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## ARTICLES OF ASSOCIATION

The Companies Acts 2006

Company Limited by Guarantee and not having a Share Capital

### ASSOCIATION OF PORT HEALTH AUTHORITIES LTD

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#### **INTERPRETATION**

1. In these Articles:-

"the Act" means the Companies Act 2006 .

"the Seal" means the common seal of the Association (if any).

"Electronic Communications" mean the same as defined in the Electronic Communications Act 2000.

"Elected Representative" means an Elected Member of a Corporate Member, authorised to act on its behalf.

"Company Secretary" means any person, by whatever title, appointed to perform the duties of the secretary of the Association.

"the United Kingdom" means Great Britain, Northern Ireland and for the purposes of these articles includes the Crown Dependencies.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic communications and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Assumption, that persons representing the Association, are classed as employees of APHA, whilst undertaking duties for APHA.

**NB:** These Articles should be read in conjunction with the Association's Operating Procedures.

#### **MEMBERS**

2. There shall be five classes of membership, whose number shall be determined from time to time by the Executive Board.
3. The five classes of membership are:
  - (a) Corporate
  - (b) Associate
  - (c) Honorary
  - (d) PLaN
  - (e) International
4. Membership may be terminated by written notice of resignation to the Company Secretary.

## **CORPORATE MEMBERSHIP**

5. The Executive Board may admit to corporate membership any UK Local Authorities or Port Health Authorities, which have responsibilities for public and/or animal health in connection with aeronautical, maritime and coastal activities, and in relation to and intra-community trade and travel.
6. Corporate members shall have the power to vote at General Meetings of the Association.
7. Corporate members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate



## **ASSOCIATE MEMBERSHIP**

8. The Executive Board may grant Associate membership of the Association, on such conditions as it may determine, to other bodies or individuals who agree to contribute to the achievement of the purposes of the Association. A declaration of interest must be given with any application for Associate membership.
9. Subject to any condition imposed under Article 8, Associate Members have the right to vote at General Meetings of the Association
10. Associate members shall be entitled to participate in all other activities of the Association; they will be eligible for election to the Executive Board and Overview & Scrutiny Committees.
11. Associate members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate.

## **HONORARY MEMBERSHIP**

12. (a) The Executive Board may grant the title of Honorary Fellow or Honorary Associate of the Association to persons or bodies who have made a substantial and eminent contribution to the work or wellbeing of the Association.  
(b) An Honorary Fellow or an Honorary Associate shall continue as Honorary members at the pleasure of the Association.  
(c) Any member of the Executive Board, Overview and Scrutiny Committee or Director shall be eligible for nomination for Honorary Membership of the Association.  
(d) The holder of an Honorary title shall have the right to attend and speak at General Meetings of the Association, and subject to any condition under Article 8 shall have the right to vote.

## **PLaN MEMBERSHIP**

13. The Executive Board may grant PLaN membership of the Association to any UK Local or Port Health Authority which has responsibilities for public and/or animal health in connection with aeronautical, maritime and coastal activities. Membership of the network is available to all local Authorities and Port Health Authorities with responsibility for a seaport, airport or External Temporary Storage Facility (—ERTSETSF). Representatives of Government departments or agencies may be invited to attend as observers.
14. PLaN members may attend, but do not have the power to vote at, General Meetings, and may attend meetings of any Port Liaison Network in the UK.
15. PLaN members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1<sup>st</sup> day of April or such other date as the Executive Board may from time

to time designate.

16. A PLaN member is entitled to attend meetings of Technical Committees, but is not entitled to be nominated for election to either the Executive Board or the Overview and Scrutiny Committee.

#### **INTERNATIONAL MEMBERSHIP**

17. The Executive Board may grant International membership of the Association to any non-UK organisation or body having an interest in public and/or animal health in connection with international and intra-community trade and travel.
18. International members may not attend or vote at any meeting of the Association, but may be invited by the Executive Board to contribute to any working group where appropriate.
19. International members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1<sup>st</sup> day of April or such other date as the Executive Board may from time to time designate.

