

The Companies Act 2006

A Company Limited by Guarantee and not having a Share Capital

Company Number 02406897

The Association of Electoral Administrators

- Interpretation**
- Memorandum of Association**
- Articles of Association**

**Appended to but not forming part of the
Memorandum and Articles**

- Standing Orders**

Incorporated on the 21st day of July 1989

Amended on the 9th day of February 2021

PART ONE – INTERPRETATION

1. In these Articles:

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

“the Articles” means the Articles of Association of the Association.

“the Association” means the Association of Electoral Administrators.

“Branch” means a branch of the Association established pursuant to Article 10.1.

“the Board” means the Board for the time being of the Association.

“Clear Days” in relation to the period of a 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.

“Executed” includes any mode of execution.

“the Memorandum” means the Memorandum of Association of the Association.

“Office” means the registered office of the Association.

“the Seal” means the common seal of the Association.

“Secretary” means the Executive Director or any other person appointed by the directors to undertake the duties of the Secretary prescribed in these Articles or by virtue of section 270 of the Act.

“the United Kingdom” means Great Britain and Northern Ireland.

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

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

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

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

Words which appear in the Memorandum shall, unless the context requires otherwise have the same meaning as in the Articles and vice-versa.

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

PART TWO – MEMORANDUM OF ASSOCIATION

This part replicates the original Memorandum of Association of the Company as amended from time to time

2. The Company's name is **"THE ASSOCIATION OF ELECTORAL ADMINISTRATORS"** (hereinafter called "the Association").
3. The Association's registered office is to be situated in England and Wales.
4. The Association's objects are to:
 - 4.1. Encourage training and education of, and, more generally, the development of experience in members and to foster the advancement of consistent and efficient administration of electoral registration and the conduct of elections;
 - 4.2. Promote the knowledge in members by the provision of opportunities for the exchange of views and experiences among members of the Association and with others;
 - 4.3. Disseminate information and advice on all aspects of electoral registration and the conduct of elections to members and others;
 - 4.4. Provide commercial and other services, facilities and assistance to bodies with objects consistent with those of the Association including, without limitation, the organisation of seminars, training courses and conferences, and the publication of written materials, for or of interest to the members of such body or bodies and all other persons interested or concerned in the administration of electoral registration and the conduct of elections;
 - 4.5. Undertake by invitation any work whatsoever or to offer any facilities or advice in connection with the organisation administration and oversight of elections, electoral registration and any related activities within or outside of the United Kingdom.

In furtherance of the above objects but not otherwise, the Association shall have the following powers:

- 4.6. Subject to such consents as may, from time to time, be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient for the promotion of these objects, and to construct, maintain, alter and manage any buildings or erections necessary or convenient for the work of the Association;
- 4.7. To publicise, educate the public in, and provide information about the work of the Association;
- 4.8. To hold exhibitions, meetings, lectures and classes, to publish and or distribute newspapers, magazines, books and other literary works in connection with the activities and in furtherance of the objects of the Association;
- 4.9. Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be expedient for the promotion of its objects;
- 4.10. Subject to such consents as may be required by law to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and are conducive to its objects;
- 4.11. To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit;

- 4.12. To invest the moneys of the Association not immediately required for its purposes 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;
- 4.13. To raise money for, establish and support or aid in the raising of money for, establishment and support of any charitable companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;
- 4.14. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- 4.15. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 4.16. The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union;
- 4.17. In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners or the Secretary of State for Education and Science over such Board, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- 5.1. Of reasonable and proper remuneration to any member of the Association for any services rendered to the Association;
- 5.2. Of interest at a rate per annum not exceeding two per cent less than the minimum rate presented for the time being by a clearing bank or 3 per cent whichever is the greater on money lent to the Association by any member of the Association (whether a member of the Board or not); or reasonable and proper rent for premises demised or let by any member of the Association or of its Board;
- 5.3. To any member of its Board of out-of-pocket expenses;
- 5.4. To a company of which a member of the Board may be a member holding not more than one hundredth part of the capital of such company, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; provided further that neither the members of the Board nor any of them shall concur in

exercising any voting rights in respect of any shares or debentures or other securities comprised in the assets of the Association in such a way that a personal benefit is thereby secured to such member or any of them.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before 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.
8. 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 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 among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

PART THREE – ARTICLES OF ASSOCIATION

9. MEMBERS

- 9.1. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association.
- 9.2. No person shall be admitted as a member of the Association unless their application is approved by the Secretary or, on appeal, by the Board. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Board may require.
- 9.3. An appeal against the rejection of an application for membership may be made to an Annual General Meeting which may, by a simple majority of those present and voting, resolve to affirm or reject the Board's decision.

