

Registered Number: 6844301

May 2015 (as agreed by the EGM on 19/5/15)

**Memorandum and Articles
of Association**

of

**The Association of Youth Offending Team Managers
Limited**

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

THE COMPANIES ACTS 1985, 1989 AND 2006

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Ref: SET 33882.0001

MEMORANDUM OF ASSOCIATION OF THE ASSOCIATION OF YOUTH OFFENDING TEAM MANAGERS LIMITED

1 NAME

The name of the company is The Association of Youth Offending Team Managers Limited (“the Association”).

2 REGISTERED OFFICE

The Registered Office will be situated in England and Wales.

3 OBJECTS

The Association’s Objects are:-

3.1 to prevent offending and by children and young people; and

3.2 to promote the interests of Youth Offending Team Managers¹

primarily but not exclusively by:-

- providing an authoritative voice on the range of issues that impact on the role of managers within a Youth Offending Team or Youth Offending Service or equivalent;
- being the main conduit for consultations with Members by the Youth Justice Board, Government Departments, other associations and relevant inspection agencies;
- being a focus for the national media in order that points of view from the Association are properly represented;
- encouraging membership of the Association;
- promoting the values of the Association;
- developing and promoting high standards of practice and excellence of service;
- influencing legislation and policy in line with the values of the Association at local, regional, national and international level;
- publicising the work of the Association and promoting public understanding of youth justice needs and services and related criminal justice policy issues;
- advising and supporting individual members pursuing their professional responsibilities whilst that is compatible with the values and objectives of the Association;

¹ As identified in the inter departmental circular relating to the Crime and Disorder Act 1998 Section 39 (7)(a) and (b)

- furthering the professional development of the Association's members and providing opportunities for them to share knowledge and skills;
- furthering the development of occupational standards and training for all youth offending team practitioners;
- influencing the development of a framework for inspection systems and processes covering youth justice services;
- fostering national and international co-operation in accordance with the values and objectives of the Association whilst recognising that local interests have to be acknowledged; and
- ensuring that communities are made safer by effective youth crime prevention and a positive approach to work with victims.

4 POWERS

The Association may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- 4.1 to employ staff or engage consultants and advisers on such terms as the Executive Committee thinks fit and to provide pensions to staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.5 to sell, lease, licence, exchange, dispose of or otherwise deal with property;
- 4.6 to provide accommodation for any organisation on such terms as the Executive Committee decides (including rent-free or at nominal or non-commercial rents);

Borrowing

- 4.7 to borrow and give security for loans;

Grants and Loans

- 4.8 to make grants, donations or loans, to give guarantees and to give security for those guarantees;

Fund Raising

4.9 to raise funds, to invite and receive contributions;

Trading

4.10 to trade in the course of carrying out the Objects and to charge for services;

Publicity

4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Association and other organisations operating in similar fields;

4.12 to promote or carry out research and publish the results of it;

Contracts

4.13 to co-operate with and enter into contracts with any person;

Bank or building society accounts

4.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Association;

Investments

4.15 to:-

4.15.1 deposit or invest funds;

4.15.2 employ a professional fund-manager; and

4.15.3 arrange for the investments or other property of the Association to be held in the name of a nominee

Insurance

4.16 to insure the assets of the Association to such amount and on such terms as the Executive Committee decides, to pay premiums out of income or capital and to use any insurance proceeds as the Executive Committee decides (without necessarily having to restore the asset);

4.17 to insure and to indemnify the Association's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;

4.18 to take out insurance to protect the Association and those who use premises owned by or let or hired to the Association;

4.19 to provide indemnity insurance to cover the liability of the Executive Committee Members and officers of the Association who are not Executive Committee Members

4.19.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty

of which they may be guilty in relation to the Association; and

4.19.2 to make contributions to the assets of the Association in accordance with the provisions of Section 214 of the Insolvency Act 1986

provided that any such insurance in the case of clause 4.19.1 shall not extend to: -

- any liability resulting from conduct which the Executive Committee Members or officers knew, or must have known, was not in the best interests of the Association or which the Executive Committee Members or officers did not care whether it was in the best interests of the Association or not;
- any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Executive Committee Members or officers; and
- any liability to pay a fine

and further provided that any such insurance in the case of clause 4.19.2 shall not extend to any liability to make such a contribution where the basis of the Executive Committee Member's or officer's liability is 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.

Other Organisations

4.20 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects;

4.21 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied purposes, to exchange information and advice and to undertake joint activities with them;

4.22 to amalgamate with any organisation which has objects similar to the Objects;

4.23 to undertake and execute any charitable trusts;

4.24 to affiliate, register, subscribe to or join any organisation;

4.25 to act as agent or trustee for any organisation;

Reserves

4.26 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

Formation expenses

4.27 to pay the costs of forming the Association and of complying with all relevant registration requirements; and

General

4.28 to do anything else within the law which promotes or helps to promote the Objects.

5 APPLICATION OF FUNDS

5.1 General

The income and property of the Association must be applied solely towards promoting the Objects and (except to the extent authorised by this Clause 5):

5.1.1 no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Member; and

5.1.2 an Executive Committee Member may not directly or indirectly receive any payment of money or benefit from the Association.

5.2 Benefits to Members

Notwithstanding Clause 5.1, the Association may make the following payments or grant the following benefits to Members: -

Interest and Rent

5.2.1 reasonable and proper interest on money lent by any Member to the Association;

5.2.2 reasonable and proper rent or hiring free for premises let or hired by any Member to the Association;

Supply of Goods or Services

5.2.3 reasonable payments to a Member in return for goods and/or services supplied to the Association pursuant to a contract; and

Out of Pocket Expenses

5.2.4 reasonable and proper out of pocket expenses to Members who are engaged by the Association as volunteers in the work of the Association and which are actually incurred by them in carrying out their work as volunteers.