#### **DISQUALIFICATION FROM MEMBERSHIP AND APPEALS**

20. If any member shall allow its subscriptions to fall six months in arrears, the Company Secretary shall write to inform it of the fact and if they do not pay within two months thereof they shall cease to be a member but their liability in respect of such subscription shall remain in force unless the Executive Board shall otherwise decide. Provided that, upon payment of all arrears of subscriptions or otherwise, the Executive Board may reinstate them to membership and their membership shall be deemed to date from their original election as a member.

Notwithstanding the foregoing, any member in arrears at the time of the Annual General Meeting shall not be entitled to a vote nor to nominate to or have any individual representing their authority accept any position.

21. The Executive Board may by a two-thirds majority of those present and voting at any duly convened meeting of the Executive Board remove from membership any member whose conduct it deems detrimental to the interests of the Association.

Where the matter(s) form(s) part of the Agenda of a regular meeting of the Executive Board it will be dealt with after the minutes of the previous meeting have been approved and immediately following any matters arising.

An Executive Board member from such a member organisation may not vote on their or any other member's removal that may be on the Agenda.

Any member removed from membership shall immediately leave the meeting.

22. A member shall not be so removed unless they have had at least 28 days previous notice in writing of the date of the meeting and of the grounds upon which their removal is sought. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting. The members shall have the right to be heard and represented before the Executive Board.
23. Each member of the Executive Board shall be given at least 7 days' notice in writing prior to the meeting that the business will be or include the question of the removal of a member or members, but the name or names of such member or members shall not be mentioned in the notice to any member of the Executive Board.
24. Upon removal from membership, the member so removed shall forfeit its subscription and shall cease to have any claim to the Association.

25. ~~Any member removed from membership in accordance with these Articles shall have a right of appeal. An appeal shall be made in writing to the Company Secretary within 21 days of the meeting of the decision to remove, stating the grounds of the appeal. The notice of the Board's decision to remove a member shall be exclusive of the day on which it is served, or deemed to be served and shall specify the place, the day and the hour of meeting.~~ Any member removed from membership in accordance with these Articles shall have a right of appeal which shall be made in writing to the Company Secretary within 21 days of the meeting of the decision to remove, stating the grounds of the appeal. On receipt of such an appeal the Company Secretary shall convene a meeting of an appeal panel consisting of three members of the Overview and Scrutiny Committee none of whom shall be from the member organisation(s) appealing. The appeal shall be heard within 28 days of its receipt and the appellant shall have the right to attend and present their case. The appeal panel may either confirm the removal from membership, or reinstate the member on such conditions as it sees fit. The decision of the appeal panel shall be final. The appellant will remain removed from membership until the appeal panel has made its decision.

#### **ANNUAL GENERAL MEETINGS**

26. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual general meeting of the Association and that of the next. The Annual general meeting shall be held at such time and place as the Executive Board shall appoint. Each member authority shall be entitled to appoint three representatives to attend any Annual general meeting of the Association. Where two or more representatives are appointed, there shall be at least one elected representative and one officer of the member authority. At any Annual general meeting of the Association each Corporate member shall have one vote.
27. All general meetings other than annual general meetings shall be called extraordinary general meetings.
28. The Executive Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Act.

#### **NOTICE OF ANNUAL GENERAL MEETINGS & EXTRA ORDINARY GENERAL MEETINGS**

29. An annual general meeting shall be called by twenty-one days' notice in writing at the least, and an extraordinary general meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, to such members and persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
30. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT ANNUAL GENERAL MEETINGS & EXTRA ORDINARY GENERAL MEETINGS**

31. All business shall be deemed special that is transacted at an extraordinary general meeting, and also 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 Executive Board and auditors, the election of the members of Executive Board and the appointment of, and the fixing of the remuneration, if any, of the auditors. If a member

wishes to bring forward a motion for consideration by the annual general meeting, it shall send a copy thereof to the Company Secretary at least twenty-eight days before the date of such meeting.

Except by consent of the annual general meeting, no subject shall be considered at an annual general meeting unless such notice has been given.