There shall be six classes of membership:

- 9.4. **Full Member:** Full membership shall be available to any person who is employed by a local authority in the United Kingdom or a Valuation Joint Board in Scotland, whose work involves the organisation for and/or conduct of elections and/or electoral registration or who is the Chief Electoral Officer for Northern Ireland and any person who is employed by, or acts for, the Chief Electoral Officer for Northern Ireland.

This class of membership is also available to salaried employees of the Association who have not been awarded honorary membership.
- 9.5. **Honorary Member:** Honorary membership may be bestowed by the Association at an Annual General Meeting upon any person who is, or has been involved in the work of the Association or has been involved in the organisation for and/or conduct of elections, electoral registration or related fields.
- 9.6. **Past Service Member:** Past service membership shall be available to any person who has retired from full or part time employment and has formerly been a full member of the Association.

This class of membership shall not be available to any person who is employed in any manner other than by the Association to undertake work within the field of electoral administration.
- 9.7. **Affiliate Member:** Affiliate membership shall be available to any person interested in the organisation for and/or conduct of elections and/or electoral registration and related matters for whom no other class of membership is available and who has no connection to an organisation with a commercial interest in the field of electoral administration.
- 9.8. **Commercial Member:** Commercial membership shall be available to any person who is employed by a commercial organisation that has a commercial interest in the field of electoral administration.
- 9.9. **Apprenticeship Member:** Apprenticeship membership shall be available to any person who is employed by a local authority in the United Kingdom, a Valuation Joint Board in Scotland or the Chief Electoral Officer for Northern Ireland as an apprentice (or equivalent position) and whose work involves the organisation for and/or conduct of elections and/or electoral registration.
- 9.10. If an honorary member becomes employed by an affiliate or commercial organisation, although they will retain honorary member status, they will have their honorary status membership benefits suspended for the period they are registered as an affiliate or

commercial member. Honorary membership benefits will be reinstated once they cease to be employed by an affiliate or commercial organisation.

- 9.11. The class of membership may vary from time to time as individual members circumstances change.
- 9.12. A member may at any time withdraw from the Association by giving notice in writing to the Association.
- 9.13. Membership shall not be transferable and shall cease on death.
- 9.14. The Board may from time to time formulate and draw up and thereafter amend or otherwise alter terms and conditions relating to any subscription which members shall be required to pay to the Association as a condition of membership or of continuing membership of the Association. These terms and conditions may provide for the expulsion of a member from the Association in the event of a member making default in the payment of any such subscription.
- 9.15. The Board may from time to time formulate and draw up, and thereafter amend or otherwise alter, terms and conditions relating to the standards expected of members of the Association and may provide for the expulsion of a member from the Association in the event of a member breaching those standards.

10. **BRANCHES**

- 10.1. The basic unit of organisation of the Association shall be the branch. The branch areas shall be determined by resolution of the members at a General Meeting. The Association may in General Meeting approve the formation of a branch for any area.
- 10.2. The boundaries of branches are to be the boundaries of the constituent local authorities, and if an alteration is made to the boundary of a local authority then the boundary of the relevant branch shall be altered accordingly. If an alteration to the boundary of a local authority is made which affects the boundary of more than one branch, then the boundaries of the branches affected shall be varied accordingly. In all cases, variations shall come into force on the same day as the local authority boundary changes become effective.
- 10.3. No branch shall be able to alter its boundaries.
- 10.4. The Board may, at its discretion, create, dissolve, merge or alter the boundaries of any branch, save that:
 - 10.4.1. Any affected branch(es) may appeal to a General Meeting; and
 - 10.4.2. No branch may be dissolved without its consent.
- 10.5. A full or commercial member of the Association shall be entitled only to be a member of the branch within the area in which their employing organisation is situated, and in the case of past service, honorary and affiliate members, where they are resident, unless the Secretary at their discretion, otherwise determines in any individual case.
- 10.6. It shall be the prerogative of any branch to organise as it thinks fit, save that:
 - 10.6.1. Each branch shall appoint members to act as Branch Chair, Secretary and Treasurer; such officers must be full, honorary (who for the time being do not belong to the affiliate or commercial class of member) or past service members of the Association;

