

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association (incorporating Regulations)

of

British Association of Social Workers

Company No: 00982041



Index

1.	Interpretation.....	1
2.	Objects	1
3.	Powers.....	1
	MEMBERSHIP	3
4.	Membership classification.....	3
5.	Becoming a Full Voting Member	4
6.	Ceasing to be a Full Voting Member	4
7.	Becoming an Associate Non-Voting Member	4
8.	Classes of members	4
9.	Register of Full Voting Members.....	4
10.	Permitted payments to Full Voting Members.....	5
11.	Liability of Full Voting Members.....	5
	ORGANISATION OF GENERAL MEETINGS.....	5
12.	AGMs	5
13.	EGMs	5
14.	Notice of GMs.....	6
15.	Service of Formal GM Notice.....	6
16.	Procedure, attendance and speaking at GMs.....	7
17.	Quorum for GMs	8
18.	Chairing GMs	8
19.	Attendance and speaking by Directors and Associate Non-Voting Members at a GM....	9
20.	Adjournment of a GM.....	9
	VOTING AT GMs	9
21.	Voting determination	9
22.	Voting process	10
23.	Errors and disputes	11
24.	Ballot votes	11
25.	Procedure on a ballot.....	11
26.	Proxies	12
27.	Delivery of Proxy Notices	13
28.	Amendments to resolutions	14
29.	Written resolutions	14
	COUNCIL OF DIRECTORS	
30.	Number of Directors	15
31.	President and Vice-President	15
32.	Appointment, election and retirement.....	16

33.	Disqualification and removal of Directors	16
34.	Permitted payments and benefits for Directors.....	16
35.	Indemnity.....	17
	COUNCIL DUTIES AND POWERS INCLUDING DELEGATION AND COMMITTEES.....	17
36.	Directors' general authority and Chief Executive.....	17
37.	Full Voting Members' reserve power	17
38.	Directors may delegate.....	17
	COMMITTEES	17
39.	General provisions about committees	17
40.	National Standing Committees.....	18
41.	Branches	18
42.	Finance Committee	19
43.	Other Committees	19
44.	Regulations and Procedures	19
	DECISION-MAKING BY COUNCIL	20
45.	Directors to take decisions collectively.....	20
46.	Calling a Council meeting.....	20
47.	Participation in Council meetings	20
48.	Quorum for Council meetings	20
49.	Chairing of Council meetings.....	20
50.	Casting vote	21
51.	Decisions without a meeting	21
52.	Director interests and management of conflicts of interest.....	21
53.	Register of Directors' interests	23
54.	Validity of Director actions.....	23
	ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS	23
55.	Communications by the Association	23
56.	Communications to the Association.....	25
57.	Seal.....	25
58.	Secretary	25
59.	Irregularities	25
60.	Minutes.....	25
61.	Records and accounts.....	26
62.	Exclusion of model articles	26
	WINDING UP	26
63.	Winding Up.....	26
	TRANSITION	27
64.	Transition	27

SCHEDULE	28
INTERPRETATION – DEFINED TERMS.....	28
REGULATIONS	32
1. Full Voting Members.....	32
2. Associate Non-Voting Members.....	32
3. Entrance fees and Subscriptions	33
4. Organisational Members.....	33
5. Suspension and Termination of membership.....	34
6. Appointment, Election and Retirement of Directors.....	34
7. Retirement and maximum term	36
8. Deemed reappointment	37
9. Minimum age.....	37
10. General.....	37
11. Disqualification and removal of Directors	37
12. National Standing Committees.....	38
13. Branches	38
14. Standing committees.....	38
15. Transitional Provisions.....	39

1. **Interpretation**

Capitalised terms, which appear first in bold and italics, are defined in the Schedule.

OBJECTS AND POWERS

2. **Objects**

The objects of the **Association** are to:

- 2.1 promote the values and profession of social work, nationally and internationally, for the benefit of the public and those who use or wish to use services;
- 2.2 provide an independent professional association for social workers and encourage and promote the wide participation of its **Members** in the Association's activities;
- 2.3 take a lead role across the UK in advancing the professional education, training, development and leadership capabilities of social workers and prospective social workers;
- 2.4 develop, maintain, and uphold excellence in professional standards and ethics in social work, and support effective regulatory frameworks;
- 2.5 promote and protect human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations Conventions and Declarations) throughout society and within the practice of social work;
- 2.6 promote social justice, and challenge and alleviate poverty and inequality in society;
- 2.7 provide opportunities for the social work profession to work in unity to promote the welfare and rights of individuals and social well-being;
- 2.8 co-operate and collaborate with those who use or wish to use services;
- 2.9 advance education of the public in relation to social work, social policy and social issues;
- 2.10 undertake and promote research into issues relating to social work;
- 2.11 provide support, advice and representation to social workers in the exercise of the social work profession;
- 2.12 relieve the need of social workers, former social workers, their families and dependents.