5.3 Benefits to Executive Committee Members

Notwithstanding Clause 5.1, the Association may make the following payments or grant the following benefits to Executive Committee Members: -

Out of pocket expenses

5.3.1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Executive Committee Members;

- 5.3.2 reasonable and proper out of pocket expenses to those Executive Committee Members who are engaged by the Association as volunteers in the work of the Association and which are actually incurred by them in carrying out their work as volunteers;

Indemnity

- 5.3.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings);
- 5.3.4 the benefit of indemnity insurance under Clause 4.19;

Fees to companies in which Executive Committee Members have negligible interests

- 5.3.5 a payment to a company in which an Executive Committee Member has no more than a 1% shareholding;

Interest and Rent

- 5.3.6 reasonable and proper interest on money lent by any Executive Committee Member to the Association;
- 5.3.7 reasonable and proper rent or hiring fee for premises let or hired by any Executive Committee Member to the Association; and

Remuneration/Employment/Supply of Goods and Services

- 5.3.8 payments to an Executive Committee Member who is remunerated or employed by the Association or who enters into a contract for the supply of goods or services to the Association provided that:
- 5.3.8.1 the remuneration or other sums paid to the Executive Committee Member do not exceed an amount that is reasonable in all the circumstances;
 - 5.3.8.2 the Executive Committee Member is absent from the part of any meeting at which there is a discussion of his employment or remuneration or any matter concerning the contract, his performance in the employment or his performance of the contract, any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him and/or any arrangement with him or to confer any benefit upon him and/or any other matter relating to payment or the conferring any benefit to him;
 - 5.3.8.3 the Executive Committee Member does not vote on any such matter and is not counted when calculating whether a quorum of Executive Committee Members is present at the meeting;
 - 5.3.8.4 the other Executive Committee Members are satisfied that it is

in the interests of the Association to remunerate the Executive Committee Member;

5.3.8.5 the reason for the Executive Committee Members' decision is recorded in the minutes of the Executive Committee meeting; and

5.3.8.6 at no time shall a majority of the Executive Committee Members receive payment pursuant to this clause 5.3.8.

The employment or remuneration of an Executive Committee Member pursuant to this clause includes the engagement or remuneration of any firm, company or organisation (including for the avoidance of doubt a local authority) in which the Executive Committee Member is a partner, an employee, a consultant, a director or a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Executive Committee Member holds less than 1% of the issued capital.

5.4 The limitations in this Clause 5 on the making of payments and the granting of benefits by the Association to Executive Committee Members shall also extend to any other company in which the Association

5.4.1 holds more than 50% of the shares; or

5.4.2 controls more than 50% of the voting rights attached to the shares; or

5.4.3 has the right to appoint one or more Executive Committee Members to its board.

5.5 For the purposes of Clause 5.3 a payment to a dependant relative or the spouse of the Executive Committee Member or any person living with the Executive Committee Member as his partner shall be deemed to be a payment to the Executive Committee Member.

6 LIMIT OF LIABILITY

The liability of the Members is limited.

7 GUARANTEE

Every Full Member promises, if the Association is wound up whilst he is a Full Member or within one year after ceasing to be a Full Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Association and liabilities incurred whilst the contributor was a Full Member.

8 WINDING UP

8.1 The Full Members may at any time before, and in expectation of, its dissolution resolve by a 75% majority of the Full Members entitled to attend and vote at a General Meeting that any net assets of the Association after all its debts and

liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:

8.1.1 directly for the Objects; or

8.1.2 by transfer to another organisation having purposes similar to the Objects.

8.2 Subject to any such resolution of the Full Members, the Executive Committee Members may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Association be applied or transferred:

8.2.1 directly for the Objects; or

8.2.2 by transfer to another organisation having purposes similar to the Objects;

8.3 In no circumstances shall the net assets of the Association be paid to or distributed among the Members.

9 INTERPRETATION

Article 1 of the Articles is to apply to the Memorandum in the same way that it applies to the Articles.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company, in pursuance of this Memorandum.

Names and Addresses of Subscribers	Signed	Witnessed
Ian Langley	I R Langley	P Sutton
John Hawkins	J Hawkins	G Jones
Michael Thomas	M Thomas	K Skinner
Lorna Hadley	L Hadley	D Sudharsanan
Peter Dennis	P Dennis	D Harris

Dated

9TH March 2009

ARTICLES OF ASSOCIATION THE ASSOCIATION OF YOUTH OFFENDING TEAM MANAGERS LIMITED

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles:

“the Act”	means the Companies Acts 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force
“Additional Member Representative Executive Committee Member”	means an Executive Committee Member for the time being elected under Article 24
“AGM”	means an annual general meeting of the Association
“Annual Subscription”	means the fee for a Membership Year as determined by the Executive Committee from time to time and approved by the Full Members in General Meeting payable by Members (other than Honorary Members) or such proportion of the fee as appropriate should a Member only be in membership for a proportion of a Membership Year.
“the Articles”	means these Articles of Association of the Association
“Assistant Secretary”	means an Executive Committee Member for the time being appointed under Article 22
“Associate Member”	means a Member admitted under Article 2.2.2 and Article 3
“the Association”	means the company intended to be regulated by the Articles
“Business Day”	means any day other than a Saturday, Sunday or a bank holiday
“Chair”	means (subject to the context) the Executive Committee Member for the time being elected as Chair of the Association under Article 18 or, if he is not present or has not taken the chair at a meeting, the person who is chairing an Executive Committee Meeting or General Meeting at the time
“Clear Days”	in relation to a period of notice means the 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
“Committee”	means a Committee of the Executive Committee exercising powers delegated to it by the Executive Committee
“Companies House”	means the office of the Registrar of Companies
“Company Secretary”	means the company secretary of the Association (if any) including a joint, assistant or deputy secretary
“EGM”	means an extraordinary general meeting of the Association
“the Executive Committee”	means the board of Executive Committee Members of the Association and (where appropriate) includes a Committee and the Executive Committee Members acting by written resolution
“Executive Committee Meeting”	means a meeting of the Executive Committee
“Executive Committee Member”	means any director of the Association
“Full Member”	means a subscriber to the Memorandum and Articles of Association or a Member admitted under Article 2.2.1 and Article 3
“General Meeting”	means an AGM or an EGM
“Honorary Member”	means a Member admitted under Article 2.2.3 and Article 3
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly
“Member”	means a member for the time being of the Association who is a subscriber to the Articles of Association or who is admitted under Article 2
“Membership Year”	means 1 July to 30 June
“the Memorandum”	means the Memorandum of Association of the Association
“the Objects”	means the objects of the Association set out in Clause 3 of the Memorandum
“Observers”	means those persons (other than Executive Committee Members) present under Article 34 at a Executive Committee Meeting