- 10.6.2. Management Team members and employees of the Association shall be entitled to attend any branch meeting and speak on any matter under discussion at the meeting;
- 10.6.3. Branches shall refer any policy matters directly to the Board;
- 10.6.4. Each branch shall, within the period required by the Secretary, submit a copy of the agenda, reports and minutes of branch meetings to the Association; and
- 10.6.5. The Association shall have the power to control the activities of the branches of the Association in order to promote the objects of the Association in particular.

11. GENERAL MEETINGS

- 11.1. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place and in such manner (including electronically) as may be determined by the Board and shall specify the meeting as such in notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 11.2. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 11.3. The Board may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition.

12. MANAGEMENT OF THE ASSOCIATION

- 12.1. The Board shall appoint a Management Team, comprising the Executive Directors and the three elected officers. The Board shall have the power to alter the composition of the Management Team, as required.
- 12.2. The Management Team shall report to the Board and shall, subject to any limitations placed upon it by the Board, be responsible for managing the business of the Association including appointing the necessary staff to enable the Association to fulfil its responsibilities.

13. CHAIR, DEPUTY CHAIR AND IMMEDIATE PAST CHAIR

- 13.1. At each Annual General Meeting, the Association shall confirm the election of Deputy Chair, who shall take up office at the close of the Annual General Meeting or, where that meeting is held at the annual conference, at the close of that conference. The Deputy Chair shall automatically succeed the Chair. No person may hold the office of Chair for more than one year at a time. The Chair's role shall be to represent the Association and they shall take the chair at all General Meetings of the Association and meetings of the Board. On completion of their term of office, the Chair shall then hold the office of Immediate Past Chair of the Association for one year.
- 13.2. The Chair, Deputy Chair and Immediate Past Chair shall be ex-officio members of the Management Team and be full voting members of the Board.
- 13.3. An election for the post of Deputy Chair shall be held by ballot of members, and the Board shall make such rules as it thinks fit for the conduct of such election. Candidates for the post of Deputy Chair shall be full or honorary (but not included for the time being in the commercial or affiliate class) members of the Association. An unopposed candidate

and a successful candidate following a ballot in accordance with this Article shall be deemed to have been elected by the Annual General Meeting upon the receipt of the Returning Officer's report.

- 13.4. No person who holds a salaried post with the Association may hold the post of Deputy Chair of the Association, or succeed to the post of Chair, whilst they remain in a salaried post.
- 13.5. No person who is elected to the post of Deputy Chair and subsequently loses the ability to claim full membership (unless they move to the past service membership class or are awarded honorary membership during their term of office) shall remain in office or be able to hold the post of Chair or the post of Immediate Past Chair. This provision will also apply to any honorary member who takes up employment with any commercial or affiliate organisation.
- 13.6. In the event that the Chair vacates office prematurely, the Deputy Chair shall immediately assume this role and an election called for the post of Deputy Chair unless the vacancy occurs within three months of the next scheduled Annual General Meeting.
- 13.7. In the event that the Immediate Past Chair vacates their office before the end of their term, the Board may co-opt the previous Immediate Past Chair or appoint a member of the Board who has previously served as Chair of the Association to fill the vacancy.
- 13.8. The Board may fill a casual vacancy, or any vacancy not filled by election.

14. **THE DIRECTORS**

14.1. The directors of the Association shall be the:

14.1.1. Members of the Management Team as defined in Article 12. above; and

14.1.2. Branch representatives on the Board, as determined in accordance with Article 15.1.2. below.

14.2. Branches shall be responsible for selecting their representatives, subject to such representatives being full or honorary (but not included for the time being in the affiliate or commercial class) members of the Association on the day on which they are nominated, and for forwarding the names and addresses of such representatives in writing to the Secretary within seven days of their appointment.