32. No business shall be transacted at any Annual general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, one fifth of eligible corporate members represented shall constitute a quorum.
33. ~~If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Board may determine, and if at the adjourned meeting~~ If a quorum is not present within half an hour from the time appointed for the meeting, at the discretion of the Chair, the members present shall be a quorum.
34. The Chairman, or the Vice Chairman of the executive board, shall preside as chairman at every general meeting of the Association or if neither is present within fifteen minutes after the time appointed for the holding of the meeting the members of the Executive Board present shall elect a member of the Executive Board to chair the meeting.
35. If at any meeting no member of Executive Board is willing to act as chairman or if no member of Executive Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
36. The chairman 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
37. At any Annual general meeting a resolution put to the vote of the meeting shall be decided on a show of cards, issued to those individuals representing the corporate member, unless a poll is (before, or on the declaration of the result of the show of hands) demanded.  

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of cards been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before a poll is taken, be withdrawn but only with the consent of the chairman 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.
38. Except as provided in Article 29, if a poll is duly demanded it shall be taken at such time and place, and in such manner (including postal ballot) as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
39. In the case of an equality of votes, whether 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, shall be entitled to a second or casting vote.
40. A poll demanded on the election of a chairman, or on a question of adjournment, shall

be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of the poll.

41. Subject to the provisions of the Act a resolution in writing signed by all the representatives duly authorised by the Corporate members for the time being to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

#### **VOTES OF MEMBERS**

42. Notwithstanding Article 20, every corporate member shall have one vote at any Annual general meeting only provided that all monies presently payable by them to the Association have been paid.

Votes shall be cast by a show of cards issued to those individuals representing the corporate member.

43. On a poll votes may be given by proxy, the instrument appointing a proxy shall be either under seal or under the hand of any officer or notary duly authorised by the corporate member.

Proxy votes may not be used in any election to particular posts.

44. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. In the case of a meeting that is adjourned, for whatever reason, all proxies will be deemed to have expired and new proxies will be required to be submitted in accordance with this paragraph for the adjourned meeting.

45. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

46. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

47. Where a postal vote is required, by these Articles, votes shall be received at the registered office by close of business on the twenty first day from the date of dispatch of the ballot forms, except for those under Article 51 when the AGM may specify such lesser period as it deems expedient.

#### **ELECTION OF THE DIRECTORS OF APHA**

48. (a) The Directors of the Association shall be, the Chairman, Vice Chairman, ~~and Company Secretary and the four officers elected nationally by the membership~~ The Executive Board may appoint a further 2 Directors as required.

These details shall be recorded at Companies House and any changes made, shall be informed to companies house on a regular basis.

- (b) The Directors shall have the right to speak at all meetings of the Association.

(c) Directors shall cease to be Directors if so required by resolution of the Executive Board

49. **ATTENDANCE AT THE AGM**

Representatives from member authorities, are expected to attend the AGM of APHA.

With permission from the Chairman and Company Secretary, members of the public may be admitted. Unless agreed by the Chairman, they will not be allowed to speak or to take part in the AGM.

The members present may refuse admittance to the AGM or eject anyone thought to be acting against the best interests of the Association.

**PATRONS AND HONORARY PRESIDENT**

50. The Executive Board may invite a distinguished person to become a Patron of the Association to hold that position for a period of 12 months, or until they resign their office or be removed by Resolution of the Executive Board.

**THE EXECUTIVE BOARD – ELECTION, POWERS AND DUTIES**

51. 1. Subject to Article 64, the Executive Board shall consist of ~~a maximum of fifteen-eight~~ persons, ~~(with a maximum of 10 to facilitate Officer representation (2) if not already established-)~~ and consisting of ~~eleven~~ regional representatives allocated as follows;

- ~~\_\_\_\_\_~~ Wales (1)
- ~~\_\_\_\_\_~~ N Ireland (1)
- ~~\_\_\_\_\_~~ Scotland (1)
- ~~\_\_\_\_\_~~ London (1)
- ~~\_\_\_\_\_~~ N England (1)
- ~~\_\_\_\_\_~~ S England (1)
- ~~\_\_\_\_\_~~ E England (1)
- ~~\_\_\_\_\_~~ W England (1)

~~\_\_\_\_\_~~ ~~one representative from: Wales, Northern Ireland, Scotland, East England, South West England and UK Islands; three representatives from the North of England, and two from London & the South-East. Places for regional representatives will only be open, in the first instance to be a combination of Elected Representatives and Officers nominated by their corporate member authority and will be subject to election on a regional basis. If insufficient Officer representation, a maximum of 2 additional Officers may be co-opted at the discretion of the Executive Board.~~

~~In addition, four places will be available to employees of Corporate Member authorities nominated by the Executive Board, or a Corporate Member authority, and will be elected on a national basis.~~

Elections will be by electronic postal vote each year prior to Annual General Meeting.

