

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association of
LAW CENTRES FEDERATION

(adopted by special resolution passed on 26th April 2010)

Name

- 1 The company's name is LAW CENTRES FEDERATION (and in this document it is called the "Federation" or the "charity").

Interpretation

- 2 In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Federation;

"the articles" means the Federation's articles of association;

"the Federation" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;

"the directors" means the directors of the Federation. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Executive Committee" means the directors of the Federation;

"Guidelines" means such guidelines to be a Full Member, an Associate Member or an Observer as the Federation shall from time to time publish;

"in person" in relation to attendance or presence at general meetings includes, in the case of a member organisation, attendance or presence by a duly authorised representative;

"Management Committee" means those persons who manage a member or accordance with whose instructions or directions the member is accustomed to act;

"Minimum Criteria for Law Centres" means the minimum criteria for Law Centres as the Federation shall from time to time publish with the approval of a general meeting;

"month" means a calendar month;

"the memorandum" means the Federation's memorandum of association;

"officers" includes the directors and the Secretary (if any);

"Rules" means the rules set out in article 12;

"the seal" means the common seal of the Federation if it has one;

"Secretary" means any person appointed to perform the duties of the secretary of the Federation, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Federation.
- 4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the being in force.
- 5 An unincorporated organisation shall be treated for the purposes of membership as if it were a single body comprising all its members for the time being. The rights and duties of membership of the Federation shall belong to the members for the time being of that unincorporated organisation.

Liability of members

- 6 (1) The liability of the members is limited.
 - (2) Every member of the Federation undertakes to contribute such amount as may be required (not exceeding One Pound) to the Federation's assets if it is wound up while it is a member, or within one year afterwards:
 - (a) for the payment of the Federation's debts and liabilities contracted before it ceased to be a member.
 - (b) for the costs, charges and expenses of winding up; and
 - (c) for the adjustment of the rights of the contributories among themselves.

Objects

- 7 The Federation's objects are specifically restricted to the following:
- (1) To relieve charitable need, in particular financial hardship, and in so doing provide assistance to Law Centres and encourage the formation of Law Centres in the United Kingdom.
 - (2) To advance the education of the public by assisting Law Centres in improving and diffusing knowledge of the law and the practice of the law and the administration of justice, having regard especially for those areas of the law, which are of particular concern to poor people or are directed to the relief of poverty.

Powers

- 8 To advance its objects, the Federation may:
- (1) encourage the formation of Law Centres and the institution of new forms of legal services for classes of persons for whose need the services of lawyers in private practice are inadequate;
 - (2) encourage the solution of individual problems in such a way as to assist the greatest possible number of such persons and classes;
 - (3) promote solidarity amongst its members;
 - (4) co-ordinate the work and activities of its members;
 - (5) promote the exchange of information amongst its members;
 - (6) assist its members in the achievement of their objects;
 - (7) promote good practice within member Law Centres;
 - (8) carry out and publish research on the law, its administration, its effects and the provision of legal services and to promote the improvement of the same;
 - (9) act on behalf of its members in negotiations, which affect the interests of any of them.
 - (10) make representations to the government on legislation or other public matters which affect the furtherance of the Federation's objects.
 - (11) apply for, invite, obtain, collect and receive money, funds, securities and other sources of income and capital by way of contributions, subscriptions and donations, grants, legacies, sale of publications of the Federation and other lawful methods and receive gifts by will and inter vivos of property of any description whether or not subject to express trusts;
 - (12) provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the objects of the Federation;
 - (13) employ and retain on a full time or part time basis and on such terms as to pay and other conditions of employment as the Federation shall agree or on a voluntary

basis any persons whose particular skills, qualifications or knowledge may be of assistance in the attainment of the objects of the Federation;