3. **Powers**

- 3.1 To further its objects the Association may:
 - 3.1.1 promote health and welfare and community wellbeing;
 - 3.1.2 promote best practice and promote and provide training and development in social work and other related fields;
 - 3.1.3 represent the social work profession and take a leading role across the UK, particularly on matters of public policy, service development and social work practice;

- 3.1.4 promote social work as a profession which operates internationally and promote awareness of international social work standards and issues;
- 3.1.5 campaign, seek to influence public opinion and national policies, and advocate on issues related to the Association's objects;
- 3.1.6 make representations to and seek to influence governmental and other institutions regarding the reform, development and implementation of social work and other public policy;
- 3.1.7 engage and consult with Members widely and provide diverse platforms for Member participation, influence, voice and activism;
- 3.1.8 promote the involvement of people using and others affected by social work in the development of the profession, services and public policy;
- 3.1.9 advise and represent individual Members in relation to regulatory and employment matters;
- 3.1.10 engage with social workers, people who use services, their families and carers, and all parties concerned with social work;
- 3.1.11 promote the welfare of social workers;
- 3.1.12 promote recruitment to and retention of people in the social work profession;
- 3.1.13 set standards and award qualifications and other forms of recognition of achievement;
- 3.1.14 promote the provision of financial and material resources and support;
- 3.1.15 promote any meetings, events and educational activity;
- 3.1.16 publish any material in any medium;
- 3.1.17 promote and carry out any research;
- 3.1.18 provide and promote any guidance or advice;
- 3.1.19 enter into any contracts;
- 3.1.20 acquire and dispose of any property and facilities;
- 3.1.21 borrow, obtain credit and give security and guarantees and lend, give credit and receive security and guarantees;
- 3.1.22 acquire any funds in any way and apply, hold in reserve, or invest Association funds, with a general power to invest (directly or indirectly) in any investments, securities or property;
- 3.1.23 utilise any banking facilities;
- 3.1.24 accept (or refuse) gifts and make donations;
- 3.1.25 trade in the course of carrying out the objects of the Association;

- 3.1.26 co-operate and collaborate with other organisations with similar objects and aims (including service users' and carers' organisations and those engaged in the promotion of health, social welfare and human rights and others with an interest in the social work profession), including establishing any organisations and engaging in any amalgamations;
- 3.1.27 employ employees making reasonable provision for pensions (benefiting employees and their families and dependants) and engage any non-employees;
- 3.1.28 insure the property of the Association and provide director indemnity insurance for the benefit of **Directors** and other representatives of the Association;
- 3.1.29 develop the Association in line with the principles and values included in the objects; and
- 3.1.30 do all such other lawful things as may further the Association's objects.

MEMBERSHIP

4. Membership classification

4.1 There are two classifications of Member:

- (a) **Full Voting Members**; and
- (b) **Associate Non-Voting Members**.

4.2 Full Voting Members:

- (a) these are constitutional, formal members of the Association with the rights and obligations provided to company law members under the **Companies Acts**, such as the right to attend, speak at and vote at **AGMs** or **EGMs**;
- (b) they would have a technical obligation to contribute a nominal £1 to the assets of the Association if it is wound up (which is the formal basis of the limited liability status of a non-profit distributing company); this is covered in Article 11;
- (c) they may also have a contractual relationship with the Association, e.g. through payment of subscriptions.

4.3 Associate Non-Voting Members:

- (a) these are not constitutional company members of the Association as defined in the Companies Acts. They have a contractual (e.g. through payment of subscriptions) rather than a constitutional relationship with the Association;
- (b) they do not have any right to attend, speak at or vote at AGMs or EGMs, though may be invited to attend and speak;
- (c) they have no obligation to contribute to the assets of the Association if it is wound up;
- (d) details relating to Associate Non-Voting Members and their relationship with the Association are contained in the **Regulations**.

4.4 There may be categories of Full Voting Members and Associate Non-Voting Members provided for in the Regulations, in particular to facilitate different subscription levels. Further provisions for these categories may be found in the **Procedures** or such other document as Council determines.

5. **Becoming a Full Voting Member**

5.1 A person or organisation may become a Full Voting Member:

- (i) on submitting a membership application form as prescribed by the Regulations; and
- (ii) by fulfilling any eligibility and subscription requirements contained in the Regulations,

subject to **Council's** general power not to accept an application on the grounds that the admittance to membership would not be in the best interests of the Association.

