



# Homecare Association

THE COMPANIES ACT 2006

## Articles of Association HOMECARE ASSOCIATION LIMITED

Company Number 3083104

(adopted by Special resolution dated the 1<sup>st</sup> day of October 2024)

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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## PRELIMINARY

- 1           The Company's name is "HOMECARE ASSOCIATION LIMITED".
- 2           The Company's registered office is in England and Wales.
- 3           The liability of each of the Members is limited. Every Member of the Association undertakes to contribute such amount as may be required, (not exceeding £1) to the Association's assets if wound up while they are a Member or within one year after they cease to be a member. Such contribution shall include, payment of the Association's debts and liabilities contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

## INTERPRETATION

- 4           In the Articles:
  - (i)           terms defined in the Act are to have the same meaning;
  - (ii)          "Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
  - (iii)        "Board" means the Board of the Association or a member thereof;
  - (iv)        "Protocol" means the Governance Protocol July 2021 of the Association or the governance protocols of the Association as amended from time to time;
  - (v)        "in Writing" means written, printed or lithographed, or partly one and another, and other modes of representing or reproducing words in a visible form.
  - (vi)        references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
  - (vii)       references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;

- (viii) references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- (ix) references to Clauses are to clauses of the Articles; and
- (x) the Clause headings are not to affect their interpretation.

## MEMBERS

- 5.1 Such persons as are admitted to membership in accordance with these Articles shall be Members of the Association.
- 5.2 No person shall be admitted as a Member of the Association unless they are approved by or on behalf of the Board.
- 5.3 Every person who wishes to become a Member shall deliver to the Association an application for membership in such form as the Board may require executed by them.
- 5.4 Every Member shall belong to a defined category of membership as contained in Article 6 and the decision of the Board as to a designation of the Member shall be final and binding. The Board may alter the categorisation of a particular Member at any time at its discretion.

## MEMBERSHIP CATEGORIES

- 6.1 Provider Membership will be offered on the terms set out below:
  - 6.1.1 A Provider Member is any home care organisation or person offering or arranging home care services on its own behalf designated and admitted to membership as such by the Board from time to time.
  - 6.1.2 Each branch of a Provider Member will be registered as a Provider Member and pay the appropriate subscription.

- 6.1.3 Branches are operating bases that undertake any or all of the following: receive requests for services; organise services; sell and promote services; or recruit home care workers. Such bases include offices, sub-offices and home-based offices.
- 6.1.4 The administrative office of a multi-branch organisation is not a branch unless it is also an operating base.
- 6.1.5 A single branch organisation is normally a combined administrative office and operating base.
- 6.1.6 The Board shall have discretion to amend or alter the definition of a branch from time to time to reflect changing delivery or regulatory patterns or to identify specific sub branch status.
- 6.1.7 A Provider Member may be a franchisee of another member of the Association in accordance with Article 6.4.
- 6.2 Affiliate Membership will be offered to: any organisation or person, not being a home care provider organisation, having similar or sympathetic objects to the Association or which offers business support to home care provider organisations; representatives of Affiliate Members are not entitled to seek election to the Board.
- 6.3 Overseas Membership may be offered to: any organisation or individual as described in Articles 6.1 or 6.2 operating from a base outside of the United Kingdom on such terms as the Board from time to time shall decide.
- 6.4 Franchised Membership will be offered membership on the terms set out below.
  - 6.4.1 A Provider Member can also be a Franchised Member.
  - 6.4.2 A Franchised Member is any home care provider organisation, or person designated and admitted to membership as such by the Board from time to time.
  - 6.4.3 The Board may from time to time further designate Franchised Members into different classes of Franchised Member, each such class being subject to such conditions or obligations of membership as the Board may determine from time to time.
  - 6.4.4 A Franchised Member will not be obliged to guarantee that each of its franchisees becomes a Member of the Association but may select which of its

franchisees will (subject to article 5.2 (above)) be a Member of the Association.