- (14) purchase, take on, lease or licence and otherwise hold freehold and leasehold property with full power to lease, sublease or licence occupation of all or any part of such property. In exercising this power, the Federation must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (15) purchase, take on, licence, hire, subscribe for and by any other lawful means acquire plant, machinery, appliances, equipment, vehicles, furniture, books, periodicals, newspapers, stationery, supplies and any other chattels whatsoever;
- (16) acquire and deal in copyright, designs, patent, rights, inventions, trade marks, secret processes, choses in action and any other rights which may by law be transferred;
- (17) open and operate banking accounts and other facilities for banking;
- (18) sell or grant leases or tenancies (of whatever kind) or licences or dispose of mortgage or in any way turn to account all or any of the property or assets of the Federation and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient. In exercising this power, the Federation must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (19) borrow or raise money upon such terms on such security as may be considered expedient and in particular by mortgage, charge or lien upon all or any of the property and assets of the Federation (both present and future and by the issue of any securities which the Federation has power to issue by way of security of indemnity to any person whom the Federation has agreed or is bound or willing to indemnify or in satisfaction or as security for any liability undertaken by it. The Federation must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (20) enter into any contract of insurance howsoever in respect of any matter in which the Federation has an insurable interest and in particular but without derogating from the generality of the foregoing in connection with any real or personal property in which the Federation shall have an interest or with any acts or omissions done by persons employed by the Federation including indemnity insurance in respect of any fraudulent negligent or other tortious acts by such person;
- (21) make charges including nominal or no charges in respect of work carried out by the Federation;
- (22) establish, promote, amalgamate or co-operate with or become a part or member or affiliate or associate of or act as or appoint trustees agents nominee or delegates to control manage and superintend any institution trust association or corporate or unincorporated body the objects of which are wholly or in part similar to those of the Federation;
- (23) undertake, execute and create any charitable trust support or subscribe to any charitable fund or institution and if deemed desirable for any such purpose to enter

into any covenant to enter into any covenant to pay any sums or money periodically to any charitable fund or institution;

- (24) invest the monies of the Federation not immediately required for its objects in or upon such investments, security or property as the Federation may determine from time to time subject nevertheless to such conditions (if any) as may be imposed or required by law for the time being;
- (25) enter into any arrangements with any government or authority, supreme, municipal or otherwise and obtain from such government or authority any rights, privileges and concessions and carry out exercise and comply with any such arrangements, rights, privileges and concessions;
- (26) establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Federation or any person in whose welfare the Federation is or has been interested and the wives and husbands, widows, widowers, families and dependents of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- (27) draw accept and negotiate bills of exchange promissory notes and other negotiable instruments; and
- (28) do all such other things as are incidental or conducive to the attainment of the above objects or any of them. But if the Federation shall take or hold any property which may be subject to any trust, the Federation shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

Income and property

- 9 The Federation's income and property shall only be used to promote its objects. No part shall be paid or transferred, directly or indirectly, to a member of the Federation or its Executive Committee, except for reasonable and proper payment in good faith:
- (1) to a member of the Federation (who is not a member of its Executive Committee) for any services given to the Federation;
 - (2) to a member of the Federation or its Executive Committee of out-of-pocket expenses or for rent for premises let to the Federation;
 - (3) of interest on money lent by a member of the Federation or its Executive Committee at a yearly rate not exceeding two per cent less than the base rate prescribed by the National Westminster Bank Limited or three per cent, whichever is greater; or
 - (4) to a company of which a member of the Federation or its Executive Committee is a member and who holds not more than 1/100th part of the capital.

Members

- 10 (1) Members are the subscribers to the Memorandum and such other organisations as are admitted to membership in accordance with these articles and such rules as may be made by the Federation in accordance with article 89.
- (2) Membership is not transferable.
- (3) The Executive Committee must keep a register of names and addresses of the members.

Full Membership - Qualification

- 11 Full Membership shall consist of
- (1) any organisation which is a member of the unincorporated organisation known as the Law Centres Federation at the date the Federation is incorporated and which within four months of that date delivers to the Secretary a written election to become a member; and
- (2) every other organisation which:
- (a) delivers an application for membership to the Secretary in such form as the Executive Committee may require;
- (b) demonstrates that it complies with the Rules; and
- (c) is elected to be a Full Member by an ordinary resolution at a general meeting.

Full Membership - Rules

- 12 Each Full Member shall:
- (1) comply with the Minimum Criteria for Law Centres;
- (2) identify itself as being a "Law Centre" and display the identity in appropriate positions or display on its letterhead and on its public notices that it is a member of the Federation;
- (3) pay a membership subscription to the Federation at a rate decided by an annual general meeting;
- (4) submit its Annual Report to the Federation;
- (5) submit its Annual Audited Accounts to the Federation; and
- (6) comply with any membership agreement approved by a general meeting.