15. **THE BOARD**

15.1. The Board shall consist of the:

15.1.1. Members of the Management Team, as defined in Article 12. above; and

15.1.2. Representatives of branches of the Association, the number of which the Association shall determine from time to time.

15.2. A branch representative may by notice in writing to the Secretary, and subject to the provisions of Article 15.4, appoint another branch representative or any other member approved by the Board to act on their behalf at a meeting of the Board. Such substitute representatives are not directors of the Company and may only vote on matters that do not relate to the Association's responsibilities under the Companies Acts and must be full or honorary members, who do not belong to the affiliate or commercial class of member.

15.3. Any person appointed under the provisions of Article 15.2. shall not be entitled to appoint another person to act in their place, but in all other respects may exercise all the

powers and perform all the duties of and shall be subject to all the provisions of the Articles relating to a member of the Board.

- 15.4. A person who is already a member of the Board in their own right may not be appointed under the provisions of Article 15.2.
- 15.5. Members of the Board shall hold office from the date on which they are appointed or elected in accordance with Article 14. until such date as the appointment ceases or term of office of an elected officer ends as the case may be or by virtue of the vacation of office for any other reason.

16. **DISQUALIFICATION OF MEMBERS OF THE BOARD**

- 16.1. The office of a member of the Board shall be vacated if they:
 - 16.1.1. Become disqualified from acting as a member of the Board by virtue of any provision of the Act or any statutory re-enactment or modification thereof; or
 - 16.1.2. Become bankrupt or makes any arrangement or composition with creditors generally; or
 - 16.1.3. Become incapable by reason of mental disorder, illness or injury of administering their own affairs; or
 - 16.1.4. Is for the time being detained in prison or is otherwise convicted of any offence which, in the opinion of other members of the Board, may bring the Association into disrepute; or
 - 16.1.5. Resign their office by notice to the Association; or
 - 16.1.6. Are removed from office of the Association or, by notification in writing to the Secretary from the branch appointing them that they are removed as a branch representative as the case may be; or
 - 16.1.7. Ceases to be a member of the Association.

17. **BOARD MEETINGS (GENERAL)**

- 17.1. The quorum for a meeting of the Board shall be 50% of the total number of Board members.
- 17.2. The Chair of the Association, or in their absence the Deputy Chair or Immediate Past Chair, shall preside at all meetings of the Board. In the absence of both officers, the meeting shall appoint, from members in attendance, a person to take the chair.
- 17.3. Every question at a meeting of the Board shall be determined by a majority of those present and voting. Each member shall have one vote and, in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to any other vote they may have.
- 17.4. The Board may hold such meetings and deal with such business as it thinks fit (subject to such constraints as are placed upon it by an Annual or Extraordinary General Meeting of the Association or the Articles). Subject to the provisions of the Articles and any rules made in relation to the conduct of the Association's business, the procedure at meetings shall be at the discretion of the person presiding.
- 17.5. It shall not be necessary to give notice of a meeting of the Board to any members of the Board who is for the time being absent from the United Kingdom.

- 17.6. Any member of the Association and such other persons as may be determined from time to time by the Board may attend meetings of the Board but shall not be permitted to exercise a vote and shall not speak unless by express permission of the Board.
- 17.7. Any or all members of the Board may be counted as present at any meeting of the Board or of any sub-committees of which they are a members and as part of the quorum if they are able, by means of a telephone or other communications equipment, to hear and participate in the proceedings of the meeting and to signify how they wish to cast their vote on any questions to be decided at the meeting.
- 17.8. A resolution in writing signed by all members for the time being of the Board or of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

18. POWERS OF THE BOARD

- 18.1. Subject to the provisions of the Act, the Memorandum and any directions given by special resolution, the Board shall have overall responsibility for managing the business of the Association. In accordance with Article 12., the Board shall appoint a Management Team to manage the business of the Association on its behalf, and shall, from time to time, prescribe the powers and duties of the Management Team.
- 18.2. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be less than the number prescribed by or in accordance with the Articles as the quorum, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling vacancies in their body or of summoning a General Meeting, but not for any other purpose.
- 18.3. The Board may delegate any of their powers to any sub-committee consisting of at least three members of the Association or to any Officer. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the Articles regulating the proceedings of the Board as far as they are capable of applying.