“Region”	means a regional grouping of members which is recognised by the Executive Committee and set out in the standing orders of the Association made under Article 43 and Regions shall have a corresponding meaning
“Regional Executive Committee Member”	means an Executive Committee Member for the time being elected in accordance with Article 23
“Registered Office”	means the registered office of the Association
“Secretary”	means the Executive Committee Member for the time being elected under Article 21
“Treasurer”	means the Executive Committee Member for the time being elected under Article 20
“United Kingdom”	means Great Britain and Northern Ireland
“Working Party”	means a body established by the Executive Committee to make recommendations to the Executive Committee but without decision-making powers
“Vice-Chair”	means the Executive Committee Member for the time being elected under Article 19

1.2 In the Articles:

- 1.2.1 terms defined in the Acts are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3 references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.2.5 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
- 1.2.6 headings are not to affect the interpretation of the Memorandum and Articles; and
- 1.2.7 terms defined in the Memorandum have the same meaning in the Articles and vice-versa.

1.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 applies to the Association.

PART B. MEMBERSHIP

2 MEMBERS

- 2.1 The Members are:-
 - 2.1.1 the subscribers to the Memorandum; and
 - 2.1.2 others admitted to membership of the Association by the Executive Committee under Article 2.2.
- 2.2 Subject to Article 3, the Executive Committee may admit new Members to the following categories of membership:
 - 2.2.1 Full Member;
 - 2.2.2 Associate Member; and
 - 2.2.3 Honorary Member.
- 2.3 A Full Member shall be a person:-
 - 2.3.1 who is or has been a head of youth offending services, a youth offending team manager or a head of integrated services which includes youth offending services or any other equivalent post in the opinion of the Executive Committee (“a YOT manager”);
 - 2.3.2 who is a senior manager who reports directly to a YOT manager (“second tier manager”);
 - 2.3.3 who is a senior manager who reports directly to a second tier manager (“third tier manager”); or
 - 2.3.4 the equivalent of any of the above.
- 2.4 An Associate Member shall be a person who is a member of a youth offending team who holds a substantive managerial post or is a person who previously held a post equivalent to that of a second tier manager or a third tier manager in a youth offending team or any other equivalent post in the majority opinion of the Executive Committee.
- 2.5 An Honorary Member shall be a person who has in the opinion of the Executive Committee rendered distinguished service to youth justice work.

3 ADMISSION OF MEMBERS

- 3.1 A person may not be admitted by the Executive Committee as a Member:-
 - 3.1.1 unless he has signed a written application to become a Member in such form as the Executive Committee requires;
 - 3.1.2 in the case of an individual unless he is aged 18 or over;

- 3.1.3 in the case of a Full Member, unless he is a Full Member and fulfils such other criteria as the Executive Committee may from time to time determine;
 - 3.1.4 in the case of an Associate Member, unless he is an Associate Member and fulfils such other criteria as the Executive Committee may from time to time determine;
 - 3.1.5 in the case of an Honorary Member, unless he is an Honorary Member and fulfils such other criteria as the Executive Committee may from time to time determine;
 - 3.1.6 in the case of a Full Member or Associate Member, unless he has paid the Annual Subscription or an appropriate part of the Annual Subscription covering his period of membership within any Membership Year; or
 - 3.1.7 if he would immediately cease to be a Member under the Articles.
- 3.2 Membership of the Association is personal and not transferable.

4 TERMINATION OF MEMBERSHIP

- 4.1 A person will cease to be a Member:-
- 4.1.1 on delivering written notice of his resignation to the Registered Office; or
 - 4.1.2 in the case of a Full Member, if he ceases to fulfil other criteria (if any) for being an Full Member as determined by the Executive Committee from time to time; or
 - 4.1.3 in the case of an Associate Member, if he ceases to be a member of a youth offending team who holds a substantive managerial post or ceases fulfil the criteria for being an Associate Member as determined by the Executive Committee from time to time; or
 - 4.1.4 in the case of an Honorary Member, if he ceases to fulfil the criteria for being an Honorary Member as determined by the Executive Committee from time to time; or
 - 4.1.5 in the case of a Full or Associate Member, if the relevant Annual Subscription is fifteen months in arrears and the Executive Committee decides that membership shall be terminated; or
 - 4.1.6 if the Executive Committee resolves to terminate his membership provided that he shall first have had reasonable opportunity to explain to the Executive Committee why he should not be removed; or
 - 4.1.7 if he dies.

PART C. GENERAL MEETINGS

5 ANNUAL GENERAL MEETINGS

- 5.1 The Association shall hold an AGM in each calendar year.
- 5.2 Each AGM is to be held at such time and place as the Executive Committee decides.
- 5.3 The business of an AGM is:-
 - 5.3.1 to receive the annual Executive Committee Members' report;
 - 5.3.2 to consider the accounts and the auditors' report;
 - 5.3.3 to appoint Executive Committee Members (as required);
 - 5.3.4 to appoint the auditors (if necessary); and
 - 5.3.5 to transact any other business specified in the notice convening the meeting.

6 EXTRAORDINARY GENERAL MEETINGS

- 6.1 A General Meeting other than an AGM is called an EGM.
- 6.2 An EGM is to be called by the Executive Committee.
- 6.3 If there are insufficient Executive Committee Members available to form a quorum at an Executive Committee Meeting to call an EGM it may be called in the same way as an Executive Committee Meeting.
- 6.4 On receiving a requisition from the percentage of the Full Members required under the Act the Executive Committee must promptly convene an EGM.