5.2 An organisation, whether incorporated or unincorporated (through an Organisation Representative), may become an **Organisational Member** on such terms and conditions as agreed between the Association and the relevant organisation.

5.3 **SWU** shall be a Full Voting Organisational Member on terms and conditions agreed between the Association and SWU under the **SWU Cooperation Agreement**.

6. **Ceasing to be a Full Voting Member**

6.1 Membership for a Full Voting Member shall cease, if, at a meeting of the Directors, at which at least half of the Directors are present, a resolution is passed, upholding the recommendation of the **Disciplinary Board**, resolving that the Full Voting Member be removed from membership on the ground that her/his/its continued membership is not consistent with the best interests of the Association and its Members. Such a resolution may not be passed unless the Full Voting Member has been given at least 21 **Clear Days'** notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by, or of making written representations to, the Directors. The Regulations may provide further detail for this process.

6.2 The Regulations shall set out further grounds under which membership ceases, or may be terminated.

7. **Becoming an Associate Non-Voting Member**

The Regulations shall provide for the admittance of Associate Non-Voting Members to membership.

8. **Classes of members**

The classification and sub-categories of membership are administrative arrangements and do not create formal 'classes' of member as defined in the Companies Acts and the Directors may not create such classes.

9. **Register of Full Voting Members**

The Association shall maintain an up to date register of Full Voting Members containing the details required under the Companies Acts (including details of past members).

10. Permitted payments to Full Voting Members

10.1 The Association is a non-profit distributing organisation. The property and funds of the Association shall be applied exclusively towards the promotion of its objects and shall not be distributed to Full Voting Members, except that (subject to appropriate conflict of interest management), Full Voting Members may receive:

10.1.1 as Members, benefits Members may receive through the promotion of the Association's objects;

10.1.2 as Directors payments permitted under Article 38;

10.1.3 in the case of Organisational Members, payments in accordance with the terms and conditions agreed between the Association and the relevant Organisational Member;

10.1.4 in SWU's case, payments in accordance with the SWU Cooperation Agreement;

10.1.5 reasonable and proper remuneration for any goods, or services, supplied to the Association, under a contract of employment, or other contract;

10.1.6 interest, at a reasonable, rate on money lent to the Association;

10.1.7 reasonable rent, or fees, for property let, or hired, to the Association.

11. Liability of Full Voting Members

11.1 Each Full Voting Member undertakes to contribute a maximum of £1 to the assets of the Association if it is wound up while he/she/it is a Full Voting Member, or within one year after he/ she/it ceases to be a Full Voting Member, for:

11.1.1 payment of the Association's debts and liabilities contracted before he/she/it ceased to be a Full Voting Member;

11.1.2 payment of the costs of winding up; and

11.1.3 any adjustment of the rights of the contributories among themselves.

ORGANISATION OF GENERAL MEETINGS

12. AGMs

12.1 In each calendar year, the Association shall hold an AGM.

12.2 Each AGM shall be held within 15 months of the last AGM. It shall be held at such time and place (either physical or by electronic platform) as the Directors decide.

13. EGMs

13.1 The Directors may call an EGM at any time.

13.2 The Directors shall call an EGM as required by the Full Voting Members under the Companies Acts.

14. **Notice of GMs**

14.1 The Directors shall give at least four months' prior notice of the date and place (either physical or by electronic platform) of AGMs.

14.2 In addition to Article 14.1, there is a requirement for **Formal GM Notice** on at least 14 Clear Days' notice (or shorter notice in accordance with the Companies Acts) and the **Formal GM Notice** shall specify:

14.2.1 whether the meeting shall be a physical or electronic GM,

14.2.2 for physical general meetings, the time, date and place of the meeting (including without limitation any satellite meeting place arranged for the purposes of Article 15, which shall be identified as such in the notice), and

14.2.3 for electronic general meetings, the time, date and electronic platform for the meeting, which electronic platform may vary from time to time and from meeting to meeting as the Directors, in their sole discretion, see fit.

15. **GM at more than one place**

15.1 Without prejudice to Article 16, the Directors may resolve to enable persons entitled to attend a GM to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world and/or partly by simultaneous attendance and participation by means or one or more electronic platforms. Each Full Voting Member present in person or by proxy shall be counted in the quorum for, and entitled to vote at, the GM in question, and that meeting shall be duly constituted and its proceedings valid if the GM chair is satisfied that adequate facilities are available throughout the GM to ensure that Full Voting Members attending at all the meeting places are able to:

15.1.1 participate in the business for which the GM has been convened,

15.1.2 hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal GM place and any satellite meeting place, and

15.1.3 be heard by all other persons so present in the same way.