19. NOTICE OF GENERAL MEETINGS

- 19.1. An Annual General Meeting shall be called by at least fourteen clear days' notice.
- 19.2. An Extraordinary General Meetings shall be called by at least fourteen clear days' notice.
- 19.3. An Annual or an Extraordinary General Meeting may be called by shorter notice if it is so agreed by a majority of the Board.
- 19.4. In the case of all Annual and Extraordinary General Meetings, the notice shall specify the time and place and manner (including electronically) of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be placed on the Association's website and the Association shall ensure that all members and the Association's accountants are notified by email that the notice has been published.
- 19.5. The accidental omission to give notice of a meeting to, or the non-receipt of notice to a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

20. VOTES OF MEMBERS

- 20.1. Each and every full, honorary (unless those honorary members are for the time being included in the affiliate or commercial class of member) and past service member attending a General Meeting shall be entitled to one vote. Other classes of members shall only vote on such matters as determined by the meeting.
- 20.2. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote was objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

21. **STANDING ORDERS**

- 21.1. The Board shall keep Standing Orders under review and may amend them from time to time.
- 21.2. The Standing Orders shall detail the proceedings to be followed at general meetings, including the method of voting.
- 21.3. Any proposal to amend the Standing Orders must be made at a fully quorate meeting of the Board.
- 21.4. The Secretary is authorised to make any minor or consequential amendments, including those required by law, subject to reporting such amendments to the Board meeting that immediately follows the changes being made.

22. **MINUTES**

- 22.1. The Secretary shall cause minutes to be made of all proceedings at meetings of the Association, the Board and any sub-committees, including the names of attendees present at each meeting and for whom apologies have been tendered.

23. **THE SEAL**

- 23.1. The seal shall only be used by the authority of the Board or of a sub-committee authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the Secretary or by a second member of the Board.

24. **ACCOUNTS**

- 24.1. Accounts shall be prepared in accordance with Part 15 of the Companies Act 2006 in accordance with the small companies regime.
- 24.2. Any bank account in which any part of the assets of the Association is deposited shall be operated by the Board and shall indicate the name of the Association. All payment of money from such account shall be authorised in such manner as the Board shall from time to time determine.

25. **MEANS OF COMMUNICATION TO BE USED**

- 25.1. Subject to the Articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents and information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 25.2. Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such documents for the time being.

25.3. A director may agree with the company that notices or documents sent to that director in a particular way are to be determined to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

26. **RULES**

26.1. The Board may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:

26.1.1. The admission and classification of members of the Association and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership declined or terminated and the entrance fees subscriptions and other fees or payments to be made by members;

26.1.2. The conduct of members of the Association in relation to one another and to the Association's employees;

26.1.3. The procedure at General Meetings and meetings of the Board and committees in so far as such procedure is not regulated by the Articles;

26.1.4. Financial procedures of the Association including procedures to be adopted and maintained by the branches of the Association; and

26.1.5. Generally all such matters as are commonly the subject matter of company rules.

26.2. The Board shall have power to alter add to or repeal the rules and shall adopt such means as they think sufficient to bring to the notice of members of the Association all such rules which shall be binding on all members of the Association provided that no rule shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles.

27. **DISSOLUTION**

27.1. Clauses 7. and 8. of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the provisions thereof were repeated in these Articles.

28. **INDEMNITY AND INSURANCE**

28.1. Subject to paragraph 28.2., a relevant director of the company may be indemnified out of the company's assets against:

28.1.1. Any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

28.1.2. Any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the Companies Act 2006);

28.1.3. Any other liability incurred by that director as an officer of the company or an associated company.

28.2. This article does not authorise any indemnity which would be prohibited or rendered void by and provision of the Companies Acts or by any other provision of law.

28.3. The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of relevant loss.

28.4. In this Article:

28.4.1. A "relevant director" means any director or former director of the company.

28.4.2. A "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any pension fund or employees' share scheme of the company.