## MEMBERSHIP TERMS

- 7.1 The form of application and consideration for membership and acceptance into or renewal of membership shall be at the absolute discretion of the Board. For Provider Members, it shall be a condition of membership that they have signed or otherwise acknowledged (including by way of electronic signature or completion online) a written declaration that they, including all their branches, will adhere to the Association's Code of Practice as published by the Board from time to time.
- 7.2 Each Member who is not an individual will appoint one or more authorised representatives whose identity will be communicated to the Company Secretary in writing and in the event of any dispute about the identity of the authorised representative the Chair's decision will be final.
- 7.3 Only the authorised representative of each Member will be entitled to vote at any general meeting of the Association.
- 7.4 The Board may:
- 7.4.1 suspend a Member on such terms as the Board shall determine;
  - 7.4.2 expel a Member from the Association if in the opinion of the Board such Member shall have acted in a manner contrary to the commercial or other interests of the Association, or in any way, which has brought or may bring the Association into disrepute. No Member will be expelled, without first being given a reasonable opportunity of explaining its conduct to the Board.

## SUBSCRIPTIONS

- 8.1 The Board may from time to time make rules relating to subscriptions of an annual or recurring nature which Members will be required to pay to the Association as a condition of membership of the Association.
- 8.2 The Board may waive or vary the subscription of or the terms upon which a

subscription is payable by any Member where there are special reasons for doing so.

- 9 The Board shall keep a register of Members of the Association at the registered office.
- 10 The Membership shall not be transferable and a Member shall cease to be a Member if the subscription of that Member is unpaid for more than one month after the date that it became due, and if a written request to pay the subscription has been made to that Member.
- 11 If by notice in writing to the Company Secretary, the Member resigns membership such notice shall not relieve the Member from their obligation to pay to the Association any subscription or other sum owed by the Member at the date of resignation. No Member who resigns shall have any right to claim the repayment of any unexpired proportion of any subscription or other sum paid by the Member to the Association.
- 12 The Board shall maintain a procedure whereby complaints against Members by the Association or other Members shall be determined.

## NOTICE OF GENERAL MEETINGS

- 13 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Board Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - 13.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - 13.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together comprising not less than ninety-five per cent of such members.
- 14 Any motion signed by a Member as a proposer, another Member as a seconder

and six other Members and submitted to the Company Secretary not less than six weeks before the date of the Annual General Meeting shall be placed on the Agenda and the terms of such motions shall be given in the notice of such Annual General Meeting. This provision is in addition and without prejudice to any relevant section of the Act.

- 15 The notice shall specify the time and place of the meeting, the methods of virtual hosting (if applicable) and the link to the meeting room, along with the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 16 The notice shall be given to all Members and to the Auditors of the Company (if any).
- 17 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## GENERAL MEETINGS

- 18.1 Any person may be invited to attend a General Meeting by the Board at the request of a Member or of its own motion provided that such invitation makes it clear on its face that the Members present may resolve before, at the start of or during the course of the General Meeting that such invitees should be excluded from the proceedings of the General Meeting or from part thereof.
- 18.2 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted.
- 19 All business shall be deemed special that is transacted at an Extraordinary General Meeting. All that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board and Auditors, election of Non-Executive Board Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- 20 No business shall be transacted at any General Meeting unless a quorum is



present when the meeting proceeds to business. Save as otherwise provided in these Articles, the authorised representatives of ten Members present in person or by proxy shall form a quorum.

- 21 A Member may be part of the quorum at a General Meeting if they can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 22 If within one hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as the Board determine. If at such adjourned meeting a quorum is not present within one hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 23 The Chair (if any) of the Association, if present, shall be the Chair at every General Meeting. If there be no such Chair, or if at any meeting they shall not be present at the time appointed for holding the same, or shall be unwilling to be Chair at the meeting, the Vice-Chair shall be the Chair of the meeting. Should they be unable or unwilling to be the Chair the Members present shall elect a person to be Chair at the meeting.
- 24 The Chair may, with the consent of any meeting, at which a quorum is present, (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business, which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. For meetings adjourned for less than thirty days the Members shall be entitled to not less than 7 days' notice of the adjournment and the business to be transacted at the adjourned meeting.
- 25 The order of business for General Meetings shall be approved by the Board and presented to the Members as the agenda for the meeting. Any alteration to the order of business shall be approved by the General Meeting.
- 26 The Chair shall indicate at the beginning of the meeting the time at which the meeting shall terminate, and unfinished business shall be deferred to an Extraordinary General Meeting to be convened at a later date.