15.1.4 The GM chair shall be present at, and the GM shall be deemed to take place at, the principal meeting place.

16. **Electronic general meetings**

16.1 Without prejudice to Article 15, the Directors may resolve to enable persons entitled to attend a GM hosted on an electronic platform (such meeting being an **Electronic GM**) to do so by simultaneous attendance by electronic means with no Full Voting Member necessarily in physical attendance at the Electronic GM. Every Full Voting Member or their proxies present shall be counted in the quorum for, and entitled to vote at, the GM in question, and that meeting shall be duly constituted and its proceedings valid if the GM chair is satisfied that

adequate facilities are available throughout the Electronic GM to ensure that Full Voting Members attending the Electronic GM who are not present together at the same place may, by electronic means, attend and speak and vote at it.

16.2 Nothing in these Articles prevents a GM being held both physically and electronically.

17. **Service of Formal GM Notice**

Notice of **GMs** must be given to every Full Voting Member, to the Directors and to the auditors of the Association.

18. **Change in place/electronic platform and/or time of the GM**

18.1 If, after the sending of the Formal GM Notice but before the GM is held, or after the adjournment of a GM but before the adjourned GM is held (whether or not notice of the adjourned GM is required), the Directors decide that it is impracticable or unreasonable, for a reason beyond its control, to hold:

18.1.1 the physical general meeting at the declared place (or any of the declared places, in the case of a meeting to which Article 15 applies), or

18.1.2 the Electronic GM on the electronic platform specified in the Formal GM Notice,

and/or time, it may change the place (or any of the places, in the case of a meeting to which Article 15 applies) or electronic platform and/or postpone the time at which the meeting is to be held. If such a decision is made, the Directors may then change the place (or any of the places, in the case of a meeting to which Article 15 applies) or the electronic platform and/or postpone the time again if it decides that it is reasonable to do so. A new notice of the GM must be given to every Full Voting Member, to the Directors and to the auditors of the Association.

19. **Procedure, attendance and speaking at GMs**

19.1 Subject to the **Articles** and the Regulations, all matters relating to a GM shall be conducted in accordance with **GM Procedure**. GM Procedure may provide detail for the conduct of matters specified in the Articles and Regulations.

19.2 In relation to physical GMs and Electronic GMs, a Full Voting Member is able to exercise the right to speak at a GM when that Member is, in person, or by proxy, in a position to communicate to attendees of the GM any contribution the Member has on the business of the GM.

19.3 In relation to physical GMs and Electronic GMs, a Full Voting Member is able, in person in respect of a physical GM and by **ballot** in respect of Electronic GMs, or by proxy, to exercise the right to vote at a GM when:

19.3.1 that Full Voting Member is able to vote, during the GM, on a resolution put to the vote at the GM; and

19.3.2 that Full Voting Member's vote can be taken into account in determining whether or not such a resolution is passed, at the same time as the votes of the other Full Voting Members attending the GM.

- 19.4 The Directors may make arrangements they consider appropriate to enable Full Voting Members to exercise their rights to speak or vote at a GM.
- 19.5 Full Voting Members not in the same place attend the same GM if their situation is such that, such Members could each exercise rights to speak and vote at that GM.
- 19.6 Organisational Members (which are Full Voting Members) may attend, speak and vote at a GM through their **Organisation Representative**.
20. **Quorum for GMs**
- 20.1 No GM business (other than the appointment of the **GM chair**) may be transacted unless a quorum is present.
- 20.2 The quorum for a GM is the fewer of:
- 20.2.1 fifty persons entitled to vote on the business to be transacted (each being a Full Voting Member, a proxy for a Full Voting Member, or an Organisation Representative); or
- 20.2.2 1% of the total number of Full Voting Members (represented in person, by proxy, or via an Organisation Representative).
- 20.3 If two or more persons are Organisation Representatives of the same **Corporate Member** they shall count together for the purposes of Article 20.2.2.
- 20.4 If a quorum is not present within half an hour from the time appointed for the GM:
- 20.4.1 the GM chair may adjourn the GM to such day, time and place (within 14 days of the original meeting) as he/she thinks fit; and
- 20.4.2 failing adjournment by the GM chair, the GM shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine; if a quorum is not present within half an hour from the start time of the reconvened meeting those present and entitled to vote shall be a quorum.
21. **Chairing GMs**
- 21.1 The **Chair** or in his/her absence another Director nominated by the Directors shall preside as GM chair.
- 21.2 If neither the Chair, nor any nominated Director, is present within fifteen minutes after the start time for a GM and willing to act, the Directors present shall elect one of them to chair the GM. If there is only one Director present and willing to act, he/she shall be GM chair.
- 21.3 If no Director is present and willing to act as GM chair within fifteen minutes after the start time for the GM, the Full Voting Members present (in person, by proxy, or as an Organisation Representative) and entitled to vote must choose one of the Full Voting Members, or an Organisation Representative of a Full Voting Member (if present in person) to be GM chair. A proxy holder who is not a Full Voting Member is not entitled to be GM chair.

