

Registered Number: 06801922

**Memorandum and Articles  
of Association**

of

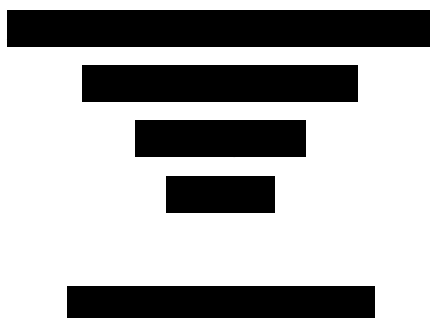
**The Association of Directors of Children's Services Ltd**

**A COMPANY LIMITED BY GUARANTEE AND**

**NOT HAVING A SHARE CAPITAL**

**THE COMPANIES ACTS 1985, 1989 AND**

**THE COMPANIES ACT 2006**



# **MEMORANDUM OF ASSOCIATION OF THE ASSOCIATION OF DIRECTORS OF CHILDREN'S SERVICES LTD**

## **1 NAME**

The name of the company is The Association of Directors of Children's Services Ltd ("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 promote the education of the public in matters of education, social and health care policy for children, young people and their families and carers;
- 3.2 to promote the better care and upbringing of children in need and the preservation of family life for the benefit of the public; and
- 3.3 to promote improved outcomes for children, young people and their families and carers so that for the benefit of the public they:-
  - 3.3.1 are healthier and safer;
  - 3.3.2 achieve highly and enjoy their education;
  - 3.3.3 are able to make a positive contribution to society; and
  - 3.3.4 are enabled to achieve economic well-being.

## **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 Board 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 Board 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 Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board 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 Directors and officers of the Association who are not Directors

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 Directors or officers knew, or must have known, was not in the best interests of the Association or which the Directors 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 Directors 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 Director'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 charitable 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 a Director 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 Directors**

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

### **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 Directors;
- 5.3.2 reasonable and proper out of pocket expenses to those Directors 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 Directors have negligible interests**

- 5.3.5 a payment to a Association in which a Director has no more than a 1% shareholding;

### **Interest and Rent**

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

### **Remuneration/Employment/Supply of Goods and Services**

- 5.3.8 payments to a Director 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 Director do not exceed an amount that is reasonable in all the circumstances;
  - 5.3.8.2 the Director 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 Director does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting;
  - 5.3.8.4 the other Directors are satisfied that it is in the interests of the Association to remunerate the Director;
  - 5.3.8.5 the reason for the Directors' decision is recorded in the minutes of the Board meeting; and
  - 5.3.8.6 at no time shall a majority of the Directors receive payment pursuant to this clause 5.3.8.

The employment or remuneration of a Director 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 Director 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 Director 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 Directors 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 directors to its board.

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

## **6 LIMIT OF LIABILITY**

The liability of the Members is limited.

## **7 GUARANTEE**

Every Ordinary Member promises, if the Association is wound up whilst he is an Ordinary Member or within one year after ceasing to be an Ordinary 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 an Ordinary Member.

## **8 WINDING UP**

8.1 The Ordinary 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 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 Ordinary Members, the Directors 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.

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

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**Names and Addresses of  
Subscribers**

**Signed**

**Witnessed**

**[REDACTED]**

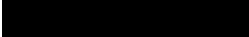
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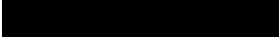
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# **ARTICLES OF ASSOCIATION THE ASSOCIATION OF DIRECTORS OF CHILDREN'S SERVICES LTD**

## **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
"AGM"	means an annual general meeting of the Association
"Annual Subscription"	means the fee for a Membership Year as determined by the Board from time to time payable by Members (other than Honorary Members) or represented by payments made by those local authorities which employ Members
"the Articles"	means these Articles of Association of the Association
"Associate Member"	means a Member admitted under Article 2.2.3 and Article 3
"the Association"	means the company intended to be regulated by the Articles
"the Board"	means the board of Directors of the Association and (where appropriate) includes a Committee and the Directors acting by written resolution
"Board Meeting"	means a meeting of the Board
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday
"Chair"	means (subject to the context) either the President or, if he is not present or has not taken the chair at a meeting, the Vice-President, or, where he is not present or has not taken the chair at a meeting, the person who is chairing a Board Meeting or General Meeting at the time
"Clear Days"	in relation to a period of notice means the period