APPENDIX TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

STANDING ORDERS OF THE ASSOCIATION

These Standing Orders do not form part of the official Memorandum and Articles of Association of the Company.

1. PROCEEDINGS AT GENERAL MEETINGS

- 1.1. No business shall be transacted at any General Meeting unless a quorum is present. Five per cent of those entitled to vote upon the business to be transacted shall be a quorum.
- 1.2. If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting:
 - 1.2.1. If convened upon the requisition of the members made in accordance with the Act, shall be dissolved;
 - 1.2.2. In any other case, shall stand adjourned to such time and place as the Board may appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall be the quorum.
- 1.3. The Chair of the Association, or in their absence the Deputy Chair or Immediate Past Chair, shall preside at all General Meetings of the Association (unless required to vacate the chair on account of the nature of the business under discussion). In the absence of both officers, the meeting shall appoint, from members in attendance, a person to take the chair.
- 1.4. With the exception of the consideration of the minutes, the Annual Report of the directors, the income and expenditure account and balance sheet and the report on the election of the Deputy Chair, which shall be considered ordinary business, all business transacted at an Annual General Meeting shall be deemed special business.
- 1.5. With the exception of the consideration of any minutes, which shall be considered ordinary business, all business that is transacted at an Extraordinary General Meeting shall be deemed special business.
- 1.6. The order of business at an **Annual General Meeting** of the Association shall be:
 - 1.6.1. Attendance and apologies for absence;
 - 1.6.2. Minutes of the previous Annual General Meeting and of any Extraordinary General Meeting held since the last Annual General Meeting;
 - 1.6.3. Annual Report of the Directors incorporating the income and expenditure account and balance sheet;
 - 1.6.4. Report of the Result of Election of the Deputy Chair for the forthcoming year;
 - 1.6.5. Motions of which proper notice has been given;

- 1.6.6. Any other business.
- 1.7. The order of business at an **Extraordinary General Meeting** of the Association shall be:
 - 1.7.1. Attendance and apologies for absence;
 - 1.7.2. Minutes of the previous Extraordinary General Meeting (if not approved at the last Annual General Meeting);
 - 1.7.3. Reports of the Management Team;
 - 1.7.4. Motions of which proper notice has been given.
- 1.8. No business other than that of which proper notice has been given, or is incidental to, or follows from, proper business shall be considered at an Extraordinary General Meeting.

2. **OTHER MEETINGS**

- 2.1. The quorum for any other meeting shall be determined by the terms of reference for that body, on appointment.
- 2.2. The Chair of the meeting shall govern the conduct of the meeting unless as otherwise prescribed by the terms of reference for the body. In the absence of the Chair, or as appropriate the prescribed individual, the meeting shall appoint, from members in attendance, a person to take the chair.
- 2.3. The order of business at other meetings will be as determined by the terms of reference for that body or by the Chair of the meeting, as appropriate.
- 2.4. No business other than that of which proper notice has been given, or is incidental to, or follows from, proper business, shall be competent to such a general meeting.

3. **NOTICE OF MEETINGS OTHER THAN GENERAL MEETINGS**

- 3.1. Notice of meetings shall be given by email or another method determined by the Association.
- 3.2. The Executive Directors, in conjunction with one another and the elected officers as appropriate, may determine the agenda for any meeting and vary the arrangements for such a meeting.

4. **GOVERNANCE OF ALL MEETINGS**

- 4.1. All questions shall be put to, and all remarks expressed through, the Chairman.
- 4.2. All meeting attendees shall show respect to one another at all times.
- 4.3. It shall be the duty of the Chair to preserve order and to ensure that members obtain a fair hearing.
- 4.4. The ruling of the Chair on any question of order, competence or relevance shall be final.
- 4.5. The Chair shall also be entitled to adjourn any meeting to a time that they may then fix and quitting the chair shall be the signal that the meeting has adjourned.

5. **MOTIONS (GENERAL)**

- 5.1. The Board may submit motions to any General Meeting.