Full Membership - Conditions

- 13 On the election of a Full Member, the general meeting may impose and that Full Member shall accept such conditions (including conditions as to the length of membership) as it thinks fit, and may subsequently remove any or all such conditions.
- 14 Only current members of the Federation are entitled to use the name "Law Centre" and that any member expelled from or otherwise leaving the Federation shall cease using any name which includes the words "Law Centre", within a six month period.

Full Membership - Subscriptions

- 15 The annual general meeting shall fix the amount and date of payment of a subscription, which may be varied at any general meeting. Full Members shall pay any subscription when they join the Federation and within two months of it being fixed. In the case of hardship or other good reason, the Executive Committee may extend the period for payment and the annual general meeting may reduce or waive the subscription of any Full Member. Subscriptions shall be deemed to accrue from day to day and a proportionate amount shall be refunded to a member on the termination of its Full Membership.

Full Membership - Termination

- 16 Membership of a Full Member shall terminate:
 - (1) upon receipt by the Secretary of a written notice of its resignation signed by an authorised officer;
 - (2) if it is dissolved, wound up or goes into liquidation; or
 - (3) if it is expelled by a special resolution at a general meeting.

Associate Membership - Qualification

- 17 An Associate Member is an organisation, other than a Full Member or Observer, which:
 - (1) delivers an application to the Secretary in such form as the Executive Committee may require;
 - (2) is elected to be Associate Member by an ordinary resolution at a general meeting;
 - (3) provides free legal advice and representation;
 - (4) whose general aims and objectives accord with those of Federation but does not meet the criteria for Full Membership or Observer Membership as defined in the Guidelines (i.e staffing level, catchment areas, etc);
 - (5) is genuinely independent from funders, the professions and other non-consumer interests; and
 - (6) has a voluntary management committee.

Associate Membership - Subscriptions

18 The annual general meeting shall fix the amount and date of subscription for Associate Members which may be varied at any general meeting.

Associate Membership - Voting Rights

19 Associate Members will not be entitled to vote at general meetings.

Associate Membership - Termination

20 Membership of an Associate Member shall terminate:

- (1) upon receipt by the Secretary of a written notice of its resignation signed by an authorised officer; or
- (2) if it is dissolved, wound up or goes into liquidation; or
- (3) if it is expelled by a special resolution at a general meeting.

Affiliation (Law Clinics) - Qualification

21 In order to affiliate to the Federation Law Clinics must:

- (1) aim to meet the unmet legal need of the community in addition to enhancing the education of law students;
- (2) provide free, confidential, legal advice and assistance and/or representation to those who for whatever reason cannot obtain such services elsewhere;
- (3) supervise law students by having a qualified lawyer who is competent and experienced in both the substantive law and practice of the subject matters serviced by the Law Clinic;
- (4) ensure that supervising lawyers are regulated by the Solicitors Regulation Authority, Law Society and the Bar Standards Board;
- (5) report to an independent management or advisory committee where possible which will provide advice and guidance and provide an important link between academia, advice agencies and the legal profession;
- (6) adopt and review equality policies;
- (7) agree to submit the Law Clinic's Annual Report to the Federation each year and pay an annual affiliation fee; and
- (8) be members of the Clinical Legal Education Organisation (CLEO); and
- (9) is elected to be an affiliate of the Federation by an ordinary resolution at a general meeting.

Affiliation - Subscriptions

22 The annual general meeting shall fix the amount and date of the affiliation fee which may be varied at any general meeting.

Affiliation - Voting Rights

23 Affiliates to the Federation will not be entitled to vote at general meetings.

Affiliation - Termination

24 Affiliation of a Law Clinic will cease:

- (1) upon receipt by the Secretary of a written notice of its intention to no longer be affiliated to the Federation signed by an authorised officer;
- (2) if the Law Clinic ceases to qualify for affiliation; or
- (3) it is expelled by a special resolution at a general meeting.

Observers - Qualification

25 An Observer shall be any organisation, other than a Full Member or an Associate Member, which:

- (1) delivers an application to the Secretary in such form as the Executive Committee may require;
- (2) demonstrates the extent to which it complies with the Guidelines; and
- (3) is elected to be an Observer by an ordinary resolution at a general meeting.

