest**

67. To the extent required by law every member of the Board of Governors shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

68. Where the duty of a member of the Board of Governors to avoid a situation in which s/he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Association including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

68.1 the matter in relation to which that duty exists has been proposed to the Board of Governors at a meeting of the Board of Governors and has been authorised by them; and

68.2 any requirement as to the quorum of such meeting is met without counting the member of the Board of Governors in question, or any other interested member of the Board of Governors, subject to Articles 69 and 70; and

68.3 the matter was agreed to without any such member of the Board of Governors voting, or would have been agreed to if the vote of any such member of the Board of Governors had not been counted, subject to Articles 69 and 70.

69. In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted members of the Board of Governors present at the meeting to constitute a quorum, the unconflicted members of the Board of Governors present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 68 and the manner of dealing with the conflict, provided that:

69.1 they may only give such authorisation where they are satisfied that the conflicted member or members of the Board of Governors will not receive any direct or indirect benefit other than one permitted by these Articles; and

69.2 the total number of members of the Board of Governors at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board of Governors.

70. In the event that all of the Board of Governors present at the Board of Governors' meeting are conflicted in respect of a particular conflict of interest situation, the conflicted members of the Board of Governors present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 69.1 and 69.2 above.

71. The duty to deal with conflicts referred to in Article 68 applies in the case of the exploitation of property, information or opportunity even if the Association is not taking, or could not take, advantage of the opportunity.

72. The members of the Board of Governors shall observe the other duties and rules in the Act, and such other rules as the Board of Governors adopts, as to the management of conflicts of duty or interest and to the extent required by law every member of the Board of Governors shall fully disclose to the Board of Governors the circumstances giving rise to any conflict or potential conflict that s/he has.

73. The Board of Governors may by resolution passed in the manner set out in this Article, authorise a member of the Board of Governors not to disclose to the Board of Governors confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the member of the Board of Governors.

## **SCHEDULE**

### **Provisions in respect of General Meetings and Annual General Meetings**

1A. A general meeting of the Association shall be held once in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Board of Governors.

2A. The above General Meetings of the Association shall be called Annual General Meetings. All other General Meetings shall be called General Meetings.

3A. The Board of Governors may call a General Meeting whenever it thinks fit and General Meetings shall also be called if not less than 5% of the members of the Association request it in accordance with the Act.

### **Notice of General Meetings**

4A. An Annual General Meeting or a General Meeting shall be called by at least fourteen Clear Days' notice in Writing including by website in accordance with Article 58. The notice shall specify the place, the day, and the hour of meeting and the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to vote at it.

5A. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

6A. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: members present in person or by proxy entitled to cast fifty votes between them shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Governors may determine.

7A. The Chair of the Association shall chair every General Meeting of the Association, or if s/he shall not be present the President or a Vice President or any member of the Board of Governors present who has been proposed and seconded by voting members shall chair the meeting.

8A. The Chair of the meeting may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

9A. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair of the meeting; or
- (b) by at least three members present in person or by proxy and entitled to vote; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10A. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct. Every voting member present in person or by proxy shall be entitled to vote. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

11A. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a further or casting vote.

12A. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately.

13A. Except in the case of a resolution to remove a member of the Board of Governors or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

13A.1 it must be in Writing;

13A.2 in the case of a special resolution it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

13A.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

13A.4 it may consist of two or more documents in identical form Signed by members; and

13A.5 the passing of the resolution must comply with any other requirements of the law from time to time.

14A. A written resolution is passed when the required majority of eligible members have signified their agreement to it.

#### **Votes for Members**

15A. Every voting member shall have the number of votes laid down by standing orders made under Article 64. Votes may be cast in person or by proxy and the Board of Governors in its sole discretion may determine that votes may be cast by post and/or by electronic voting or by any means appropriate as determined by the Board of Governors or any relevant sub-committee. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

16A. A member entitled to vote may appoint any other member who is qualified to vote or the Chair as her or his proxy. A person holding a proxy may vote on any resolution.

17A. An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Board of Governors may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy



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