

THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF THE STAFF AND EDUCATIONAL DEVELOPMENT ASSOCIATION

1. Name of Company

The name of the Company is, the Staff and Educational Development Association, called in this document "the Company"

2. Registered Office

The registered office of the Company will be in England and Wales

3. Objects of the Company

3.1 The object of the Company is:-

- (a) The advancement of education for the benefit of the public particularly through the improvement of all aspects of learning teaching and training in higher education through staff and educational development

4. What the Company may do

4.1 The Company may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers:-

- (a) To provide a forum for discussion of staff and educational development;
- (b) To collect, examine, and disseminate information relevant to teaching, learning and staff and educational development;
- (c) To develop and run schemes to accredit the competence of staff in higher education;
- (d) To promote and encourage collaborative activities and projects relevant to staff and educational development;
- (e) To advise and assist in setting up, sustaining and enhancing staff and educational development activities;
- (f) To construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Company may need for its Objects;
- (g) To employ and pay any employees, officers, servants and professional or other advisers;
- (h) Subject to any consents required by law to raise funds and borrow moneys invite and receive contributions or grants or enter into contracts seek subscriptions or raise monies in any other way;
- (i) Subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
- (j) To promote, encourage or undertake study and research and disseminate the results of such;
- (k) To produce, print and publish anything in written, oral,

- electronic or visual media in furtherance of the object;
- (l) To provide or procure the provision of services training consultancy advice support counselling and guidance in furtherance of the object;
 - (m) To promote or advertise the Company's activities;
 - (n) To invest any money that the Company does not immediately need in any investments, securities or properties;
 - (o) To undertake any charitable trust or any charitable agency business which may promote the Company's Object;
 - (p) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependents;
 - (q) To carry on trade insofar as whither the trade is exercised in the course of the actual carrying out of a primary object of the Company or the trade is temporary and ancillary to the carrying out of the object of the Company;
 - (r) To establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the object of the Charity through trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance the same if the Member of the Executive Committee see fit by way of loan or share subscription on commercial terms provided that the Charity shall seek professional legal advice before financing such companies;
 - (s) To establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
 - (t) To purchase or otherwise acquire any of the property, assets and liabilities of any charity, company, institution, society or association with which the Company is authorised to join, and perform any of their engagements;
 - (u) To transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join;
 - (v) To open and operate banking accounts and other banking facilities;
 - (w) To enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's Objects;
 - (x) To insure any risks arising from the Company's activities;
 - (y) To insure the members of the Executive Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
 - (z) To delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or

- any of its powers of investment provided always that;
- (i) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986;
 - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
 - (iii) the delegated powers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers of the Company within 14 days and report regularly on the performance of investments managed by them;
 - (iv) The Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
 - (v) The Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation;
 - (vi) The Company shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- (aa) To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such.

5. Use of income and property

5.1 The income and property of the Company must be applied solely towards promoting its Objects. None of it may be paid or transferred directly or indirectly and in by way of dividend bonus or otherwise by way of profit to members of the Company and no member of the Executive Committee may be paid any salary or fees or received any remuneration or other benefit in money or money's worth from the Company in any way except as shown below under "Allowed Payments"

6. Allowed payments

6.1 The Company may pay:-

- (a) Reasonable and proper payment to any officer or servant of the Company who is not a member of the Executive Committee for any services to the Company
- (b) Reasonable and proper remuneration to a Member of the

Executive Committee for services actually rendered to the Company including the usual professional charges for business done by any Member of the Executive Committee who is a solicitor, accountant or other person engaged in a profession, or by a partner of his or her instructed by the Company to act in a professional capacity on its behalf, PROVIDED THAT:-

- (i) the number of Members of the Executive Committee so remunerated shall not exceed a minority of the quorum of the Members of the Executive Committee;
 - (ii) such Member of the Executive Committee shall be absent from all meetings at which the terms and conditions of his or her employment with the Company are discussed;
 - (iii) such Member of the Executive Committee shall not vote on any resolution relating to his or her employment;
 - (iv) the other members of the Executive Committee are satisfied that his or her employment, or that of his or her firm, is both necessary and expedient in the interests of the Company;
- (c) Interest on the money lent by a member of the Company or its Executive Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater
 - (d) Reasonable out-of-pocket expenses to any member of the Executive Committee
 - (e) Reasonable and proper payment to a company of which a member of the Executive Committee holds not more than a hundredth of the capital
 - (f) Reasonable and proper rent of premises demised or let by any member of the Company or its Executive Committee
 - (g) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum
 - (h) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission

PROVIDED THAT no members of the Company or the Executive Committee shall be present during the discussion of or voting on any decision to borrow money from or pay rent or other money or benefit to that member