Observers - Voting Rights

26 Observers will not be entitled to vote at general meetings.

Observers - Termination

27 An organisation shall cease to be an Observer:

- (1) upon receipt by the Secretary of a written notice of its resignation signed by an authorised officer; or
- (2) if it is dissolved, wound up or goes into liquidation; or
- (3) if it is expelled by a special resolution at a general meeting.

General meetings

- 28 (1) The Federation must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year at such time and place as the Executive Committee shall decide. Not more than fifteen months may elapse between successive annual general meetings.

- 29 The business of an annual general meeting shall be:
- (1) to consider the reports of the Executive Committee and auditors, balance sheet, income and expenditure account and related documents;
 - (2) to appoint auditors;
 - (3) to elect members of the Executive Committee in place of those retiring;
 - (4) to carry out any other business of which proper notice has been given.
- 30 The Executive Committee may call a general meeting other than an annual general meeting whenever it thinks fit, normally once per year.
- 31 The Executive Committee shall call a general meeting if it receives a written requisition from at least 5% of Full Members which states the purpose of the meeting. If the Executive Committee fails to proceed to call a general meeting within 21 clear days, the requisitionists may do so in accordance with sections 303, 304 and 205 of the Companies Act 2006.
- 32 The Executive Committee may call a general meeting at any time.

Notice of general meetings

- 33
- (1) The minimum period of notice required to hold a general meeting of the Federation is 28 clear days.
 - (2) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting or if a special resolution is to be proposed, the notice must say so.
 - (3) At least 28 clear days' written notice must be given of the terms of any proposed resolution.
 - (4) The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 42.
 - (5) The notice must be given to every Full Member and Associate Member and to the auditors.
- 34 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any person entitled to receive the notice shall not invalidate the proceedings of that meeting

Proceedings at general meetings

- 35
- (1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A quorum is one-third of the Full Members, being present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 36
- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be dissolved if it was called by requisition. Otherwise the Executive Committee shall decide either to dissolve the meeting or to adjourn it to such day, time and place as it shall determine.

(2) The Executive Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

37 (1) General meetings shall be chaired by a representative of a Full Member who has been chosen by the Executive Committee meeting immediately preceding that meeting.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, the Full Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

38 (1) The chairperson of a general meeting may (with the consent of the meeting) and shall (if directed by the meeting) adjourn the meeting to another time and/or to another place.

(2) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(3) If a meeting is adjourned by a resolution of the Full Members for more than one month, notice shall be given in the same manner as for the original meeting. Otherwise it shall not be necessary to give notice of a reconvened meeting or the business to be carried out.

39 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least three Full Members present in person or by proxy and having the right to vote at the meeting; or

(c) by a Full Member or Full Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting.

(2) (a) Unless a poll is demanded, the person who is chairing the meeting shall declare the result of a vote (whether the resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority) and any such declaration shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the Federation but the number or proportion of votes cast need not be recorded.

- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

40 The general meeting shall allow any member of the Management Committee and any employee of a Full Member (and may allow other persons) to attend and speak at its general meetings but not to vote.

41 The general meeting shall adopt standing orders for the conduct of general meetings.

Content of proxy notices

- 42 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
 - (d) is delivered to the Federation in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Federation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 43
- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Federation by or on behalf of that person.
 - (2) An appointment under a proxy notice may be revoked by delivering to the Federation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

- 44
- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
 - (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
 - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

- 45 Every Full Member, whether an individual or an organisation, shall have one vote.

- 46 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 47 In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall not be entitled to a further or casting vote in addition to any other vote or votes to which he may be entitled.

Directors

- 48 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 56.
- 49 The first members of the Executive Committee shall be those persons notified to Companies House as the first directors of the Federation.
- 50 The Executive Committee shall subsequently consist of the following categories:
- (1) the Officers;
 - (2) five members of Management Committees of Full Members; and
 - (3) five employees of Full Members,

who shall be elected at the annual general meeting and at any general meeting where there is a vacancy. Each Full Member may nominate one person in each category for election. Nominations shall be signed by the secretary of that Full Member and given to the Secretary 28 clear days before the general meeting at which the person nominated is elected. Where there are insufficient nomination in each category, nominations given to the Secretary less than 28 clear days before the general meeting may be accepted at the discretion of the general meeting. These will only be taken and election held for the remaining places following the election of those nominated in keeping with the 28 day time limit.