## VOTES OF MEMBERS

- 27 Only a Provider Member or a Franchised Member is entitled to vote at a General Meeting. Only the authorised representative of a Member shall be entitled to attend, speak and, when entitled, vote at a General Meeting.
- 28 Subject as hereinafter provided, each Provider Member and each Franchised Member shall have one vote. A Provider Member which has more than one branch shall have such number of votes as is equal to the number of branches in Provider Membership (including the Provider Members head office).
- 29 The number of votes to which a Franchised Member shall be entitled will be set by the Board from time to time and shall be in proportion to the number of branches of the Franchised Member and the franchisees that it has selected to be a Member in accordance with Article 6.4.4 (above).
- 30 Any Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Members of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 31 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded-
- 31.1 by the Chair; or
- 31.2 by Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;
- 31.3 and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

- 32 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 33 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 34 A poll shall be taken as the Chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 35 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote they may have.
- 36 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 37 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 38 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more

members.

- 39 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 40 The instrument appointing a proxy shall be in writing under the hand of a Member's authorised representative. A proxy must be either an authorised representative of another Member of the Association or the Chair of the Meeting.
- 41 The instrument appointing a proxy shall be deposited at or sent to the Registered Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 42 There shall be two forms of proxy voting:
- 42.1 General proxy – where the proxy-holder may cast the vote(s) at their discretion having regard to what is said at the meeting; or
- 42.2 Special proxy – where the proxy-holder has been instructed by the appointing Member as to how its vote(s) should be cast in relation to a particular motion. Special proxy voting cards shall be lodged with the Chair prior to the Meeting.
- 43 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

## GENERAL PROXY

I			
being the authorized representative of			
a Member of the Association with Membership No.			
hereby appoint			
being the authorized representative of			
another Member of the Association with Membership No.			
Or failing them			
being the authorized representative of			
another Member of the Association with Membership No.			
Or failing them			
being the authorized representative of			
another Member of the Association with Membership No.			
to cast		votes on my behalf in respect of motion	
at the (Annual or Extraordinary or Adjourned as the case may be)			
General Meeting of the Association to be held on the			day of
And at every adjournment thereof.			
As witness my hand this		day of	20
Signature			

## SPECIAL PROXY

I			
being the authorized representative of			
a Member of the Association with Membership No.			
hereby appoint			
being the authorized representative of			
another Member of the Association with Membership No.			
Or failing them			
being the authorized representative of			
another Member of the Association with Membership No.			
Or failing them			
being the authorized representative of			
another Member of the Association with Membership No.			
to cast		votes for/against motion	
at the (Annual or Extraordinary or Adjourned as the case may be)			
General Meeting of the Association to be held on the			day of
And at every adjournment thereof.			
As witness my hand this		day of	20
Signature			

## BYELAWS

- 44        The Association in General Meeting may make regulations, standing orders or bye-laws regulating the meetings of the Association. The conduct and conditions relating to meetings, including general rules for debate, the conduct and condition relating to Members and in respect of such matters as are, by these Articles, required to be dealt within bye-laws. In respect of such other matters as the Association in General Meeting shall think fit, provided that no bye-law may be made or shall be valid if it shall contravene or be inconsistent with the Articles.

## THE BOARD

- 45        The Board of Directors shall comprise no fewer than eight and no more than sixteen Board Members, of which the CEO of the Association will be a director, ex officio and the Board will be entitled to appoint other executive directors from time to time.
- 45.1      The Board Members who are not executive directors will be elected in accordance with Articles 45.
- 45.2      There will be two criteria for the appointment of the non-executive Board Members as set out in Articles 45.2.1 and 45.2.2 below and these criteria will be applied so that, as far as possible, appointees will be those nominees who achieve the most votes of Members.
- 45.2.1    There will be reserved 3 places one of each of which will be taken by the respective nominee of each of the Scottish, Welsh and Northern Irish Provider Members or Franchised Members who achieves the most votes of Members.
- 45.2.2    There will be reserved such number of places as the Board shall allocate from time to time to each category of Members in England on an equitable basis by reference to the total number of branches of Provider Members or Franchised Members in the Association's membership; and the following subscription band structure: Band 1: 1-3 branches, Band 2: 4-20 branches and Band 3: 21 or more branches.