7. Alterations to this memorandum

- 7.1 No alterations to this memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days' notice of it must be given, and 75% of those voting must be in favour of it. Such a resolution may be passed on less notice if 95% of the total number of members having the right to vote agree
- 7.2 Alterations may only be made to the objects of the Company or any clause of this memorandum or articles which directs or restricts the way monies or the property of the Company may be used with the

Charity Commission's prior written consent

7.3 The charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration

8. Limited Liability

8.1 The liability of the members is limited

9. Guarantee by Members of the Company

9.1 Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if:-

- (a) The Company is wound-up while he or she is a member or within a year afterwards; and
- (b) The Company has debts and liabilities which it cannot meet out of its assets

10. Winding-up of the Company

10.1 If the Company is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects to those of the Company and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by these Memorandum of Association

10.2 The institutions will be chosen by the members of the company at or before the time when the company is wound-up or dissolved and if that cannot be done then to some other charitable object

11. Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association

THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF STAFF AND EDUCATIONAL DEVELOPMENT ASSOCIATION

1. **Meaning of Words**

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts
The Company	The Staff and Educational Development Association
The Articles	These Articles of Association and the regulations of the Company
The Executive Committee	The Executive Committee of the Company whose members are the directors of the Company and as such are charitable trustees
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa

1.4 The words "person" or "people" include corporations

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to Act in force when these Articles become binding on the company will have the same meanings in these Articles, provided they are consistent with the subject or context

1.6 Headings are not part of the Memorandum or Articles

2. **The Constitution of the Company; Rights of Inspection by Members**

2.1 The Company is established for the Objects shown in the memorandum of Association

2.2 A copy of the memorandum and Articles and any rules the Executive Committee make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Executive Committee

3. **Members**

3.1 The number of members of the Company is unlimited

3.2 The Company must keep at the Office a register of members showing

- their name, address and date of membership
- 3.3 The register is available for inspection

4. Membership

- 4.1 Membership is open to the following:-
- 4.2 Members
- (a) The Subscribers
 - (b) Anyone aged 18 or over that the Executive Committee decides to admit to membership
 - (c) Fellowship members
- 4.3 Individual members are entitled to one vote at general meetings
- 4.4 Institutional Members
- Institutional Members are the institutions whom the Executive Committee decides to admit to membership
- 4.5 Each Institutional Member has the right to appoint one representative. At any time by giving notice in writing to the company, the Institutional member can cancel the appointment of its representative and appoint another instead. The Institutional Member must confirm the name of its representative at the company's request. The representative has the right to attend and to vote at general meetings of the company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority
- 4.6 Institutional members stop being members in the same way as Individual members stop being members
- 4.7 Associate members who shall have no voting rights

5. No transfer of Membership

- 5.1 None of the rights of any member of the Company may be transferred or transmitted to any other person

6. Ending of Membership

- 6.1 A member stops being a member of the Company if:-
- (a) the member resigns from membership by giving notice in writing to the Company
 - (b) membership is ended under Article 7
 - (c) the member's subscription (if any) remains unpaid six months after it is due and the Executive Committee resolves to end that person's membership
- 6.2 However, the Executive Committee may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit

7. Removal from Membership

- 7.1 The Executive Committee may suspend the rights of any member by giving him or her notice in writing of the suspension
- 7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Company against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Executive Committee. The member has the right to be heard at the meeting. The meeting must

either confirm the suspension, in which case the person is out of membership, or lift the suspension

8. General Meetings

8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one annual general meeting and the next

9. Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings

10. Calling of Extraordinary General Meetings

10.1 The Executive Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if 5% of the members of the company request it

11. Notice of Meetings

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 days' clear notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details of the nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights

12. Ordinary and Special Business at General Meetings

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Executive Committee and Auditors, the election of members of the Executive Committee in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors

13. Quorum at General Meetings

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business and throughout subsequent deliberations. A quorum is 12 or ten per

cent whichever is less unless shown differently below

14. Adjournment if no Quorum at General Meetings

- 14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Executive Committee may decide
- 14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum

15. Chair

- 15.1 The Chair (if any) of the Executive Committee must preside as chair at every general meeting of the Company. If there is no Chair, or if he or she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, then the Vice Chair shall preside or if there is no Vice Chair the members of the Executive Committee present must elect one of their number to be chair of the meeting

16. Election of Chair by Members

- 16.1 If at any meeting no member of the Executive Committee is willing to act as Chair or if no member of the Executive Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chair of the meeting

17. Adjournment of the Meeting

- 17.1 The chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place
- 17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it

18. Voting on Resolutions

- 18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the chairperson or at least two members who are present. No proxy votes are allowed