- 5.2. Branches may submit motions to an Annual General Meeting on any matter relevant to the Association's business. In order for a branch to submit a motion, it must first consider the issue at a branch meeting.
 - 5.2.1. If the issue is a matter of Association policy, Article 10.6.3. requires the branch to refer the matter to the Board of the Association. It would not, therefore, be appropriate to submit a motion to an Annual General Meeting until the Board had first considered the matter and made a determination. If the branch does not agree with Board's decision, it can then submit a motion to an Annual General Meeting.
 - 5.2.2. Branches wishing to submit a motion must provide the Secretary with a certified copy of their branch resolution approving the submission of the motion.
- 5.3. Individual members may submit motions to an Annual General Meeting on any matter relevant to the Association's business only if, in respect of each motion, they can secure the support, in writing, for the motion to go forward, of at least 10% of the membership entitled to vote at a general meeting prior to submitting the motion, which is in line with percentage of members required to call a general meeting as set out in the Act.
 - 5.3.1. If a member has an issue about which they are so concerned that they wish to raise it at an Annual General Meeting, the Board believes that, ideally, they should first raise it with their branch. If the branch supports their point of view, and the issue is a matter of policy, the branch must refer it to the Board in accordance with Article 10.6.3. However, members retain the right, in circumstances where they do not agree with a Board decision, to refer such matters to an Annual General Meeting.
 - 5.3.2. Individuals wishing to submit a motion must provide evidence to the Secretary's satisfaction that they have secured the support of 10% of the Association's membership (entitled to vote at a General Meeting) to the submission of the motion. This may be in writing or electronically, as agreed between the Secretary and the person wishing to submit the motion. The evidence to be provided should normally be the names and membership numbers of those members who have indicated their support of the motion. This list of names shall be published by the Secretary in such manner as they deem fit.
- 5.4. Motions will only be considered by an Annual General Meeting where the Secretary has received the appropriate wording and, in the case of a branch motion, a certified copy of their branch resolution approving the submission of the motion, and in the case of a motion submitted by an individual member, evidence to the Secretary's satisfaction that they have secured the support of 10% of the Association's membership (entitled to vote at a general meeting) to the submission of the motion by twenty-one clear days before the scheduled date of the meeting.
- 5.5. A motion may be amended in advance of the scheduled commencement of the meeting if:
 - 5.5.1. Notice of the proposed amendment is given in writing to the Secretary by a person entitled to vote at the meeting not later than 48 hours before the scheduled commencement of the meeting; and
 - 5.5.2. The proposed amendment does not, in the reasonable opinion of the Chair, or in their absence the Deputy Chair or Immediate Past Chair, materially alter the scope of the original motion.
- 5.6. Notwithstanding the procedure set out in Standing Order 5.5., the Chair of the meeting may allow an amendment introduced at the meeting to be proceeded with if in their reasonable opinion it does not materially alter the scope of the original motion and they

are satisfied as to the reasons given as to why it had not been submitted by 48 hours before the scheduled commencement of the meeting.

- 5.7. A motion of which notice has been given shall not be proceeded with in the absence of the member responsible unless:
- 5.7.1. They have authorised, in writing, another member to move it and have supplied a copy of that written authorisation to the Secretary; or
 - 5.7.2. In the opinion of a simple majority of those entitled to vote and in attendance at the meeting, the motion is deemed to be of sufficient importance and should be considered.

6. **MOTIONS (PROCEDURE)**

- 6.1. No motion shall be discussed at a meeting until it has been moved and seconded.
- 6.2. The Chair of the meeting shall invite the proposer to introduce the motion (to be considered as the substantive motion) before inviting comments from those entitled to vote.
- 6.2.1. A member shall not speak more than once to the motion.
 - 6.2.2. The proposer of the motion may, without introducing new matter, reply to any issue raised in closing a discussion.