- 45.2.3 The Board shall reserve 1 place in Band 3 for a Member which provides predominantly publicly funded care and 1 place in Band 3 for a Member which provides predominantly privately funded care.
- 45.2.4 The places identified by the Board, pursuant to Articles 45.2.1, 45.2.2 and 45.2.3 will be reserved for those qualifying for them.
- 45.2.5 The categories of Scottish, Welsh and Northern Ireland Provider Members will be determined by reference to the location of their registered head office or principal place of business.
- 45.2.6 The Board shall use reasonable endeavours to ensure that at all times a balance exists, pursuant to Articles 45.2.1, 45.2.2 and 45.2.3, ensuring fair representation of: the range of size of Members; the markets Members operate in; and the types of services Members provide, within the membership.
- 45.3 The Chair shall be entitled to determine the allocation of the appointments in the event that there are potential appointees who could fulfil more than one of the criteria set out in Article 45.2. The reserved places may only be filled by individuals who qualify to do so and if there are no such candidates the posts will not be filled.
- 46 Board Members will be appointed in the following way.
  - 46.1 Not less than Eight weeks before the date of the Annual General Meeting the Board shall agree the number of places available at the forthcoming Annual General Meeting and calculate the number of votes available to Members in each subscription band in accordance with the terms of these Articles. The Board shall use reasonable endeavours to ensure that at all times the criteria set out in Article 46.2 will be met, taking into account the retirements due to take effect.
  - 46.2 In accordance with the percentage of votes of Provider Members and Franchised Members in the various subscription bands, the Board shall allocate an equitable number of Board places to each subscription band for the purpose of the election of the Non-Executive Board Members at the next Annual General Meeting.
  - 46.3 Nominations of authorised representatives of Provider Members for election as Non- Executive Board Members must be submitted to the Company Secretary in writing, not less than six weeks before the Annual General Meeting unless otherwise agreed by the Board.



- 46.4 The Board will not less than 4 weeks before the date of the Annual General Meeting issue ballot papers for the election of the new Non-Executive Board Members. It will be necessary, for any vote to be counted, that it be correctly completed and returned to the Registered Office not less than 48 hours before the time appointed for the holding of the Annual General Meeting.
- 46.5 The Chair of the Annual General Meeting will declare the results of the vote for the appointments under Article 46.4 at the Annual General Meeting based on the votes cast in the said ballot.
- 47 At every Annual General Meeting not less than one third of the Non-Executive Board Members shall retire from office in accordance with Article 51.
- 48 Subject to Article 49, Non-Executive Board Members are to hold office until the end of the third Annual General Meeting following their appointment.
- 49 Non-Executive Board Members may serve three terms of office, each of three years, for a maximum period of 9 years. After a Non-Executive Board Member has served 9 years, either in one continuous period or where multiple periods of office total 9 years, they may not stand for re-election.
- 50 From time to time, where the Board consider that a constituency is unrepresented, the Board may waive the provision of Article 49 in respect of that constituency.
- 51 If, during their term of office, the Provider Member of which a Non-Executive Board Member is a representative, ceases to be a Provider Member in the same subscription band as when the Non-Executive Board Member was admitted, then they may continue as a Non-Executive Board Member but only until the next Annual General Meeting (whether or not it is the Annual General Meeting at which their term of office would have come to an end) at which they will stand down from the Board. If it is not the Annual General Meeting at which their term of office would have come to an end the person elected to fill the vacancy created will continue as a Non-Executive Board Member for the remainder of the term of office of the Non-Executive Board Member whom they replaced. The Board Member who has stood down may seek re-election by reference to different criteria at the Annual General Meeting at which they stands down.
- 52 The Board may appoint and remove co-optees to the Board by simple majority,

on such terms as the Board resolves. Co-optees shall be people who the Board consider, by reason of their special skills and interests, to have a particular contribution to make to the work of the Association.