22. **Attendance and speaking by Directors and Associate Non-Voting Members at a GM**

22.1 Directors may attend and speak at GMs, whether or not they are Full Voting Members.

22.2 The Directors may invite Associate Non-Voting Members to attend and the GM chair may invite Associate Non-Voting Members to speak at a GM.

23. **Adjournment of a GM**

23.1 The GM chair may adjourn a GM at which a quorum is present if:

23.1.1 the meeting consents to an adjournment; or

23.1.2 it appears to the GM chair that an adjournment is necessary to ensure that the GM business is conducted in an orderly manner; or

23.1.3 it appears to the GM chair that:

(a) the facilities at the principal meeting place or any satellite meeting place, or

(b) the electronic platform, facilities or security of the Electronic GM,

have become inadequate for the purposes referred to in Articles 15 and 16, then the GM chair may, without the consent of the meeting, interrupt or adjourn the GM. All business conducted at that GM up to the time of that adjournment shall be valid..

23.2 The GM chair must adjourn a GM if directed to do so by the meeting.

23.3 When adjourning a GM, the GM chair must specify the date, time and place to which it is adjourned, or state that such details should be fixed by the Directors, taking account of any Members' resolutions on such matters.

23.4 If the continuation of an adjourned GM is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:

23.4.1 to all persons to whom notice of GMs is required to be given; and

23.4.2 containing the same information as is required in respect of GMs.

23.5 No business may be transacted at a reconvened GM which could not properly have been transacted at the GM if the adjournment had not taken place.

VOTING AT GMs

24. **Voting determination**

24.1 A resolution put to vote at a physical GM must be decided on a show of hands unless a **ballot** is required in accordance with the Articles.

24.2 On a vote on a resolution at a physical GM on a show of hands, unless a ballot is demanded, a declaration by the GM chair that the resolution:

24.2.1 has or has not been passed; or

24.2.2 passed with a particular majority;

is conclusive without further proof of the numbers of votes recorded in favour of or against the resolution. An entry in respect of such a declaration in GM minutes recorded in accordance with Article 64 is also conclusive without further proof.

24.3 All resolutions put to vote at an Electronic GM shall be voted on by a **ballot**, which **ballot** votes may be cast by such electronic means as the Directors in their sole discretion deem appropriate for the purposes of the GM.

25. **Voting process**

Votes on a show of hands

25.1 On a vote on a resolution which is voted on by a show of hands, the following persons have one vote each:

25.1.1 each Full Voting Member present in person;

25.1.2 each duly appointed proxy present in person (subject to Article 30.3); and

25.1.3 an Organisation Representative present in person,

provided that if a person attending the meeting falls within two or more of the above categories, he/she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a ballot

25.2 On a vote on a resolution which is voted on by a ballot, the following persons have one vote each:

25.2.1 Full Voting Member present in person; and

25.2.2 Full Voting Member present by proxy (subject to Article 30.3); and

25.2.3 Organisation Representative of a Full Voting Member, or proxy present in person.

25.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one Organisation Representative of a Corporate Member purports to vote on behalf of the same Corporate Member:

25.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

25.3.2 if they purport to vote in different ways they are treated as not having voted.

GM chair's casting vote

25.4 In the case of an equality of votes, whether on a show of hands or on a ballot, the GM chair shall be entitled to a casting vote in addition to any other vote he/she may have.

General

25.5 No Full Voting Member shall be entitled to vote at any general meeting unless all monies presently payable by her, him or it to the Association have been paid.

26. **Errors and disputes**

26.1 No objection may be raised to the qualification of any person voting at a GM except at the relevant GM or reconvened GM. Every vote not disallowed at the GM is valid.

26.2 Any such objection must be referred to the GM chair whose decision is final.

27. **Ballot votes**

27.1 A ballot on a resolution may be demanded:

27.1.1 in advance of the GM where it is to be put to the vote; or

27.1.2 at a GM, either before a show of hands on that resolution or immediately after the declared result of a show of hands vote.