- 51 The Executive Committee may in addition appoint up to four persons who are members of the Management Committee of, or employees of, Full Members and are willing to act to be a director until the next annual general meeting.
- 52 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Executive Committee.

Powers of directors

- 53 (1) The Executive Committee shall manage the business of the Federation and may exercise all the powers of the Federation, including the power to borrow money and mortgage the Federation's property, unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) Members of the Executive Committee may be repaid reasonable out of pocket expenses by the Federation which they have properly incurred in connection with the Federation's affairs.
- (3) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.

- (4) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

Retirement of directors

- 54 At each annual general meeting, all the members of the Executive Committee shall retire from office at the conclusion of the meeting.
- 55 A retiring member shall be eligible for re-election except one who has been a member of the Executive Committee for five consecutive years, who shall not be eligible for re-election until the next annual general meeting. For this purpose, a member who is elected or appointed to the Executive Committee other than at an annual general meeting shall be treated as having been elected or appointed at the annual general meeting preceding his or her election or appointment.

Disqualification and removal of directors

- 56 A member of the Executive Committee shall cease to hold office if he or she:
 - (1) resigns as a director by written notice to the Secretary (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
 - (2) retires in accordance with these articles;
 - (3) ceases to be qualified to be a member of the Executive Committee;
 - (4) becomes a paid employee of the Federation;
 - (5) is absent without good reason from three successive meetings of the Executive Committee and the Executive Committee resolves that his or her office be vacated.
 - (6) is interested in any contract with the Federation and fails to declare that interest;
 - (7) is removed from office by a resolution of the Federation in accordance with the Companies Acts;
 - (8) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (9) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (10) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - (11) becomes bankrupt or makes any composition with his or her creditors generally.

Remuneration of directors

- 57 The Executive Committee must not be paid any remuneration unless it is authorised by article 9.

Proceedings of the Executive Committee

- 58 (1) The Executive Committee may regulate its proceedings as it thinks fit, subject to the provisions of the articles.
- (2) The Executive Committee shall meet at least every two months.
- (3) The Secretary may, and shall if requested to do so by a director, call a meeting of the Executive Committee by giving seven clear days' written notice to each member of the Executive Committee. The Secretary may call a meeting by shorter notice where he or she considers the circumstances justify it.
- (4) Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall not have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
- 59 (1) No decision may be made by a meeting of the Executive Committee unless a quorum is present throughout the meeting. 'Present' includes being present by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be five members of the Executive Committee.
- (3) A directors shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 60 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 61 (1) The Chairperson or in his or her absence the Vice-Chairperson (if any) shall chair meetings of the Executive Committee. If they are unwilling to preside or if neither is present within fifteen minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.
- (2) The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by the articles or delegated to him or her by the Executive Committee.
- 62 (1) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Executive Committee eligible to vote; and

(b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

63 The Executive Committee shall allow any member of the Management Committee of a Full Member or an Associate Member and any employee of a Full Member or an Associate Member (and may allow other persons) to attend and speak at its meetings but not to vote.

Delegation

64 (1) The Executive Committee may delegate any of its powers or functions to such person or persons as it may decide. The terms of any delegation must be recorded in writing.

(2) The Executive Committee may impose conditions or regulations when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the persons to whom they delegate;

(b) no expenditure may be incurred on behalf of the Federation except in accordance with a budget previously agreed with the Executive Committee.

(3) The Executive Committee may revoke or alter a delegation.

(4) All acts and proceedings of any persons to whom powers or functions are delegated must be fully and promptly reported to the Executive Committee.

(5) Meetings of persons to whom powers or functions are delegated shall be governed by the provisions in these articles for regulating meetings of the Executive Committee, so far as they apply and so far as they do not conflict with any conditions or regulations made by the Executive Committee.

Declaration of director's interests

65 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Federation or in any transaction or arrangement entered into by the Federation which has not previously been declared. A director must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Federation and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

66 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of the Federation to authorise the conflict of interest in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Validity of directors' decisions

- 67 (1) Subject to article 67(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that director; and
 - (e) that director being counted in the quorum;
- the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 67(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 67(1), the resolution would have been void, or if the director has not complied with article 65.

Officers

68 The Officers shall be a Chairperson, two Vice-Chairpersons, a Secretary and a Treasurer who shall be members of Management Committees or employees of members of Full Members.