- a) In the event that a region is unable to produce sufficient nominations of elected representatives then such vacancies will be offered for filling by an officer from a corporate member within that region. If there is more than one such nomination then the Company Secretary will conduct a regional postal ballot.
- b) If there are no nominations for an officer then the vacancy will be offered nationally to be filled by an elected member, by either proposal or self nomination, and the Company Secretary will conduct a national postal vote in the case of more than one nomination being received.

- c) Should there be no nominations then the vacancy (ies) will be open to officers nationally, by either proposal or self-nomination, and the Company Secretary will conduct a national postal vote in the case of more than one nomination being received.
- d) Once the election is completed for the composition of the Board, the successful candidates will be informed by the Company Secretary by email.
- e) Those persons duly elected, can propose and second in writing to the Company Secretary, any member of the Executive Board to become Chairman. If more than one nomination is received, then a secret ballot must be held to discover who will be the Chairman of APHA for the forthcoming year. In the event of a tie, the process shall be repeated.
- f) A similar process will be conducted for the election of a Vice Chairman. It is desirable that this person be an elected member. However, in the event that no other elected member wishes to be nominated, then an elected officer, or a person appointed under Article 64 to the Executive can be chosen instead. The exception to this being the Company Secretary.

2). The business of the Association shall be managed by the Executive Board who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in Annual general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Board which would have been valid if that regulation had not been made.

52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Board shall determine from time to time by resolution.

### **THE OVERVIEW AND SCRUTINY COMMITTEE – ELECTION, POWERS AND DUTIES**

53. (a) Subject to Article 64, the Overview and Scrutiny Committee shall consist of a maximum of ~~106~~ persons who may be nominated from Corporate, or Honorary Associate membership and elected by electronic postal vote each year prior to the Annual General Meeting.

(b) The Overview and Scrutiny Committee shall have the power to make recommendations to and examine any decisions made by the Executive Board to ensure that in exercising their powers corporate objectives are observed and that interests of the Corporate member authorities are met. Where necessary, matters may be referred back to the Board for further consideration. The Board must consider all such referrals.

- c) The quorum for any meeting of the Overview and Scrutiny Committee shall be ~~three~~three.

~~With the introduction of teleconferencing, it can be deemed that a member of the Overview and Scrutiny Committee can be added to the quorate number of those present, on identification of that person on the telephone.~~

~~A member of the Overview and Scrutiny Committee can be added to the quorate number of those present via video or teleconference subject to suitable identification of that person.~~

~~If a quorum is not present, the Chair may decide how to proceed as follows:~~



- (i). Delay the meeting to give other attendees the opportunity to arrive.
- (ii). Adjourn the meeting to a later date/time.
- (iii). Adjourn to the next scheduled meeting.
- (iv). Proceed with the business of the meeting. Minutes are to be prefixed with the word "Unofficial" and any decisions taken are invalid until ratified by a quorum at the next meeting. In order to prevent unnecessary delay in progressing the business of the Association, the Secretary should seek agreement in principle from the absent members by circulating the draft unofficial minutes when written.

d) The election of Chairman and Vice chairman of the Overview and Scrutiny Committee shall be in accordance with Article 62.

### **BORROWING POWERS**

54. The Executive 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, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