27.2 A ballot may be demanded by:

27.2.1 the GM chair;

27.2.2 the Directors;

27.2.3 five or more persons having the right to vote on the resolution;

27.2.4 any person, who, by virtue of being appointed proxy, or Organisation Representative of a Corporate Member, for one or more Full Voting Members having the right to vote on the resolution, holds five or more votes;

27.2.5 any person, or persons representing not less than one tenth of the total voting rights of all the Full Voting Members having the right to vote on the resolution.

27.3 A demand for a ballot may be withdrawn if the ballot has not yet been taken and the GM chair agrees to the withdrawal.

28. **Procedure on a ballot**

28.1 Subject to the GM Procedure, ballots at GMs must be taken when, where and in such manner as the GM chair directs.

28.2 The GM chair may appoint scrutineers (who need not be Full Voting Members) and decide how and when the ballot result is to be declared.

28.3 The result of a ballot shall be the decision of the GM in respect of the resolution on which the ballot was demanded.

Timing

- 28.4 A ballot on the election of GM chair or GM adjournment must be taken immediately. Other ballots must be taken within 30 days of being demanded.
- 28.5 If a ballot is demanded the GM may continue with other GM business.

Notice

- 28.6 No notice need be given of a ballot not taken immediately if the date, time and place at, or electronic platform on, which it is to be taken are announced at the GM at which it is demanded.
- 28.7 In any other case, at least 7 days' notice must be given specifying the date, time and place at, or electronic platform on, which the ballot is to be taken.

29. Proxies

Power to appoint

- 29.1 A Full Voting Member (including SWU and any other Organisational Member) is entitled to appoint another person as her/his/its proxy to exercise all or any of her/his/its rights to attend, speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the appointing Full Voting Member.

Manner of appointment

- 29.2 Proxies may only validly be appointed by a notice in **Writing** (a **Proxy Notice**) which:
- 29.2.1 states the name and address of the Full Voting Member appointing the proxy;
- 29.2.2 identifies the person appointed to be that Full Voting Member's proxy and the GM in relation to which that person is appointed;
- 29.2.3 is signed by or on behalf of the Full Voting Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 29.2.4 is delivered to the Association in accordance with the Articles and any instructions contained in the GM notice to which they relate.
- 29.3 A specimen Proxy Notice may be set out in the **GM Procedures**.
- 29.4 A proxy for a Member representing an **Unincorporated Member** may be appointed by the Member or by the Unincorporated Member which she or he represents;
- 29.5 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 29.6 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.

30. **Delivery of Proxy Notices**

30.1 The **Proxy Notification Address** in relation to any GM is:

30.1.1 the registered office of the Association; or

30.1.2 any other **Address** specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that GM, or any adjournment of it, delivered in **Hard Copy Form** or **Electronic Form**; or

30.1.3 any electronic Address falling within the scope of Article 30.2.

30.2 If the Association gives an Electronic Address:

30.2.1 in a GM notice;

30.2.2 in an instrument of proxy sent out by it in relation to the GM; or

30.2.3 in an invitation to appoint a proxy issued by it in relation to the GM;

it will be deemed to have agreed that any **Document** or information relating to proxies for that meeting may be sent by **Electronic Means** to that Address (subject to any conditions or limitations specified in the notice). In this Article 30.2, Documents relating to proxies include the appointment of a proxy in relation to a GM, any document necessary to show the validity of, or otherwise materially relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of Full Voting Member

30.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a ballot) at a GM (including an Organisation Representative) remains so entitled in respect of that GM or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person (or by an Organisational Member). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid. It is the primary responsibility of the Full Voting Member to ensure the proxy vote is disallowed.

Timing

30.4 Subject to Articles 30.5 and 30.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the GM or adjourned GM to which it relates.

30.5 In the case of a ballot taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the ballot.

30.6 In the case of a ballot not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

30.6.1 received in accordance with Article 30.4; or

30.6.2 given to the GM chair, **Secretary**, or any Director at the GM at which the ballot was demanded.

30.7 Saturdays, Sundays, and **Public Holidays** are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 30.

Revocation

30.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

30.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

30.9.1 the start of the GM or adjourned GM to which it relates; or

30.9.2 (in the case of a ballot not taken on the same day as the GM or adjourned GM) the time appointed for taking the ballot to which it relates.

Execution

30.10 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.