7. **AMENDMENTS TO MOTIONS (PROCEDURE)**

- 7.1. An amendment to a motion received before the meeting in accordance with Standing Order 5.5. or allowed by the Chair of the meeting in accordance with Standing Order 5.6.. shall be considered immediately after the motion has been moved and seconded. If the amendment is moved and seconded, the meeting will consider that amendment first.
- 7.1.1. In the event of more than one amendment to the original motion being received before the meeting in accordance with Standing Order 5.5., the amendment received first by the Secretary will be considered first followed by the subsequent amendment(s) in the order received.
- 7.2. The Chair of the meeting shall invite the proposer of the amendment to introduce the amendment.
- 7.3. The Chair of the meeting shall then invite the proposer of the motion to respond before inviting comments from those entitled to vote.
- 7.3.1. A member shall not speak more than once to an amendment.
 - 7.3.2. The proposer of the amendment may, without introducing new matter, reply to any issue raised in closing a discussion.
- 7.4. A vote will then be taken on whether to accept the amendment.
- 7.5. If the meeting approves the amendment, the motion will be duly amended and considered as the substantive motion.
- 7.5.1. The Chair of the meeting may allow an amendment introduced at the meeting to be proceeded with in the same manner as if made to the original motion if, in their reasonable opinion, it does not materially alter the scope of the substantive motion.

- 7.6. If the meeting does not approve the amendment, any other amendments received before the meeting in accordance with Standing Order 5.5. or allowed by the Chair of the meeting in accordance with Standing Order 5.6. shall be considered immediately in the same manner after the amendment has been moved and seconded.

8. **VOTING**

- 8.1. Any resolution, motion or amendment put to the vote at a meeting shall be decided on a show of hands unless, before the declaration of the result, a poll is required by either the Chair of the meeting or by at least two members having the right to vote at the meeting.
 - 8.1.1. In all cases, the vote will be presided over by the Secretary or their nominated representative.
- 8.2. In the case of ordinary business as determined by Standing Order 1.4., a simple majority of votes from those members having the right to vote at the meeting is required.
- 8.3. In the case of special business as determined by Standing Order 1.5., a 75% majority of votes from those members having the right to vote at the meeting is required.
- 8.4. Unless a poll is required by the Chair of the meeting or duly demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost shall be conclusive evidence of that fact without proof of the number or proportion of the vote recorded in favour or against the resolution.
- 8.5. A poll shall be taken as the Chair directs and they may appoint scrutineers from members present. The result of the poll shall be declared at the meeting. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.6. The demand for a poll may, before the poll is taken, be withdrawn and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 8.7. A poll demanded on any question shall be taken forthwith. Subject to Article 20., on a show of hands every member who is present in person shall have one vote and, on a poll, every member present in person by proxy shall have one vote.
- 8.8. 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 casting vote in addition to any other vote they may have.

9. **PROXY NOTICES AT GENERAL MEETINGS**

- 9.1. Proxies may only be appointed by a notice in writing (a "proxy notice") which:
 - 9.1.1. States the name and address of the member appointing the proxy;
 - 9.1.2. Identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
 - 9.1.3. Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Secretary may determine; and
 - 9.1.4. Is delivered to the Secretary in accordance with the Standing Orders and any instructions contained in the notice of the General Meeting to which they relate.
- 9.2. The Association may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

- 9.3. Unless a proxy notice indicates otherwise; it must be treated as:
- 9.3.1. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 9.3.2. Appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 9.4. The notice appointing a proxy shall be submitted to the Secretary in the manner as defined in the notice convening the meeting not less than 48 hours before the scheduled commencement of the meeting.
- 9.5. A person who is entitled to attend, speak or vote (either on a show of hands or at a poll) at a General Meeting remains so entitled to do so in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 9.6. An appointment under a proxy notice may be revoked by delivering to the Secretary a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 9.7. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

10. ADJOURNMENT

- 10.1. The Chair of the meeting may, with the consent of a simple majority 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 an adjourned meeting other than business which might have been transacted at the meeting at which the adjournment took place.
- 10.2. Where a meeting is adjourned for thirty calendar days or more, notice of the adjournment shall be given in the same manner as for the original meeting.

11. SUSPENSION OF STANDING ORDERS

- 11.1. Any one or more of these Standing Orders may be suspended at any meeting with the consent of not less than a simple majority of the members present and entitled to vote.

12. BREACH OF STANDING ORDERS

- 12.1. Any breach of Standing Orders may be raised by a member who is entitled to vote rising to a point of order. The Chair of the meeting's decision shall be final.