7 NOTICE OF GENERAL MEETINGS

- 7.1 Every General Meeting must be called by at least 14 Clear Days' notice.
- 7.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Full Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Full Members at a General Meeting.
- 7.3 The notice must specify:-
 - 7.3.1 the time, date and place of the General Meeting;
 - 7.3.2 the general nature of the business to be transacted; and,
 - 7.3.3 in the case of an AGM, that it is the AGM.
- 7.4 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.

- 7.5 Notice of a General Meeting must be given to all of the Members, the Executive Committee Members and the Association's auditors (if any).
- 7.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

8 QUORUM

- 8.1 No business may be transacted at a General Meeting unless a quorum is present.
- 8.2 The quorum for General Meetings is one-fifth or at least 20 of the Full Members for the time being, present in person or by proxy.
- 8.3 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Executive Committee decides.
- 8.4 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

9 CHAIR AT GENERAL MEETINGS

- 9.1 The Chair is to chair General Meetings.
- 9.2 If the Chair is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Vice-Chair is to chair the General Meeting.
- 9.3 If neither the Chair nor the Vice-Chair is present and willing to act within 15 minutes from the time of the General Meeting, the Full Members present must choose one of their number to chair the General Meeting.

10 ADJOURNMENT OF GENERAL MEETINGS

- 10.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 10.2 The Chair may also adjourn a General Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 10.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 10.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 10.1 or 10.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 10.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

11 VOTING AT GENERAL MEETINGS

- 11.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 11.2 Each Full Member, present in person or by proxy has one vote both on a show of hands and a ballot. For the avoidance of doubt, Associate Members and Honorary Members shall not be entitled to exercise a vote at General Meetings.
- 11.3 If there is an equality of votes on a show of hands or a ballot the Chair is not entitled to a second or casting vote and a resolution which fails to secure the required majority shall be lost.
- 11.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 11.5 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

12 BALLOTS

- 12.1 A ballot may be demanded by the Chair or by any two Full Members before or on the declaration of the result of a show of hands.
- 12.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 12.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 12.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 12.5 A ballot may be taken either immediately or at such time and place as the Chair directs.
- 12.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

13 PROXIES

- 13.1 A Full Member may appoint another member as a proxy in writing. . The Executive Committee may from time to time prescribe a form to appoint a proxy by standing orders made under Article 43. A proxy may not appoint another proxy.
- 13.2 The document appointing a proxy may instruct the proxy which way to vote on

particular resolutions.

13.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited with the Secretary or Assistant Secretary before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

13.4 No document appointing a proxy will be valid for more than 12 months.

13.5 A vote given or ballot demanded by proxy is to be valid despite:-

13.5.1 the revocation of the proxy; or

13.5.2 the death or insanity of the principal

unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

13.6 A proxy form will not be valid for any part of a General Meeting at which the Full Member who appointed the proxy is present.

14 MEMBERS' WRITTEN RESOLUTIONS

14.1 A written resolution approved by the required majority of eligible Full Members (provided that those Full Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting.

14.2 A resolution under Article 14.1 may consist of several documents in similar form each approved by one or more Full Members.

PART D. EXECUTIVE COMMITTEE MEMBERS

15 COMPOSITION OF THE EXECUTIVE COMMITTEE

Subject to Article 16, as soon as possible following incorporation, the Executive Committee shall comprise:-

- 15.1 the Chair;
- 15.2 the Vice-Chair;
- 15.3 the Treasurer;
- 15.4 the Secretary;
- 15.5 the Assistant Secretary;
- 15.6 up to ten Regional Executive Committee Members elected by the Members in accordance with Article 23; and
- 15.7 up to three Additional Member Representative Executive Committee Members elected by the members in accordance with Article 24.

16 INITIAL EXECUTIVE COMMITTEE MEMBERS

The initial Executive Committee Members as at the date of incorporation of the Association are those who signed the prescribed Companies House form and those persons appointed to the Executive Committee by the Executive Committee Members from time to time. The initial Executive Committee Members shall serve until the next AGM following the first anniversary of the date of incorporation.

17 ELECTION OF EXECUTIVE COMMITTEE MEMBERS – GENERAL

- 17.1 The election or appointment of an Executive Committee Member is not to take effect until he has signed the prescribed Companies House form. The election or appointment of any person as an Executive Committee Member who has not done so within one month of election is to lapse unless the Executive Committee resolves that there is good cause for the delay.
- 17.2 A candidate for election to the position of Executive Committee Member shall be nominated by a Full Member and seconded by another Full Member in writing and the candidate shall notify the Secretary or Assistant Secretary in writing of his willingness to stand.
- 17.3 Voting may be at a General Meeting or by postal or electronic ballot, as determined by the Executive Committee, the detail of which may be set out in the standing orders of the Association made from time to time under Article 43. All elections except those for the Regional Executive Committee Members shall be administered by the Secretary or Assistant Secretary.
- 17.4 If a ballot is necessary, voting papers containing the names of all candidates for a post shall be sent by the Secretary or Assistant Secretary to all Full Members. In calling for the return of ballot papers, the Secretary/Assistant Secretary shall state

the last date upon which they must be received. Where the Secretary/Assistant Secretary is a candidate in an election, the remaining Executive Committee Members shall appoint an alternative returning officer.

- 17.5 In the event of an equality of votes for a post then the matter shall be referred to the Executive Committee, whose decision shall be final.
- 17.6 Unless these Articles provide otherwise, if a casual vacancy arises amongst the Executive Committee Members elected by the Members then the Executive Committee may appoint a person to fill the vacancy. The person so appointed shall continue in office until the end of the term of office of the person he replaced or until the next General Meeting whichever is sooner, following which he may be elected as an Executive Committee Member by the Members under these Articles.