31. Amendments to resolutions

31.1 An **Ordinary Resolution** to be proposed at a GM may be amended by Ordinary Resolution if:

31.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the GM at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the GM chair may decide); and

31.1.2 the proposed amendment does not, in the reasonable opinion of the GM chair, materially alter the scope of the resolution.

31.2 A **Special Resolution** to be proposed at a GM may be amended by Ordinary Resolution, if:

31.2.1 the GM chair proposes the amendment at the GM at which the resolution is to be proposed; and

31.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other manifest, non-substantive error in the resolution.

31.3 If the GM chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, such an error does not invalidate the vote on that resolution.

32. Written resolutions

The Full Voting Members may pass resolutions as written resolutions in accordance with the Companies Acts. No Full Voting Member shall be entitled to vote on a written resolution unless all monies presently payable by him, her or it to the Association have been paid.

33. **Security at Electronic GMs**

33.1 The Directors and, at any Electronic GM, the GM chair may make any arrangement and impose any requirement or restrictions as is:

33.1.1 Necessary to ensure the identification of those taking part and the security of the electronic communication, and

33.1.2 proportionate to those objectives.

In this respect, the Association is able to authorise any voting application, system or facility for Electronic GMs as it sees fit.

COUNCIL OF DIRECTORS

34. **Number of Directors**

34.1 The governing body of the Association shall be a Council of Directors, composed of the following positions, with all appointments being made in accordance with the principles of diversity and inclusion to which the Association is committed:

34.1.1 Three ***Elected Honorary Officers***:

(a) The Chair;

(b) The ***Vice Chair***;

(c) The ***Treasurer***;

34.1.2 Up to eight ***Appointed Directors***, comprised of two Directors appointed by each ***National Standing Committee***;

34.1.3 Up to six ***Elected Directors***;

34.1.4 Up to three ***Co-opted Directors***;

34.2 There shall be a maximum of 20 Directors.

35. **President and Vice-President**

35.1 A President or Vice-President may be appointed by the Full Voting Members at the AGM. The Directors may make arrangements they consider appropriate to enable such appointments to take place.

36. **Appointment, election and retirement**

The Regulations shall contain provisions dealing with the appointment or election and retirement of the Directors.

37. **Disqualification and removal of Directors**

The Regulations shall contain provisions dealing with the disqualification and removal of Directors.

38. **Permitted payments and benefits for Directors**

38.1 A Director or person **Connected** to a Director must not receive any payment of money or other **Material Benefit** from the Association except, subject to appropriate conflict of interest management:

38.1.1 a Director or person Connected to a Director may be reimbursed reasonable expenses properly incurred by him/her/it when acting on behalf of the Association;

38.1.2 a Director or person Connected to a Director may receive interest at a reasonable rate on money lent to the Association;

38.1.3 a Director or person Connected to a Director may receive reasonable rent or fee for property let or hired to the Association;

38.1.4 the Association may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.1.28; and

38.1.5 a Director or other officer of the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 39;

38.1.6 No Director may be employed by the Association but any Director or person Connected to a Director may enter into a written contract with the Association to supply goods or services in return for a payment or other Material Benefit, but only if:

(a) the goods or services are actually required by the Association and the Council decides that it is in the best interests of the Association to enter into such a contract;

(b) the nature and level of the consideration is no more than is reasonable in relation to the value of the goods or services; and

(c) fewer than half of the Directors are subject to such a contract in any **financial year**;

38.1.7 The Elected Honorary Officers may receive remuneration as agreed by Council;

38.1.8 A Director or person Connected to a Director, as Full Voting Members, may receive any payments permitted under Article 10;

38.1.9 A Director or person Connected to a Director may receive any other reasonable remuneration approved unanimously by any **Remuneration Committee** and approved by an Ordinary Resolution, or approved by an Ordinary Resolution upon unanimous recommendation by the Directors.

39. **Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director shall be indemnified out of the assets of the Association in relation to any liability incurred by him/her in that capacity to the extent permitted by the Companies Acts. Every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him/her in that capacity to the extent permitted by the Companies Acts.

COUNCIL DUTIES AND POWERS INCLUDING DELEGATION AND COMMITTEES

40. **Directors' general authority and Chief Executive**

40.1 Subject to the Articles, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

40.2 The Council shall appoint a Chief Executive to undertake the principal executive management role, duties and responsibilities of the Association, subject to Article 40.1.

41. **Full Voting Members' reserve power**

41.1 The Full Voting Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

41.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

42. **Directors may delegate**

42.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

42.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the Association to any person or committee. This includes delegating the management of investments to a **Financial Expert**.

42.3 Any delegation by the Directors may be: by such means; to such an extent; in relation to such matters or territories; and on such further conditions as they determine.