- 53 Co-optees will not form part of the quorum and may not vote but may take part in discussions. Co-optees will be appointed for a term of not more than one year but may be re-appointed.
- 54 The “National Officers” of the Association shall consist of the Chair, Vice Chair, Honorary Secretary, Treasurer and such other persons as shall from time to time be appointed by the Board. National Officers’ will be elected to position by the majority vote of elected Board Members. Each elected Board Member is entitled to one vote.
- 55 Ambassadors may be appointed by the Board for such a term or terms and subject to such terms and conditions as it shall determine. An Ambassador may not also be a National Officer of the Association or a Board Member.
- 56 The management of the business of the Association shall be vested in the Board in accordance with the Protocol, which may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and are not by these Articles or the Act required to be exercised in General Meeting.
- 57 Without prejudice and in addition to the powers aforesaid the Board shall have the following special powers and duties:
- 57.1 The appointment of standing and other committees, boards, panels and working parties the members of which shall be chosen from among the authorised representatives of Members of the Association.
- 57.2 The administration and allocation of finances of the Association, including any trusts or benevolent funds created by the Association.
- 58 In the event of any casual vacancy arising in any of the offices of the Board, the Board shall have the power to fill such office by appointing an authorised representative of any Member.
- 59 The Board shall meet not less than three times in each year at such times as the

Board or Chair shall decide.

60.1 Subject to the Articles, Board Members participate in a Board meeting, or part of a Board meeting, when:

60.1.1 the meeting has been called and takes place in accordance with the Articles; and

60.1.1 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

60.2 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.

60.3 If all Board Members participating in a Board Meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

61 50% of the members of the Board shall form a quorum.

62 The Board Members may appoint one of their number to be the Chair of the Board Meetings and may at any time remove them from that office. Unless they are unwilling to do so, the Board Member so appointed shall preside at every meeting of Board Members at which they are present. But if there is no Board Member holding that office, or if the Board Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be Chair of the meeting.

63 The Chair at any meeting of the Board shall have a second or casting vote to be exercised only in the event of a tied vote.

64 If at any meeting the Chair is not present at the time appointed for holding the meeting or is unwilling to chair the meeting then the Vice Chair shall chair the meeting. In the absence of both the Chair and the Vice Chair, the Board shall elect a member from within the Board to chair the meeting.

65 The Board may delegate any of their powers to committees consisting of such Board Member or Members, authorised representatives of Members and other

persons as they think fit, and any committees so formed shall, in the exercise of the powers so delegated, conform to any regulation or terms of reference imposed on it by the Board.

66 Where it is not feasible to convene a meeting of the Board or the Audit and Remuneration Committee (Articles 71 and 72), the Chair is entitled to take urgent decisions outside their delegated authority in accordance with the Association's governance protocols. Any such action is to be reported to the Board at the next Board Meeting. The authority described in this section does not extend to policy decisions, even if urgent, which should be the subject of a specially convened Board Meeting.

67 Subject to declaring an interest in accordance with Section 177 of the Companies Act 2006, Board Members may vote on any resolution concerning any contract or arrangement in which they are directly or indirectly interested or upon any matter arising. They shall so vote, their vote counted and reckoned in estimating a quorum when any such contract or arrangement is under consideration.

For the purposes of these Articles, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when these Articles are adopted), connected with a Board Member shall be treated as an interest of the Board Member and, in relation to an alternate Board Member, an interest of their appointor shall be treated as an interest of the alternate Board Member without prejudice to any interest which the alternate Board Member has otherwise.

68 If a question arises at a meeting of the Board or of a committee of directors as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and their ruling in relation to any Board Member other than themselves shall be final and conclusive.

## POWERS OF THE BOARD

69 Subject to the provisions of the Act, these Articles and to any directions resolved at a General Meeting, the business of the company shall be managed by the Board Members who may exercise all the powers of the company. No alteration of these articles and no such direction shall invalidate any prior act of the Board Members which would have been valid if that alteration had not been made or that direction

had not been given. The powers given by this article shall not be limited by any special power given to the Board Members by the articles and a meeting of Board Members at which a quorum is present may exercise all powers exercisable by the Board Members.