19. Declaration of chairperson is Final

- 19.1 Unless a poll is demanded, the chair's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book
- 19.2 The demand for a poll may be withdrawn

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chair or to decide upon an adjournment. Polls about other things will be taken whenever the Chair says so. Business which is not the subject of a poll may be dealt with before or during the poll

20.1 The Chair will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting

21. Voting and Speaking

21.1 Every member has one vote including the Chair. If the votes are level, the Chair has a casting vote

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:-

- (a) it must be in writing
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings
- (c) it may consist of two or more documents in identical form signed by members

23. Management by members of the Executive Committee

23.1 The business of the Company is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the Executive Committee are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations or standing orders that a general meeting may prescribe

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Executive Committee which would otherwise have been valid

24. Powers of the Executive Committee

24.1 The Executive Committee may subject to such consents as the law requires use all the powers of the company to:-

- (a) borrow money;
- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party;
- (d) to resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy

25. Payment of Subscriptions

25.1 All members must pay the subscription that the Executive Committee may decide from time to time

26. Cheques and Bills etc

26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Executive Committee decides from time to time and cheques shall be signed by two Executive Committee members unless the Executive Committee otherwise decides

27. Indemnity of members of the Executive Committee

27.1 In the management of the affairs of the Company no member of the Executive Committee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such an agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable

27.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled every member of the Executive Committee or other officer of the Company shall be indemnified out of the assets of the Company against any loss and liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto

28. Payment of reasonable expenses to members of the Executive Committee

28.1 The members of the Executive Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration save as permitted in the Memorandum of Association

29. The Keeping of Minutes

29.1 The Executive Committee must have minutes entered in the minute books:-

- (a) of all appointments of officers by the Executive Committee
- (b) of the names of the members of the Executive Committee present at each of its meetings and of any committee of the members of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of:-

- (i) The Company;
- (ii) The Executive Committee;
- (iii) Subcommittees of the Executive Committee.

30. The Make-up of the Executive Committee

30.1 The Executive Committee consists of:-

- (a) the Co-Chairs and Vice Chairs elected from among and by the Individual Members and Institutional Representatives at an Annual General Meeting. The term of office for the Co-Chairs will be three years. Preceding that each Co-Chair will serve as Vice Chair (Chair Elect) for one year. Following their term of office they will serve a further year as Vice Chair.
- (b) not more than ten other elected members to be elected among and by the Individual Members and the Institutional Representatives at the Annual General Meeting. Election will initially be for a three year period. At the end of that time members may choose to stand for election again for a further two years. , making a total of five consecutive years. At least one year should elapse before standing again. Elected members will be allocated designated roles at the first Executive meeting which follows the AGM.
- (c) a Treasurer, appointed by the Executive Committee and approved by a majority vote at each AGM.
- (d) the Company Secretary, appointed by the Executive Committee, as an ex officio (non-voting) member.
- (e) Chairs of Sub-Committees of Executive Committee, as ex-officio members of Executive Committee.

30.2 If any post is not filled at an AGM the Executive Committee may fill the position by co-option until the next AGM.

31. Change in Make-up and Number of the Executive Committee

31.1 The make up and number of the Executive Committee may be varied but not reduced below five. Variation can only be by resolution approved by two-thirds of the Executive Committee and ratified at a general meeting by a vote in favour of the resolution by 75% of the members present at the meeting

32. Notification of Change of members of the Executive Committee to the Registrar of Companies

32.1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies

33. Co-option of members of the Executive Committee

33.1 The Executive Committee can appoint anyone to fill a vacancy in the membership of the Executive Committee or can co-opt additional members of the Executive Committee. But no more than three extra members may be co-opted. They will hold office until the next annual general meeting. They will be eligible for re-election

34. Ending of Executive Committee membership

34.1 A member of the Executive Committee must cease to be a member if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Executive Committee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (d) resigns the office by notice in writing to the Company but only if at least two members of the Executive Committee will remain in office when the resignation takes effect; or
- (e) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (f) is removed from office.

35. Removal of a Member of the Executive Committee by a General Meeting

35.1 A general meeting of the Company may remove any member of the Executive Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the member may say

35.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company receives such notice it must immediately send a copy to the member of the Executive Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting

36. Removal of a Member of the Executive Committee by the Executive Committee

36.1 If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee or to attend six meetings in any twelve-month period, the Executive Committee may resolve that he or she be removed from the Executive Committee. The member must be given at least 7 days' notice in writing of the resolution

37. Meetings of the Executive Committee

37.1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles

37.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chair. If the votes are equal, the chair has a casting vote

37.3 A member of the Executive Committee may, and the Secretary if requested by a member of the Executive Committee must, summon a meeting of the members of the Executive Committee