### **DISQUALIFICATION OF DIRECTORS AND OTHER ELECTED PERSONS**

55. A member of the Executive Board, Overview and Scrutiny Committee or Committee Chair shall be disqualified if that person:-
- (a) ceases to be an elected member of his nominating authority, or ceases to be employed by his authority/ organisation; or
  - (b) their nominating authority or organisation ceases to be a member of the Association, or their honorary fellowship has ceased, or
  - (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (d) becomes prohibited from acting as a director by reason of any Disqualification Order or Undertaking made under The Company Directors Disqualifications Act 1986; or
  - (e) resigns his office by notice in writing to the Association; or
  - (f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Act.
  - (g) is judged by a simple majority of the Executive Board to have acted against or failed to act for the best interests of the Association, after due consideration of any mitigating factors.
56. The Executive Board may disqualify any Director, member of the Executive Board, Overview and Scrutiny Committee or Committee Chair whose conduct is deemed to be seriously detrimental to the interests of the Association.
57. Any Director or other elected person disqualified shall have a right of appeal. An appeal shall be made in writing to the Company Secretary within 21 days of the decision to remove stating the grounds of the appeal. The notice of the Board's decision to remove a member shall be exclusive of the day on which it is served, or deemed to be served and shall specify the place, the day and the hour of meeting. Any member removed from membership in accordance with these Articles shall have a right of appeal which shall be made in writing to the Company Secretary within 21 days of the meeting of the decision to remove, stating the grounds of the appeal. The member shall have the right to be heard and represented before the Executive Board.

appeal panel consisting of three corporate members (not being members of the Executive Board or the Overview and Scrutiny Committee who participated in the disqualification) selected in accordance with the Operating Arrangements. The appeal shall be heard within 28 days of its receipt and the appellant shall have the right to attend and present their case. The appeal panel may either confirm the disqualification or reinstate the Director or other elected person on such conditions as it sees fit. The decision of the appeal panel shall be final. A Director or other elected person shall remain disqualified until the appeal panel has made its decision.

58. A member of the Executive Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

### **ELECTION ARRANGEMENTS**

59. Members of the Executive Board and of the Overview and Scrutiny Committee may serve for up to two years. Members are eligible for re-election and may serve for an unlimited number of terms of office. Arrangements shall be made to ensure phased rotation.
60. As requested, Members shall submit nominations in writing for membership of the Executive Board and Overview and Scrutiny Committee. If the number of nominations exceeds the number of places on the Executive Board or Overview and Scrutiny Committee, the Executive Secretary will immediately arrange for a postal ballot to be conducted that must be concluded 28 days prior to the AGM.
61. If sufficient nominations are not received by the Company Secretary by the due date, the General Meeting may accept nominations for the vacant places and an election shall take place to fill such vacancies at that Annual general meeting.
62. The Chairman and the Vice Chairman of the Overview and Scrutiny Committee shall serve for a period of one year and shall be elected by the Overview and Scrutiny Committee from amongst its members by a secret ballot to be completed by the same process as that used for election to the Executive as in Article 51 (e to f).
63. The Association may from time to time by special resolution increase or reduce the number of members of Executive Board and Overview and Scrutiny Committee.
64. (a) The Executive Board shall have power at any time to appoint any properly qualified person to be a member of the Executive Board either to fill a casual vacancy or as an additional member. Any such member so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
- (b) The Overview and Scrutiny Committee shall have power, at any time, to appoint any properly qualified person to be a member of the Overview and Scrutiny Committee either to fill a casual vacancy or as an additional member. Any such member so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
65. The Association may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any member of the Executive Board or of the Overview and Scrutiny Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Executive Board or of the Overview and Scrutiny Committee.
66. The Association may by ordinary resolution appoint another person in place of a member of the Executive Board and of the Overview and Scrutiny Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Board and of the Overview and Scrutiny Committee under Article 64 the Association in general meeting may appoint any person to be a member of the Executive Board or of the Overview and Scrutiny Committee either to fill a casual vacancy or as an additional member of the Executive Board or of the Overview and

## **PROCEEDINGS OF THE EXECUTIVE BOARD**

67. The Executive Board shall meet at least once a year for the purpose of agreeing the budget for the following year.
68. Seven clear days' notice of every meeting of the Executive Board shall be given specifying the place, date and agenda of the meetings of the Executive Board.
69. The Chairman of the Executive Board, or in his absence the Deputy Chairman of the Executive Board shall act as Chairman of the meetings of the Executive Board.

It is desirable that the Chairman and Vice Chairman be elected, prior to the AGM. If for any reason this is not possible, the current Chairman will remain as Chairman until the elections are completed.