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	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 Board exercising powers delegated to it by the Board
"Companies House"	means the office of the Registrar of Companies
"Council of Reference"	means the body established under Article 33
"Director"	means any director of the Association
"EGM"	means an extraordinary general meeting of the Association
"Elected Director"	means a Director for the time being elected in accordance with Article 24
"General Meeting"	means an AGM or an EGM
"Honorary Member"	means a Member admitted under Article 2.2.2 and Article 3
"Honorary Secretary"	means the Director for the time being appointed as honorary secretary of the Association under Article 23
"Honorary Treasurer"	means the Director for the time being appointed as honorary treasurer of the Association under Article 22
"Immediate Past President"	means the Director for the time being appointed as immediate past president of the Association under Article 21
"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 April to 31 March
"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 Directors) present under Article 35 at a Board Meeting

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“Ordinary Member”	means a subscriber to the Memorandum and Articles of Association or a Member admitted under Article 2.2.1 and Article 3
“Policy Committee”	means a committee of the Board established under Article 34 (and regulated under the standing orders of the Association made under Article 44) for the purposes of considering issues of policy
“President”	means the Director for the time being appointed as president of the Association under Article 19
“Registered Office”	means the registered office of the Association
“Secretary”	means the secretary of the Association including a joint, assistant or deputy secretary
“United Kingdom”	means Great Britain and Northern Ireland
“Working Party”	means a body established by the Board to make recommendations to the Board but without decision-making powers
“Vice-President”	means the Director for the time being appointed as vice-president of the Association under Article 20

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 Board under Article 2.2.

2.2 Subject to Article 3, the Board may admit new Members to the following categories of membership:

2.2.1 Ordinary Member;

2.2.2 Honorary Member; and

2.2.3 Associate Member.

### **3 ADMISSION OF MEMBERS**

3.1 A person may not be admitted by the Board as a Member:-

3.1.1 unless he has signed a written application to become a Member in such form as the Board requires;

3.1.2 in the case of an individual unless he is aged 18 or over;

3.1.3 in the case of an Ordinary Member unless he is a statutory director of children's services, a senior manager who reports directly to a statutory director of children's services ("second tier manager") or a senior manager who reports directly to a second tier manager ("third tier manager") and fulfils such other criteria as the Board may from time to time determine;

3.1.4 in the case of an Ordinary Member or Associate Member, unless he has paid the Annual Subscription or an appropriate local authority has made a voluntary contribution covering the Annual Subscription;

3.1.5 in the case of an Honorary Member, unless he fulfils the criteria for being an Honorary Member as determined by the Board from time to time;

3.1.6 in the case of an Associate Member, unless he fulfils the criteria for being an Associate Member as determined by the Board from time to time; 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 resignation to the Registered Office; or

4.1.2 in the case of an Ordinary Member, if he ceases to be either a statutory director of children's services, a second tier manager or a third tier manager or ceases to fulfil other criteria (if any) for being an Ordinary Member as determined by the Board from time to time; or

4.1.3 in the case of an Honorary Member, if he ceases to fulfil the criteria for being an Honorary Member as determined by the Board from time to time; or

4.1.4 in the case of an Associate Member, if he ceases to fulfil the criteria for being an Associate Member as determined by the Board from time to time; or

4.1.5 if the Board resolves to terminate his membership provided that he shall first have had reasonable opportunity to explain to the Board why he should not be removed; or

4.1.6 in the case of an Ordinary or Associate Member, if the relevant Annual Subscription is six months in arrears and the Board decides that membership shall be terminated;

4.1.7 in the case of an individual, if he dies; or

4.1.8 in the case of a corporate body, if it ceases to exist.



## **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 Board decides.
- 5.3 The business of an AGM is:-
  - 5.3.1 to receive the annual Directors' report;
  - 5.3.2 to consider the accounts and the auditors' report;
  - 5.3.3 to appoint Directors (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 Board.
- 6.3 If there are insufficient Directors available to form a quorum at a Board Meeting to call an EGM it may be called in the same way as a Board Meeting.
- 6.4 On receiving a requisition from the percentage of the Ordinary Members required under the Act the Board 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 Ordinary Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Ordinary Members at the 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 Directors 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 50 of the Ordinary 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 Board decides.
- 8.4 If at the adjourned meeting there are again insufficient Ordinary Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Ordinary Members who are present (provided that they number at least 10) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 8.5 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 President is to chair General Meetings.
- 9.2 If the President is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Vice-President is to chair the General Meeting.
- 9.3 If neither the President nor the Vice-President is present and willing to act within 15 minutes from the time of the General Meeting, the Ordinary 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 Ordinary 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 Ordinary 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 An Ordinary Member may appoint a proxy in writing. A proxy need not be a Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 44. 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 at the Registered Office at least 24 hours 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 Ordinary Member who appointed the proxy is present.