## SECRETARY

- 70 Subject to the provisions of the Companies Act 2006, the company secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## AUDIT AND REMUNERATION COMMITTEE

- 71 The Association shall have an Audit and Remuneration Committee which shall act on behalf of the Board between Board Meetings and which may exercise all such relevant powers of the Board as are not, by the Articles of Association or the Act, required to be exercised in General Meeting. This will include, remuneration and the terms and conditions of employment of the Chief Executive Officer and other senior managers, (Director Level or above) within terms of reference agreed by the Board.
- 72 The members of the Audit and Remuneration Committee appointed from elected Board Members by the Board. The terms of membership of the Audit Committee and the period of office of such membership shall be determined by the Board. Unless and until so determined, there shall be no maximum number of Audit and Remuneration Committee members but the minimum number of such members shall be four, and three members present in person or who are able to hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment shall constitute a quorum. The Board shall appoint a person (who shall not be the Chair of the Board) to chair the Audit and Remuneration Committee from time to time and determine the period for which they may hold office.

## ORGANISATION

- 73 Without prejudice to Article 7, the Members of the Association may be formed into local, regional or national groups according to such geographical, special interest or any other purpose as and when and on such terms as the Board shall deem appropriate.

## THE SEAL

- 74 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board in the presence of at least one Non-Executive Board Member and of the Company Secretary. The said Non-Executive Board Member and the Company Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## MINUTES

- 75 The Hon. Secretary must keep minutes of all General Meetings.
- 76 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Board Members present must be included in the minutes.
- 77 Copies of the draft minutes of Board Meetings must be distributed to the Board Members as soon as reasonably possible after the meeting and in any case not less than seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 78 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 79 The Board shall cause minutes to be made in books kept for the purpose of:

- 79.1 all appointments of officers made by the directors; and
- 79.2 all proceedings at meetings of the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

## ACCOUNTS

- 80 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the Board or by a resolution of the Members.

## NOTICES

- 81 Notices under the Articles must be in writing except notices calling Board Meetings which need not be in writing.
- 82 A Member present in person or virtually or by proxy at a General Meeting shall be deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 83 The Association may give a notice to a Member, Board Member, Secretary or auditor either:
  - 83.1 personally;
  - 83.2 by sending it by first class post;
  - 83.3 by email; or
  - 83.4 by posting it on the Association's website.
- 84 Notices under Article 83.2 may be sent:
  - 84.1 to an address in the United Kingdom which that person has given the Association;
  - 84.2 to the last known home or business address of the person to be served;
  - 84.3 to that person's address in the Association's register of Members; or

- 84.4 to an address not in the United Kingdom which that person has given the Association.
- 85 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing the notice was posted.
- 86 A copy of the notification from the system used by the Association to send emails that the email has been sent to the particular person will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 87 A notice posted on the Association's website will be deemed to have been given on the date on which the Members were notified that it was available, or on the date on which it was posted on the website, if later.
- 88 A notice may be served on the Association by delivering it or sending it to the Registered Office or by handing it to the Secretary.

## COMMUNICATION WITH MEMBERS

- 89 The Board may provide the Association's Annual Report and any other documents as the Board shall from time to time decide, to Members electronically or by posting such documents on the Association's website PROVIDED THAT the Board shall provide a paper copy of any documents sent electronically or posted on the Association's website upon receipt of a written request for such from a Member.

## INDEMNITY

- 89.1 A relevant director of the Company or an associated company may be indemnified out of the Company's assets against:-
- 89.1.1 any liability incurred by that director or in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;



- 89.1.2 any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act);
- 89.1.3 any other liability incurred by that director as an officer of the Company or an associated company.
- 89.2 This Article does not authorise any indemnity prohibited or rendered void by a provision of the Act or by any other provision of law.
- 89.3 In this Article
  - a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - b) a “relevant director” means any director or former director of the Company or an associated company.

## BORROWING MONEY

- 90 The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures stock and other securities whether outright or as security for any debt, liability or obligation of the Association or any third party.

## INSURANCE

- 91.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
  - 91.1.1 a “relevant director” means any director or former director of the Company or an associated company;
  - 91.1.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, an associated company or any pension fund or employees’ share scheme of the Company or associated company; and



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91.1.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.