70. The Executive Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The Chairman of the Executive Board or, in his absence, the person presiding over the meeting, shall have a second or casting vote in the event of equality of votes.
71. The Chairman of the Executive Board may, and the Executive Secretary shall on the requisition of four members of Executive Board summon a meeting of the Executive Board.

72. The quorum necessary for the transaction of the business of the Executive Board shall be, ~~five~~ three of whom at least ~~two~~ one shall be an elected representatives.

A member of the Executive Board can be added to the quorate number of those present via video or teleconference subject to suitable identification of that person.

If a quorum is not present, the Chair may decide how to proceed as follows:

(i). Delay the meeting to give other attendees the opportunity to arrive.

(ii). Adjourn the meeting to a later date/time.

(iii). Adjourn to the next scheduled meeting.

(iv). Proceed with the business of the meeting. Minutes are to be prefixed with the word "Unofficial" and any decisions taken are invalid until ratified by a quorum at the next meeting. In order to prevent unnecessary delay in progressing the business of the Association, the Secretary should seek agreement in principle from the absent members by circulating the draft unofficial minutes when written.

~~With the introduction of teleconferencing, it can be deemed that a member of the Executive Board can be added to the quorate number of those present, on identification of that person on the telephone.~~

73. The Executive Board may act, notwithstanding any vacancy in their body which reduces its number fixed by or pursuant to the Articles of the Association below the necessary quorum of the Executive Board, for the purpose of increasing the number of the Executive Board to that number, or of summoning a general meeting of the Association, or of ensuring the day to day running of the Association but for no other purpose.
74. In the absence of the Directors, the members of Executive Board present may choose one of their number to be Chairman of the meeting.
75. A member of the Executive Board may vote at a meeting of the Executive Board either personally or by another member of Executive Board holding a written proxy for him, provided that no member of Executive Board shall cast more than two votes.

76. The Executive Board may delegate any of their powers to committees consisting of such member or members of their body, or persons, as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Board. The Executive Board may not delegate its responsibilities, duties or liabilities to any other.
77. A resolution in writing, signed by all the members of Executive Board for the time being entitled to receive notice of a meeting of the Executive Board, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held.

#### **PROCEEDINGS OF THE COMMITTEES**

78. If at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting until such time as the chairman arrives.
79. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
80. All acts done by any meeting of the Executive Board or of a committee of the Executive Board, or by any person acting as a member of Executive Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of Executive Board or person acting as aforesaid of that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of Executive Board.

#### **COMPANY SECRETARY AND UNDER SECRETARIES**

81. The Secretary shall maintain an 'Operating Arrangements' document that details the organisational structure, roles and responsibilities of Directors and the Executive Board together with constitution and term of reference of Committees.
- The "Operating Arrangements" document will be considered at the Annual General Meeting, and re-adopted with appropriate amendments.
82. Subject to the Act a Company Secretary and any Under Secretaries may be appointed by the Executive Board for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary or Under Secretaries so appointed may be removed by them.

## **THE SEAL**

83. The Executive Board shall provide for the safe custody of the seal (if any), which shall only be used by the authority of the Executive Board or of a committee of the Executive Board authorised by the Executive Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Board and shall be countersigned by the Executive Secretary or by some other person appointed by the Executive Board for the purpose. In all other cases, a deed may only be executed on behalf of the Association with the authority of the Executive Board and shall be countersigned by the Executive Secretary or by some other person appointed by the Executive Board for the purpose.

## **ACCOUNTS**

84. The Executive Board shall cause accounting records to be kept in accordance with the Act.
85. The accounting records shall be kept at the registered office of the Association, or, subject to the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Association and members on application.
86. The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of Executive Board, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Board or by the Association in general meeting.
87. The Directors shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those Sections.
88. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report and Directors' report (as required by the Act), shall not less than twenty-one days before the date of the meeting be sent to every member of the Association.

## **NOTICES**

89. A notice shall be given by the Association to a member either personally, or by sending by post to the address supplied by the member, or by giving it using electronic communications to an address or number for the time being notified to the Association by the member.
90. Service of a notice shall be deemed to be effected by properly addressing, prepaying by means of first class postage, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the case of a notice contained in an electronic communication, notice shall be deemed to be given at the expiration of 48 hours after the time that it was sent.
91. Notice of every general meeting shall be given to every member for the time being of the Association.