18 THE CHAIR

- 18.1 A candidate for election to the position of Chair must be a Full Member.
- 18.2 The closing date for nominations for candidates as Chair shall be the date 1 week before the date of the next AGM.
- 18.3 The Chair shall be elected by the Full Members at a General Meeting in such manner as the Executive Committee determines from time to time and which may be set out in the standing orders of the Association made under Article 43.
- 18.4 Subject to Article 16.1.1, or unless the Executive Committee resolves otherwise, the Chair shall serve for one year following the end of the AGM at which he was elected.
- 18.5 An outgoing Chair will be eligible for re-election.
- 18.6 If a vacancy arises in the position of Chair during his period of office then the position shall be filled by the Vice-Chair for the time being who, subject to Article 26, shall serve for the remainder of the term of the Chair he replaces and shall be eligible for re-election.

19 THE VICE-CHAIR

- 19.1 A candidate for election to the position of Vice-Chair must be a Full Member.
- 19.2 The closing date for nominations for candidates as Vice Chair shall be the date 1 week before the date of the next AGM.
- 19.3 The Vice-Chair shall be elected by the Full Members at a General Meeting in such manner as determined by the Executive Committee from time to time and which may be set out in the standing orders of the Association made under Article 43.
- 19.4 The Vice-Chair shall serve for one year following the end of the AGM at which he was elected.
- 19.5 An outgoing Vice-Chair will be eligible for re-election.
- 19.6 If a vacancy arises in the position of Vice-Chair during his term of office by virtue of

him becoming Chair in accordance with Article 18.5 then the Executive Committee shall appoint one of their number to the office of Vice-Chair until the following AGM. If a vacancy arises in the position of Vice-Chair otherwise than by virtue of the Vice-Chair becoming Chair in accordance with Articles 18.5 then a by-election shall be held as soon as practicable in such manner as determined by the Executive Committee from time to time.

- 19.7 Subject to Article 26, a Vice-Chair elected under Article 19.5 shall serve until the next AGM at which time he may be eligible for re-election.

20 TREASURER

- 20.1 A candidate for election to the position of Treasurer must be a Full Member, an Associate Member or an Honorary Member.
- 20.2 The Treasurer shall be elected by the Full Members at a General Meeting in such manner as determined by the Executive Committee from time to time and which may be set out in the standing orders of the Association made under Article 43.
- 20.3 The closing date for nominations for candidates as Treasurer shall be the date 1 week before the date of the next AGM.
- 20.4 Subject to Article 16., the Treasurer shall serve for one year following the end of the AGM following his election.
- 20.5 An outgoing Treasurer shall be eligible for re-election.
- 20.6 If a vacancy arises in the position of Treasurer during his period in office, then a by-election shall be held as soon as practicable in such manner as the Executive Committee determines provided that a person elected under such a by-election would have at least 3 months remaining service in the post.
- 20.7 Subject to Article 26, a Treasurer elected under Article 20.6 shall serve until the end of the term of office for which his predecessor was appointed and shall then be eligible for re-election.

21 SECRETARY

- 21.1 A candidate for election to the position of Secretary must be a Full Member, an Associate Member or an Honorary Member.
- 21.2 The Secretary shall be elected by the Full Members at a General Meeting in such manner as determined by the Executive Committee from time to time and which may be set out in the standing orders of the Association made under Article 43.
- 21.3 The closing date for nominations for candidates as Secretary shall be the date 1 week before the date of the next AGM.
- 21.4 The Secretary shall serve for one year following the end of the AGM following his election.
- 21.5 An outgoing Secretary shall be eligible for re-election.

- 21.6 If a vacancy arises in the position of Secretary during his period of office, then a by-election shall be held as soon as is practicable in such manner as the Executive Committee determines provided that a person elected under such a by-election would have at least 3 months remaining service in the post.
- 21.7 Subject to Article 26, a Secretary elected under Article 21.6 shall serve until the end of the term of office for which his predecessor was elected and shall then be eligible for re-election.

22 ASSISTANT SECRETARY

- 22.1 The Executive Committee may from time to time appoint any Member to the office of Assistant Secretary for such a term as the Executive Committee determines.
- 22.2 Where appointed, an Assistant Secretary may be removed by the Executive Committee at any time.

23 THE REGIONAL EXECUTIVE COMMITTEE MEMBERS

- 23.1 A candidate for the election of a Regional Executive Committee Member must be a Full Member.
- 23.2 The Regions shall elect up to nine Regional Executive Committee Members to represent the Association and members in their region. Each of the Regions set out in the standing orders made under Article 43 shall elect one Regional Executive Committee Member in such manner as the Regions may determine from time to time. In the event that a Region does not at the appropriate time, elect a Regional Executive Committee Member the Executive Committee may from time to time appoint a Full Member from that Region or an alternative region to act as a Regional Executive Committee Member.
- 23.3 The election of a Regional Executive Committee Member by a Region shall be notified to the Secretary no later than the day before the AGM in the year in which the Regional Executive Committee Member is elected.
- 23.4 Subject to Article 26, each Regional Executive Committee Member shall serve for a period of one years following the end of the AGM following his election.
- 23.5 An outgoing Regional Executive Committee Member shall be eligible for re-election.
- 23.6 In the event of a vacancy arising among the Regional Executive Committee Members the Full Members in that region shall elect another person to the position of Regional Executive Committee Member and he shall serve for the remainder of the term of the person he replaced and he shall then be eligible for re-election.

24 ADDITIONAL MEMBER REPRESENTATIVE EXECUTIVE COMMITTEE MEMBERS

- 24.1 The Full Members shall be entitled to elect up to three persons, up to two of whom may be Associate Members (otherwise they shall be Full Members), as Additional Member Representative Executive Committee Members at a AGM in such manner

as determined by the Executive Committee from time to time and which may be set out in the standing orders of the Association made under Article 43.