69 An Officer shall hold office until he or she:

- (1) resigns by written notice to the Secretary; or
- (2) ceases to be a member of the Executive Committee.

70 A requirement that an act must be done by or to the Secretary, and in addition by or to a member of the Executive Committee, shall not be satisfied if the act is done by or to the same person acting in both capacities.

Seal

71 The Executive Committee shall ensure the safe custody of the Common Seal of the Federation. It must only be used by the authority of the Executive Committee. Every document to which the seal is affixed shall be signed by two members of the Executive Committee.

Minutes

72 The Executive Committee must keep minutes of all:

- (1) appointments of officers made by the Executive Committee;
- (2) meetings of the Federation, the Executive Committee and sub-committees of the Executive Committee including:
 - (a) the names of the persons present at the meetings;
 - (b) the proceedings of the meetings;
 - (c) the decisions made at the meetings; and
 - (d) where appropriate the reasons for the decisions.

73 Minutes of any meeting, signed by the chairperson of that meeting or by the chairperson of the next meeting, shall be conclusive evidence of the facts minuted.

74 The Secretary shall send a copy of all minutes and agenda papers:

- (1) in the case of general meetings, to every Full Member and Associate Member; or
- (2) in the case of meetings of the Executive Committee, to every member of the Executive Committee.

Registers

75 The Executive Committee shall ensure that a register is kept of the names and addresses of members and members of the Executive Committee which shall be open to inspection by Full Members and members of the Executive Committee.

Cheques

76 All cheques and receipts for money paid to the Federation shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Executive Committee shall decide.

Accounts

77 (1) The Executive Committee must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair

view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- (2) The Executive Committee must keep accounting records as required by the Companies Acts. The accounts shall include records of all sums of money received and spent by the Federation and details of the transactions involved, all sales and purchases by the Federation, and the assets and liabilities of the Federation.

78 The accounts shall be kept either at the Federation's registered office or, subject to the Companies Acts, at such other place as the Executive Committee may decide. The accounts may only be inspected by Executive Committee members. No other person shall have the right to inspect any account or book or have the right to inspect any account or book or document of the Federation, except where that right is given by law or is authorised by the Federation in general meeting.

79 The Executive Committee shall ensure that the annual accounts and reports of the Federation are prepared, printed and presented to the Federation in general meeting in accordance with the Companies Acts.

80 The Executive Committee shall send a copy of every document to be presented at an annual general meeting to every Full Member and Associate Member and to the auditors at least 21 clear days before the date of the meeting.

Audit

81 The Federation's accounts shall be audited annually. Auditors shall be appointed and their duties regulated in accordance with the Companies Act 2006.

Annual Report and Return and Register of Charities

- 82 (1) The Executive Committee must comply with the requirements of the Charities Act 1993 with regard to the:
- (a) transmission of the statements of account to the Federation;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Executive Committee must notify the Commission promptly of any changes to the Federation's entry on the Central Register of Charities.

Means of communication to be used

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

- 84 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
- 85 (1) The Federation may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by first class post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the Federation or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Federation.
- 86 A member present in person at any meeting of the Federation shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 87 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent.
- (3) Notice shall be deemed to be given:
- (a) 24 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 24 hours after it was sent.

Indemnity

- 88 (1) The Federation may indemnify any director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "relevant director" means any director or former director of the Federation.

Rules

- 89 (1) The Executive Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Federation.
- (2) The rules or bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Federation (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Federation in relation to one another, and to the Federation's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Federation's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The rules or bye laws shall have effect until set aside by the Executive Committee or by a general meeting.
 - (4) The Federation in general meeting has the power to alter, add to or repeal the rules or bye laws.
 - (5) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Federation.
 - (6) The rules or bye laws shall be binding on all members of the Federation. No rule or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolution

- 90 If any property remains after the Federation has been wound up or dissolved and all debts and liabilities have been paid, it shall not be paid to or distributed among the members of the Federation. Instead it shall be given or transferred to some other charitable institution:
- (1) which has similar objects to those of the Federation;
 - (2) which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed by article 5 hereof; and
 - (3) which is decided by the members of the Federation at or before the time of dissolution.

Alteration

- 91 These articles may be altered by a special resolution of the Federation. No alteration shall be made if the Federation would then cease to be a company to which section 60 or 62 of the Companies Act 2006 applies.