### **14 MEMBERS' WRITTEN RESOLUTIONS**

- 14.1 A written resolution approved by the required majority of eligible Ordinary Members (provided that those Ordinary 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 Ordinary Members.

## **PART D. DIRECTORS**

### **15 COMPOSITION OF THE BOARD**

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

- 15.1 the President;
- 15.2 the Vice-President;
- 15.3 the Immediate Past President;
- 15.4 the Honorary Treasurer;
- 15.5 the Honorary Secretary; and
- 15.6 four other Elected Directors elected by the Members in accordance with Articles 24 and 25.

### **16 INITIAL DIRECTORS**

16.1 The initial Directors as at the date of incorporation of the Association are as follows:-

- 16.1.1 the initial President is Dr Maggie Atkinson who shall serve until 31 March 2009;
- 16.1.2 the initial Vice-President is Mr Kim Bromley-Derry who shall serve until 31 March 2009;
- 16.1.3 the initial Immediate Past President is Mr John Coughlan who shall serve until 31 March 2009;
- 16.1.4 the initial Honorary Treasurer is Mr Peter Lewis who shall serve until 31 March 2011;
- 16.1.5 the initial Honorary Secretary is Ms Edwina Grant who shall serve until 31 March 2010; and
- 16.1.6 the initial Elected Directors are Rosalind Turner and Sonia Sharp who shall serve until 31 March 2010 and Eleni Ioannides and Andrew Webb who shall serve until 31 March 2012

### **17 ELECTION OF DIRECTORS**

17.1 The election of a Director is not to take effect until he has signed the prescribed Companies House form. The election of any person as a Director who has not done so within one month of election is to lapse unless the Board resolves that there is good cause for the delay.

17.2 A person may not be a Director unless he is an Ordinary Member.

## **18 OBLIGATIONS OF DIRECTORS**

18.1 The Board must set out in writing the principal obligations of every Director to the Board and to the Association. The statement of Directors' obligations is not intended to be exhaustive and the Board may review and amend it from time to time.

18.2 The statement of the obligations of the Directors to the Association must include:-

18.2.1 a commitment to its values and objectives including equal opportunities;

18.2.2 an obligation to contribute to and share responsibility for the Board's decisions;

18.2.3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events;

18.2.4 an obligation to declare relevant interests;

18.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board;

18.2.6 an obligation to comply with fiduciary duties, including:-

18.2.6.1 to act in the best interests of the Association;

18.2.6.2 to declare any interests a Director may have in matters to be discussed at Board 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;

18.2.6.3 to secure the proper and effective use of the Association's property;

18.2.6.4 to act personally;

18.2.6.5 to act within the scope of any authority given;

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

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

18.2.7 a reference to the Directors' obligations under the general law.

18.3 A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Association within one month of his election.

## **19 THE PRESIDENT**

- 19.1 The President in a given Membership Year shall be the person who served as Vice-President in the previous Membership Year.
- 19.2 Subject to Article 19.4 and Article 26, the President shall serve as such for one Membership Year following his appointment.
- 19.3 Subject to Article 19.4, the outgoing President will not be eligible for re-appointment as President unless he has served as such for less than one Membership Year.
- 19.4 If a vacancy arises in the position of President during a Membership Year then the position shall be filled by the Vice-President for the time being who, subject to Article 26, shall serve for the remainder of the term of the President he replaces and shall be eligible for appointment by the Board as President for a further Membership Year only.

## **20 THE VICE-PRESIDENT**

- 20.1 The Vice-President shall be elected from amongst the Ordinary Members in such manner as determined by the Board from time to time and which may be set out in the Standing Orders of the Association and, subject to Article 20.3 and Article 26, shall serve as such for one Membership Year following his appointment.
- 20.2 The President and Immediate Past President shall not be eligible to stand for election as Vice-President in the Membership Year following their appointment to either office.
- 20.3 Subject to Article 17, if a vacancy arises in the position of Vice-President during a Membership Year then a by-election shall be held as soon as practicable in such manner as determined by the Board from time to time.
- 20.4 Subject to Article 26, a Vice-President elected under Article 20.3 shall serve until the end of the current Membership Year at which time he may either take up the position of President or be eligible for re-election as Vice-President as determined by the Board.