37.4 Notice of a meeting need not be given to any member of the Executive Committee who is out of the United Kingdom

38. Quorum of the Executive Committee

38.1 A general meeting of the Company must fix the quorum necessary for business to be done at an Executive Committee meeting. The quorum must be at least a third of the membership of the Executive Committee subject to a minimum of three

39. Vacancies on the Executive Committee

39.1 The Executive Committee may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Company

40. A Resolution may be Approved by Signature Without a Meeting

40.1 A resolution in writing signed by all the members of the Executive Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of the Executive Committee or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Executive Committee or sub-committee

41. Validity of Acts Done at Meetings

41.1 It may be discovered that there was some defect in the appointment of a member of the Executive Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Executive Committee is as valid as if there were no defects or disqualification

42. Delegation of Executive Committee Powers to Sub-Committees

42.1 The Executive Committee may delegate the administration of any of its powers to Committees consisting of one or more of its members. A sub-committee must conform to any regulations that the Executive Committee imposes on it

42.2 The members of the Executive Committee on the sub-committee may (unless the Executive Committee directs otherwise) co-opt any person or people to serve on the sub-committee

42.3 All acts and proceedings of the sub-committee must be reported to the Executive Committee as soon as possible

42.4 There shall be such other committees, policy groups and networks as the Executive Committee shall determine rules for which shall be set out in standing orders

43. Chairperson of Sub-Committees

43.1 At the first meeting of the calendar year a sub-committee shall elect a Chair of its meetings initially for a three year period with the option of standing for re-election for a one year period. At least one year shall elapse before standing for the same post again

43.2 If at any meeting the sub-committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chair of the meeting

44. Meetings of Sub-Committees

- 44.1 A sub-committee may meet and adjourn whenever it chooses
- 44.2 Questions at the meeting must be decided by a majority of votes of the members present
- 44.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be available to all members of the Executive Committee

COMPANY SECRETARY

45. Appointment and Removal of the Company Secretary

- 45.1 The members of the Executive Committee appoint the Company Secretary. They decide his or her period of office, pay (if not a member of the Executive Committee) and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Executive Committee

46. Actions of Directors and Company Secretary

- 46.1 The Act says that some actions must be taken both by a member of the executive Committee (a Director) and by the Company Secretary. If one person is both a member of the Executive Committee and the Company Secretary, it is not enough for him or her to do the action first as an Executive Committee member and then as Company Secretary

47. The Seal

- 47.1 If the company shall decide to use a Company Seal the Executive Committee must provide safe custody of the Seal
- 47.2 The Seal may only be used as the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee to use it
- 47.3 Everything to which the Seal is affixed must be:-
 - (a) signed by a member of the Executive Committee
 - (b) countersigned by the Company Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for that purpose

ACCOUNTS

48. Proper Accounts must be Kept

- 48.1 The Executive Committee must have proper books of account kept in accordance with the law. In particular, the books of account must show:
 - (a) all amounts received and spent by the Company, and for what;
 - (b) all sales and purchases by the Company;
 - (c) the assets and liabilities of the Company.
- 48.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account

49. Books must be Kept at the Office

49.1 The books of account must be kept at the Registered Office of the Company or at other places decided by the Executive Committee. The books of account must always be open to inspection by members of the Executive Committee

50. Inspection of Books

50.1 The Executive Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Executive Committee. A member who is not on the Executive Committee may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Executive Committee or a general meeting

51. Income and Expenditure Account and Balance Sheets

51.1 The Executive Committee must, for each accounting reference period, put before a general meeting of the Company:-

- (a) any income and expenditure accounts;
- (b) a report by the Executive Committee on the state of the Company as required by the law;
- (c) a statement of financial activities or such varied reports statements or accounts as are from time to time required by law

51.2 The Executive Committee must file with the Companies Registrar the annual returns that are required

52. Copies for members

52.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting
- (b) a copy of any report from Reporting Accountants or Auditors'
- (c) a copy of the report of the members of the Executive Committee

52.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know

53. Appointment of Reporting Accountants or Auditors

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

54. Service of Notices

54.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope

containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post

55. Accidental Omission of Notice

55.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting

56. Who is Entitled to Notice of General Meetings

56.1 Notice of every general meeting must be given to:-

- (a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
- (b) Reporting Accountants or Auditor of the Company;
- (c) all members of the Executive Committee;
- (d) all those with rights of nomination to the Executive Committee (if any)

56.2 No-one else is entitled to receive notice of general meetings

57. Alteration of the Articles

57.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree

57.2 No alteration may be made to an article which directs or restricts the way monies or property of the Company may be used without the Charity Commission's prior written approval

58. Dissolution of the Company

58.1 The Executive Committee or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of general meetings

58.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association