- 24.2 Subject to Article 26, an Additional Member Representative Executive Committee Member shall serve for a period of one year from the end of the AGM at which they were elected.
- 24.3 An outgoing Additional Member Representative Executive Committee Member shall be eligible for re-election.
- 24.4 If a vacancy arises in the position of an Additional Member Representative Executive Committee Member during his period of office, then either the Executive Committee may appoint a person to fill such a vacancy or a by-election shall be held as soon as is practicable in such manner as the Executive Committee determines provided that a person elected under such a by-election would have at least 3 months remaining service in the post.

25 OBLIGATIONS OF EXECUTIVE COMMITTEE MEMBERS

- 25.1 The statement of Executive Committee Members' principle obligations is not intended to be exhaustive and the Executive Committee may review and amend it from time to time.
- 25.2 The principle obligations of Executive Committee Members to the Association includes:-
 - 25.2.1 a commitment to its values and objectives including equal opportunities;
 - 25.2.2 act as an ambassador for the Association and promote the Association's interests and objects;
 - 25.2.3 an obligation to contribute to and share responsibility for the Executive Committee's decisions;
 - 25.2.4 an obligation to read Executive Committee papers and to attend meetings, training sessions and other relevant events;
 - 25.2.5 an obligation to declare relevant interests;
 - 25.2.6 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Executive Committee;
 - 25.2.7 an obligation to comply with fiduciary duties, including:-
 - 25.2.7.1 to act in the best interests of the Association;
 - 25.2.7.2 to declare any interests an Executive Committee Member may have in matters to be discussed at Executive Committee meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Association;
 - 25.2.7.3 to secure the proper and effective use of the Association's

property;

25.2.7.4 to act personally;

25.2.7.5 to act within the scope of any authority given;

25.2.7.6 to use the proper degree of skill and care when making decisions particularly when investing funds; and

25.2.7.7 to act in accordance with the Memorandum and Articles; and

25.2.8 a reference to the Executive Committee Members' obligations under the general law.

25.3 An Executive Committee Member must confirm in writing or e-mail to the Executive Committee a statement confirming he will meet his obligations to the Executive Committee and to the Association within one month of his election

25.4 The specific functions of the Chair are outlined in 32.4 which also outlines the role of the Vice Chair in the absence of the Chair.

26 RETIREMENT AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

26.1 An Executive Committee Member will cease to hold office if he:-

26.1.1 dies;

26.1.2 ceases to be an Executive Committee Member under the Act or is prohibited by law from being an Executive Committee Member;

26.1.3 becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;

26.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;

26.1.5 is in the opinion of the Executive Committee guilty of conduct detrimental to the interests of the Association and the Executive Committee resolves by a 75% majority of the Executive Committee Members present and voting that he should be removed provided that the Executive Committee Member concerned has first been given an opportunity to put his case and to justify why he should not be removed as an Executive Committee Member;

26.1.6 resigns by written notice to the Association;

26.1.7 is absent without good reason from three consecutive Executive Committee Meetings held no more frequently than once per quarter and the Executive Committee resolves (by a 75% majority of the Executive Committee Members present and voting) that he should cease to be an Executive Committee Member;

26.1.8 fails to sign a statement of his obligations under Article 25 within one

month of his election and the Executive Committee resolves that he be removed;

- 26.1.9 in the case of an Executive Committee Member whose office requires him to be a Full Member, ceases to be an Full Member;
- 26.1.10 in the case of an Associate Member validly elected to the Executive Committee as, ceases to be an Associate Member (unless he becomes a Full Member); or
- 26.1.11 completes his term of office as an Executive Committee Member under these Articles and is not re-elected.

27 EXECUTIVE COMMITTEE MEMBER'S INTERESTS

27.1 Declaration of interests

- 27.1.1 If an Executive Committee Member is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Association, he must declare the nature and extent of that interest to the other Executive Committee Members.
- 27.1.2 In accordance with the Act, the declaration may be made at a meeting of the Executive Committee Members or by written notice.
- 27.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.
- 27.1.4 Any required declaration of interest must be made before the Association enters into the transaction or arrangement.
- 27.1.5 A declaration is not required in relation to an interest of which the Executive Committee Member is not aware or where the Executive Committee Member is not aware of the transaction or arrangement in question. For this purpose an Executive Committee Member is treated as being aware of matters of which he ought reasonably to be aware.
- 27.1.6 An Executive Committee Member need not declare an interest:-
 - 27.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or
 - 27.1.6.2 if, and to the extent that, the other Executive Committee Members are already aware of it (and for this purpose the other Executive Committee Members are treated as being aware of anything of which they ought reasonably to be aware).

27.2 Authorisation of direct conflicts of interests

- 27.2.1 An Executive Committee Member may enter into a transaction or arrangement with the Association only if and to the extent that such an arrangement is authorised by Clause 5 of the Memorandum.

27.3 Authorisation of indirect conflicts of interests

27.3.1 Where, for whatever reason, an Executive Committee Member has any form of indirect interest in relation to a transaction or arrangement with the Association (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Memorandum or the Articles then it may be authorised by those Executive Committee Members not having a conflict provided that:-

27.3.1.1 the Executive Committee Member with the conflict (and any other interested Executive Committee Member) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

27.3.1.2 the Executive Committee Members who do not have a conflict in relation to the matter in question consider it is in the best interests of the Association to authorise the transaction.

27.3.2 The Executive Committee Members who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Executive Committee Member with the conflict and/or any other interested Executive Committee Member should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. EXECUTIVE COMMITTEE MEETINGS

28 FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 28.1 The Executive Committee must direct the Association's affairs in such a way as to promote the Objects. Its functions include:
- 28.1.1 defining and ensuring compliance with the values and objectives of the Association;
 - 28.1.2 establishing policies and plans to achieve those objectives;
 - 28.1.3 approving each year's budget and accounts before publication;
 - 28.1.4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties (under Article 34) and employees with proper systems of control;
 - 28.1.5 monitoring the Association's performance in relation to its plans budget controls and decisions;
 - 28.1.6 appointing (and if necessary removing) employees;
 - 28.1.7 satisfying itself that the Association's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 28.1.8 ensuring that appropriate advice is taken on the items listed in Articles 28.1.1 to 28.1.7 and in particular on matters of legal compliance and financial viability.