## **21 THE IMMEDIATE PAST PRESIDENT**

- 21.1 Subject to Article 21.2, the Immediate Past President shall be the person who was President at the end of the preceding Membership Year and shall serve in office for one Membership Year.
- 21.2 If the President shall be continuing in office for a further Membership Year under the provisions of Article 19.4, then the Immediate Past President may continue in office for a further Membership Year as determined by the Board from time to time.
- 21.3 Subject to Article 17, if a vacancy arises in the position of Immediate Past President, the Board may appoint a person to the post of Immediate Past

President who shall serve until the end of the Membership Year in which he is appointed.

## **22 THE HONORARY TREASURER**

- 22.1 The Honorary Treasurer shall be elected from amongst the Ordinary Members at a General Meeting and shall serve for three Membership Years following his appointment.
- 22.2 An outgoing Honorary Treasurer shall be eligible for re-election.
- 22.3 Subject to Article 17, if a vacancy arises in the position of Honorary Treasurer during a Membership Year, then a by-election shall be held as soon as practicable in such manner as the Board determines.
- 22.4 Subject to Article 26, an Honorary Treasurer elected under Article 22.3 shall serve until the end of the three Membership Years for which his predecessor was appointed and shall then be eligible for re-election.

## **23 HONORARY SECRETARY**

- 23.1 The Honorary Secretary shall be elected from amongst the Ordinary Members at a General Meeting and shall serve for three Membership Years following the General Meeting at which he was elected.
- 23.2 An outgoing Honorary Secretary shall be eligible for re-election.
- 23.3 Subject to Article 17, if a vacancy arises in the position of Honorary Secretary during a Membership Year, then a by-election shall be held as soon as is practicable in such manner as the Board determines.
- 23.4 Subject to Article 26, an Honorary Secretary elected under Article 23.3 shall serve until the end of the three Membership Years for which his predecessor was appointed and shall then be eligible for re-election.

## **24 THE ELECTED DIRECTORS**

- 24.1 Subject to Article 17, the Ordinary Members shall elect four Elected Directors each of whom shall serve for a period of three Membership Years following their appointment.
- 24.2 An outgoing Elected Director shall be eligible for re-election.
- 24.3 Subject to Article 17, in the event of a vacancy arising among the Elected Directors the Ordinary Members shall elect another person to the position of Elected Director and he shall serve for the remainder of the three Membership Years term of the person he replaced and he shall then be eligible for re-election.

## **25 ELECTIONS**



- 25.1 A candidate for election to the position of Vice-President, Honorary Treasurer or Honorary Secretary must be a statutory director of children's services.
- 25.2 A candidate for election to the position of Vice-President, Honorary Treasurer, Honorary Secretary or Elected Director shall be nominated by an Ordinary Member and seconded by another Ordinary Member and shall notify the Association of his willingness to stand.
- 25.3 If there is more than one candidate for a post and a ballot is necessary, voting papers containing the names of all candidates for the contested posts shall be sent by the Honorary Secretary to all Ordinary Members. Where the Honorary Secretary is a candidate in an election, the remaining Directors shall appoint an alternative returning officer.
- 25.4 Voting may be at a General Meeting or by postal or electronic ballot as determined by the Board and the detail of which may be set out in the Standing Orders of the Association from time to time.
- 25.5 In the event of an equality of votes for a post other than Honorary Secretary then the Honorary Secretary will draw lots. In the event of an equalling of votes for the post of Honorary Secretary then the President shall draw lots.

## **26 RETIREMENT AND REMOVAL OF DIRECTORS**

- 26.1 A Director will cease to hold office if he:-
  - 26.1.1 dies;
  - 26.1.2 ceases to be a Director under the Act or is prohibited by law from being a Director;
  - 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 Board guilty of conduct detrimental to the interests of the Association and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
  - 26.1.6 resigns by written notice to the Association;
  - 26.1.7 is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;
  - 26.1.8 fails to sign a statement of his obligations under Article 18 within one

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

- 26.1.9 in the case of a Director other than an Elected Director, was a statutory director of children's services when elected as a Director but ceases to be such;
- 26.1.10 ceases to be an Ordinary Member, or
- 26.1.11 completes his term of office as a Director under these Articles and is not re-elected.

## **27 DIRECTOR'S INTERESTS**

### **27.1 Declaration of interests**

- 27.1.1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must declare the nature and extent of that interest to the other Directors.
- 27.1.2 In accordance with the Act, the declaration may be made at a meeting of the directors 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 Company enters into the transaction or arrangement.
- 27.1.5 A declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware.
- 27.1.6 A Director 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 Directors are already aware of it (and for this purpose the other Directors 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 A Director may enter into a transaction or arrangement with the Company 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, a Director has any form of indirect interest in relation to a transaction or arrangement with the Company (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 directors not having a conflict provided that:-

27.3.1.1 the Director with the conflict (and any other interested Director) 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 Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Company to authorise the transaction.

27.3.2 The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director 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. BOARD MEETINGS**

### **28 FUNCTIONS OF THE BOARD**

- 28.1 The Board 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 BOARD**

- 29.1 Subject to the Act, the Memorandum and the Articles, the business of the Association is to be managed by the Board 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 Board which would have been valid without the alteration.

### **30 BOARD MEETINGS**

- 30.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 30.2 Board Meetings may be called by any Director or the Secretary (if appointed).
- 30.3 7 days' notice of Board Meetings must be given to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.
- 30.4 A Board Meeting which is called on shorter notice than required under

Article 30.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.

- 30.5 Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 30.6, each Director 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 a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

### **31 QUORUM FOR BOARD MEETINGS**

- 31.1 The quorum for Board Meetings is five of the Directors for the time being.
- 31.2 A Director may be part of the quorum at a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 31.3 The Board may act despite vacancies in its number but if the number of Directors is less than five then the Board may act only to admit Ordinary Members under Article 2 and/or call a General Meeting.
- 31.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to:
  - 31.4.1 adjourn it to such other time and place as they decide; or
  - 31.4.2 call a General Meeting; or
  - 31.4.3 admit Ordinary Members under Article 2.
- 31.5 If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Directors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

### **32 CHAIR AT BOARD MEETINGS**

- 32.1 The President is to chair all Board Meetings at which he is present unless he does not wish, or is not able, to do so.
- 32.2 If the President is not present within 5 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, then the Vice-President must chair the Board Meeting unless he is unwilling or unable to do so.
- 32.3 If both the President and the Vice-President are not present within 5 minutes after

the starting time of a Board Meeting or both are unwilling or unable to chair the meeting then the Board must elect one of the Directors who is present to chair the Board Meeting.

32.4 The functions of the President are:-

- 32.4.1 to act as an ambassador for the Association and to represent the views of the Board to the general public and other organisations;
- 32.4.2 to ensure that Board Meetings and General Meetings are conducted efficiently;
- 32.4.3 to give all Directors an opportunity to express their views;
- 32.4.4 where necessary (and in conjunction with the other Directors) 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 Board to delegate sufficient authority to its Committees to enable the business of the Association to be carried on effectively between Board Meetings;
- 32.4.6 to ensure that the Board monitors the use of delegated powers; and
- 32.4.7 to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee.

### **33 COUNCIL OF REFERENCE**

33.1 The Board shall establish a Council of Reference which shall comprise:-

- 33.1.1 the Directors;
- 33.1.2 two, three or four Ordinary Members (one of whom must be a statutory director of children's services) representing each government office region as follows: -
  - 33.1.2.1 Greater London (33 authorities) – 4 representatives;
  - 33.1.2.2 North West (22 authorities) – 3 representatives;
  - 33.1.2.3 South East (19 authorities) – 3 representatives;
  - 33.1.2.4 South West (16 authorities) – 2 representatives;
  - 33.1.2.5 Yorkshire and Humberside (15 authorities) – 2 representatives;
  - 33.1.2.6 West Midlands (14 authorities) – 2 representatives;
  - 33.1.2.7 Northern (12 authorities) – 2 representatives;
  - 33.1.2.8 Eastern (10 authorities) – 2 representatives; and
  - 33.1.2.9 East Midlands (9 authorities) – 2 representatives

and elected to the Council of Reference by the Ordinary Members in General Meeting in a manner determined by the Board from time to time;

- 33.1.3 the chair or chairs of each and every Policy Committee (each of whom must be a statutory director of children's services) elected in accordance with the Standing Orders of the Association from time to time; and
- 33.1.4 such other persons as determined by the Board from time to time.
- 33.2 For the avoidance of doubt no person may serve on the Council of Reference in more than one capacity simultaneously.
- 33.3 The principal purpose of the Council of Reference will be to act as a consultative body, advising the Board as required from time to time. The Council of Reference will not for any purposes be regarded as a Committee and accordingly may not take decisions on behalf of the Board.