29 POWERS OF THE EXECUTIVE COMMITTEE

- 29.1 Subject to the Act, the Memorandum and the Articles, the business of the Association is to be managed by the Executive Committee who may exercise all of the powers of the Association.
- 29.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Executive Committee which would have been valid without the alteration.

30 EXECUTIVE COMMITTEE MEETINGS

- 30.1 Subject to the Articles, the Executive Committee may regulate Executive Committee Meetings as it wishes.
- 30.2 Executive Committee Meetings may be called by any three Executive Committee Members or the Company Secretary (if appointed).
- 30.3 14 days' notice of Executive Committee Meetings must be given to each of the Executive Committee Members but it is not necessary to give notice of a Executive Committee Meeting to an Executive Committee Member who is out of the United Kingdom.

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- 30.4 A Executive Committee Meeting which is called on shorter notice than required under Article 30.3 is deemed to have been duly called if at least three Executive Committee Members certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 30.5 Matters arising at a Executive Committee Meeting are to be decided by a simple majority of votes and, subject to Article 30.6, each Executive Committee Member is to have one vote.
- 30.6 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 30.7 A technical defect in the appointment of an Executive Committee Member or in the delegation of powers to a Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken in good faith.

31 QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

- 31.1 The quorum for Executive Committee Meetings is six of the Executive Committee Members for the time being, one of whom must be either the Chair, the Vice-Chair, the Treasurer, the Secretary or the Assistant Secretary.
- 31.2 An Executive Committee Member may be part of the quorum at an Executive Committee Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 31.3 The Executive Committee may act despite vacancies in its number but if the number of Executive Committee Members is less than five then the Executive Committee may act only to admit Full Members under Article 2, call a General Meeting, fill casual vacancies under Article 17.7 or appoint an Assistant Secretary under Article 22.
- 31.4 At a Executive Committee Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Executive Committee Members present may act only to:
- 31.4.1 adjourn it to such other time and place as they decide;
 - 31.4.2 call a General Meeting;
 - 31.4.3 admit Full Members under Article 2;
 - 31.4.4 fill casual vacancies under Article 17.7; or
 - 31.4.5 appoint an Assistant Secretary under Article 22.
- 31.5 If at the adjourned meeting there are again insufficient Executive Committee Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then the meeting shall be dissolved.

32 CHAIR AT EXECUTIVE COMMITTEE MEETINGS

- 32.1 The Chair is to chair all Executive Committee Meetings at which he is present unless he does not wish, or is not able, to do so.

- 32.2 If the Chair is not present within 5 minutes after the starting time of a Executive Committee Meeting, or is unwilling or unable to chair a Executive Committee Meeting, then the Vice-Chair must chair the Executive Committee Meeting unless he is unwilling or unable to do so.
- 32.3 If both the Chair and the Vice-Chair are not present within 5 minutes after the starting time of a Executive Committee Meeting or both are unwilling or unable to chair the meeting then the Executive Committee must elect one of the Executive Committee Members who is present to chair the Executive Committee Meeting.
- 32.4 The functions of the Chair (and the Vice Chair in the absence of the Chair)are:-
- 32.4.1 to act as an ambassador for the Association and to represent the views of the Executive Committee to the general public and other organisations;
 - 32.4.2 to ensure that Executive Committee Meetings and General Meetings are conducted efficiently;
 - 32.4.3 to give all Executive Committee Members an opportunity to express their views;
 - 32.4.4 where necessary (and in conjunction with the other Executive Committee Members) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;
 - 32.4.5 to encourage the Executive Committee to delegate sufficient authority to its Committees to enable the business of the Association to be carried on effectively between Executive Committee Meetings;
 - 32.4.6 to ensure that the Executive Committee monitors the use of delegated powers; and
 - 32.4.7 to encourage the Executive Committee to take professional advice when it is needed and particularly before considering the dismissal of an employee.
- 32.5 The functions of the Secretary are:-
- 32.5.1 to ensure the agenda and papers for Executive Committee Meetings and General Meetings are circulated at least 3 working days in advance of the meeting.
 - 32.5.2 to ensure Executive Committee Meetings and General Meetings are properly minuted (as defined in Part D of these Articles 38.1 to 38.4) and kept safely.
 - 32.5.3 to conduct elections to the Executive Committee (as defined in Part D of these Articles 17.2 to 17.5)
- 32.6 The functions of the Treasurer are:-
- 32.6.1 to provide the Executive Committee a written update of the Associations revenue accounts and balance sheet at each Executive Committee Meeting.
 - 32.6.2 to ensure the Annual report and Annual Return is completed (as defined in Part G of these Articles 39.1 to 39.4).
 - 32.6.3 to ensure the Associations Bank and Building Society Accounts are properly managed (as defined in Part G of these Articles 40.1 to 40.2).

33 COMMITTEES AND WORKING PARTIES

- 33.1 The Executive Committee may:
- 33.1.1 establish Committees consisting of those persons whom the Executive Committee decide;
 - 33.1.2 delegate to a Committee any of its powers; and
 - 33.1.3 revoke a delegation at any time.
- 33.2 The Executive Committee may establish Working Parties consisting of those persons whom the Executive Committee decide. A Working Party may not take decisions on behalf of the Executive Committee but may consider issues in depth with a view to making recommendations to the Executive Committee.
- 33.3 The members of a Committee or a Working Party are to be appointed by the Executive Committee but the Executive Committee may give a Committee or a Working Party the right to co-opt individuals to its membership. The Executive Committee is to determine the chair of each Committee or Working Party.
- 33.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Executive Committee from the Committee or Working Party.
- 33.5 The Executive Committee must determine the quorum for each Committee and Working Party it establishes.
- 33.6 The Executive Committee must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 33.7 Every Committee or Working Party must report its proceedings and decisions to the Executive Committee as the Executive Committee determines.