## **34 COMMITTEES AND WORKING PARTIES**

- 34.1 The Board may:
  - 34.1.1 establish Committees consisting of those persons whom the Board decide;
  - 34.1.2 delegate to a Committee any of its powers; and
  - 34.1.3 revoke a delegation at any time.
- 34.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 34.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party but the chair of each Policy Committee is to be elected in accordance with the Standing Orders of the Association.
- 34.4 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 Board from the Committee or Working Party.
- 34.5 The Board must determine the quorum for each Committee and Working Party it establishes.
- 34.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 34.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

## **35 OBSERVERS**

- 35.1 Subject to Article 35.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.
- 35.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 35.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 35.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

## **36 DIRECTORS' WRITTEN RESOLUTIONS**

- 36.1 A written resolution approved by a majority of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
- 36.2 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.
- 36.3 A resolution under Articles 36.1 or 36.2 may consist of several documents in similar form each approved by one or more of the Directors or Committee Members.



## **PART F. OFFICERS**

### **37 THE SECRETARY**

- 37.1 The Board may decide whether or not to appoint a Secretary and a Secretary may be appointed by the Board for such a term as the Board decides.
- 37.2 Where appointed, a Secretary may be removed by the Board at any time.

### **38 INDEMNITIES FOR OFFICERS AND EMPLOYEES**

- 38.1 The Association may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 38.2 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 38.3, the Association may indemnify any Director against any liability incurred by him in his capacity as such.
- 38.3 The indemnity provided to a Director in accordance with Article 37.2 may not include any indemnity against liability:
- 38.3.1 to the Association or a company associated with it;
  - 38.3.2 for fines or penalties; or
  - 38.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 38.4 The indemnity provided to a Director in accordance with Article 38.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate.
- 38.5 In respect to its auditor the Association may:-
- 38.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and
  - 38.5.2 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**

### **39 MINUTES**

- 39.1 The Board must arrange for minutes to be kept of all General Meetings and Board Meetings. The names of the Directors present must be included in the minutes.
- 39.2 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 39.3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 39.4 The Board must keep minutes of all of the appointments made by the Board.

### **40 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN**

- 40.1 The Association must comply with the Act in:-
  - 40.1.1 preparing and filing an annual Directors' report and annual accounts; and
  - 40.1.2 making an annual return to the Registrar of Companies.
- 40.2 The Association must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires).
- 40.3 The annual Directors' report and accounts must contain:-
  - 40.3.1 revenue accounts and balance sheet for the last accounting period;
  - 40.3.2 the auditor's report on those accounts; and
  - 40.3.3 the Board's report on the affairs of the Association.
- 40.4 The accounting records of the Association must always be open to inspection by a Director.

### **41 BANK AND BUILDING SOCIETY ACCOUNTS**

- 41.1 All bank and building society accounts must be controlled by the Board and must include the name of the Association.
- 41.2 A cheque or order for the payment of money must be signed in accordance with the Board's instructions.

## **42 EXECUTION OF DOCUMENTS**

42.1 Unless the Board decides otherwise, documents which are executed as deeds must be signed by:

42.1.1 two Directors; or

42.1.2 one Director and the Secretary (where appointed).

## **43 NOTICES**

43.1 Notices under the Articles must be in writing except notices calling Board Meetings.

43.2 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.

43.3 The Association may give a notice to a Member, Director or auditor either:

43.3.1 personally;

43.3.2 by sending it by post in a prepaid envelope;

43.3.3 by facsimile transmission;

43.3.4 by leaving it at his address; or

43.3.5 by email.

43.4 Notices under Article 43.3.2 to 43.3.5 may be sent:

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

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

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

43.5 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.

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

43.7 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.

43.8 A notice may be served on the Association by delivering it or sending it to the Registered Office.

43.9 The Board may make standing orders to define other acceptable methods of delivering notices.

#### **44 STANDING ORDERS**

44.1 Subject to Article 44.4;

44.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Association; and

44.1.2 the Association in General Meeting may alter, add to or repeal the standing orders.

44.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Members.

44.3 Standing orders are binding on all Members and Directors.

44.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

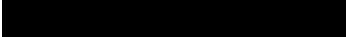
**Names & Addresses  
Witnessed  
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