34 OBSERVERS

- 34.1 Subject to Article 34.4, the Executive Committee may allow individuals who are not Executive Committee Members to attend Executive Committee Meetings as Observers on whatever terms the Executive Committee decides.
- 34.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 34.3 The Executive Committee may exclude Observers from any part of a Executive Committee Meeting where the Executive Committee considers the business is private.
- 34.4 The Executive Committee must exclude an Observer from any Executive Committee Meeting at which a possible personal benefit to him is being considered.

35 EXECUTIVE COMMITTEE MEMBERS' WRITTEN RESOLUTIONS

- 35.1 A written resolution approved by a requisite majority of the Executive Committee Members entitled to receive notice of an Executive Committee Meeting (provided they would constitute a quorum at a Executive Committee Meeting) is as valid as if it had been passed at a Executive Committee Meeting.
- 35.2 A written resolution approved by a majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 35.3 A resolution under Articles 35.1 or 35.2 may consist of several documents in similar form each approved by one or more of the Executive Committee Members or Committee Members.

PART F. OFFICERS

36 THE COMPANY SECRETARY

- 36.1 The Executive Committee may decide whether or not to appoint a Company Secretary in addition to the Secretary and Assistant Secretary and a Company Secretary may be appointed by the Executive Committee for such a term as the Executive Committee decides.
- 36.2 Where appointed, a Company Secretary may be removed by the Executive Committee at any time.

37 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 37.1 The Association may indemnify any officer or employee (other than an Executive Committee Member) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 37.2 Subject to the Acts (in particular sections 232-238 of the Companies Act 2006 or any section of any other statute amending or replacing sections 232-238) and Article 37.3, the Association may indemnify any Executive Committee Member against any liability incurred by him in his capacity as such.
- 37.3 The indemnity provided to an Executive Committee Member in accordance with Article 37.2 may not include any indemnity against liability:
- 37.3.1 to the Association or a company associated with it;
 - 37.3.2 for fines or penalties; or
 - 37.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 37.4 The indemnity provided to an Executive Committee Member in accordance with Article 37.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Executive Committee Member in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate.
- 37.5 In respect to its auditor the Association may:-
- 37.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and
 - 37.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Companies Act 2006 or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

PART G. STATUTORY AND MISCELLANEOUS

38 MINUTES

- 38.1 The Executive Committee must arrange for minutes to be kept of all General Meetings and Executive Committee Meetings. The names of the Executive Committee Members present must be included in the minutes.
- 38.2 Copies of the draft minutes of Executive Committee Meetings must be distributed to the Executive Committee Members as soon as reasonably possible after the meeting and in any case three working days before the next Executive Committee Meeting (unless the next Executive Committee Meeting is an urgent Executive Committee Meeting).
- 38.3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Executive Committee Meeting (as regards minutes of Executive Committee Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 38.4 The Executive Committee must keep minutes of all of the appointments made by the Executive Committee.

39 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 39.1 The Association must comply with the Act in:-
- 39.1.1 preparing and filing an annual Executive Committee Members' report and annual accounts; and
 - 39.1.2 making an annual return to the Registrar of Companies.
- 39.2 The Association must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires).
- 39.3 The annual Executive Committee Members' report and accounts must contain:-
- 39.3.1 revenue accounts and balance sheet for the last accounting period;
 - 39.3.2 the auditor's report on those accounts; and
 - 39.3.3 the Executive Committee's report on the affairs of the Association.
- 39.4 The accounting records of the Association must always be open to inspection by an Executive Committee Member.

40 BANK AND BUILDING SOCIETY ACCOUNTS

- 40.1 All bank and building society accounts must be controlled by the Executive Committee and must include the name of the Association.
- 40.2 A cheque or order for the payment of money must be signed in accordance with the Executive Committee's instructions which, unless the Executive Committee

resolves otherwise, shall be that all cheques or orders for the payment of money must be signed by at least two people authorised by the Executive Committee.

41 EXECUTION OF DOCUMENTS

41.1 Unless the Executive Committee decides otherwise, documents which are executed as deeds must be signed by:

41.1.1 two Executive Committee Members;

41.1.2 one Executive Committee Member and the Company Secretary (where appointed); or

41.1.3 one Executive Committee Member in the presence of a witness who attests that Executive Committee Member's signature.

42 NOTICES

42.1 Notices under the Articles must be in writing except notices calling Executive Committee Meetings.

42.2 A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

42.3 The Association may give a notice to a Member, Executive Committee Member or auditor either:

42.3.1 personally;

42.3.2 by sending it by post in a prepaid envelope;

42.3.3 by facsimile transmission;

42.3.4 by leaving it at his address; or

42.3.5 by email.

42.4 Notices under Article 42.3.2 to 42.3.5 may be sent:

42.4.1 to an address in the United Kingdom which that person has given the Association;

42.4.2 to the last known home or business address of the person to be served; or

42.4.3 to that person's address in the Association's register of members.

42.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

42.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.

- 42.7 A copy of the notification from the system used by the Association to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 42.8 A notice may be served on the Association by delivering it or sending it to the Registered Office.
- 42.9 The Executive Committee may make standing orders to define other acceptable methods of delivering notices.

43 STANDING ORDERS

- 43.1 Subject to Article 43.4;
 - 43.1.1 the Executive Committee may from time to time make alter, add to or repeal standing orders for the proper conduct and management of the Association; and
 - 43.1.2 the Association in General Meeting may alter, add to or repeal the standing orders.
- 43.2 The Executive Committee must adopt such means as they think sufficient to bring the standing orders to the notice of Members.
- 43.3 Standing orders are binding on all Members and Executive Committee Members.
- 43.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

Names and Addresses of Subscribers	Signed	Witnessed
Ian Langley	I R Langley	P Sutton
John Hawkins	J Hawkins	G Jones
Michael Thomas	M Thomas	K Skinner
Lorna Hadley	L Hadley	D Sudharsanan
Peter Dennis	P Dennis	Donna Harris

Dated

9th March 2009