42.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

42.5 The Directors may revoke any delegation in whole or part, or alter its conditions.

42.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

COMMITTEES

43. **General provisions about committees**

43.1 Subject to any contrary decision by the Directors and to Articles 44 and 45 and the Regulations, in the case of delegation to committees:

- (a) the resolution making the delegation must specify those who shall serve or be asked to serve on the committee and may allow the committee to make co-options up to a specified number;
- (b) the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;
- (c) the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;
- (d) the Directors may make such rules and impose such conditions and give such mandates to any committee as they may from time to time think fit; and
- (e) no committee shall incur expenditure or liability on behalf of the Association except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

43.2 Subject to contrary specification in the Regulations, or by the Directors, the proceedings of any committee shall (as far as applicable) be governed by the Articles and Regulations regulating the proceedings of Directors.

44. **National Standing Committees**

44.1 There shall be four National Standing Committees, each of which shall appoint two Appointed Directors to Council, and which represent the Association in England, Northern Ireland, Scotland and Wales.

44.2 The National Standing Committees deal with high level policy of the Association in their relevant jurisdictions, act generally as advisory committees to the Council and may exercise functions, specified in the Regulations, or delegated to them by the Council.

44.3 The Regulations shall make further provision about the National Standing Committees.

44.4 The National Standing Committees shall engage with **Branches** in their regions appropriately, in accordance with Council policy.

45. **Branches**

45.1 The Council may create Branches of Members with appropriate terms of reference which are designed to represent Members in a locality (within a National Standing Committee region) and provide opportunities for meeting and sharing of knowledge, promoting the values and purpose of the Association, organising Member activities (which may be open to non-members) educating and informing Members and non-members, addressing and promoting any issues relevant to the Association's objects by any relevant and suitable means, and recruiting new members.

- 45.2 Each Branch shall have a management committee which will liaise and co-operate with Council and with the relevant National Standing Committee in accordance with terms of reference set by Council.
- 45.3 The Regulations and Procedures shall make further provision about the Branches including the ability of a Branch, through its committee, to raise motions at GMs.
46. **Finance Committee**
- 46.1 There shall be a **Finance Committee** which may from time to time be known by a different name, depending on the scope of its work.
- 46.2 The Regulations shall make further provision about the Finance Committee.
47. **Other Committees**
- 47.1 The Regulations or the Procedures may make further provision for additional committees of the Board.
48. **Regulations and Procedures**
- 48.1 The Association in GM has the power, on recommendation by the Council, to alter, add to, or repeal the Regulations.
- 48.2 The Directors may from time to time make, repeal or alter such **Procedures** (including GM Procedures and terms of reference for delegations of authority) as they think fit as to the management of the Association and its affairs.
- 48.3 The Regulations and Procedures shall be binding on all Members of the Association. No rule shall be inconsistent with the Companies Acts, the Articles, or any rule of law.
- 48.4 The Regulations and Procedures may regulate the following matters (without being restricted to them):
- 48.4.1 the duties of any officers or employees of the Association;
 - 48.4.2 the admission of and the benefits of Members, and any subscriptions, fees or payments to be made by Members;
 - 48.4.3 the conduct of Members in relation to one another, and to the Association's employees and volunteers;
 - 48.4.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);
 - 48.4.5 the procedure at GMs;
 - 48.4.6 any of the matters or things within the powers or under the control of the Directors; and
 - 48.4.7 generally, all such matters as are commonly the subject matter of company rules.

DECISION-MAKING BY COUNCIL

49. Directors to take decisions collectively

49.1 Any decision of the Council must be either:

49.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 54); or

49.1.2 a decision taken in accordance with Article 55.

50. Calling a Council meeting

The Directors may make rules for how Council meetings are called.

51. Participation in Council meetings

51.1 Subject to the Articles, Directors participate in a Council meeting, or part of a Council meeting, when:

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

51.1.2 they can each communicate to the others any contribution they have on any business item of the meeting (for example via telephone or video conferencing).

51.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

51.3 If all the Directors participating in a 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.

52. Quorum for Council meetings

52.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting, or to circulate a written resolution.

52.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is one half of the total number of Directors, whichever is the greater.

52.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

52.3.1 to appoint further Co-opted Directors;

52.3.2 to call a GM so as to enable the Full Voting Members to appoint further Directors;

52.3.3 to admit people or organisations to Membership.

53. Chairing of Council meetings

The Chair, or in his/her absence the Vice-Chair, or in his/her absence another Director nominated by the Directors present shall preside as chair of each Council meeting.

54. Casting vote

54.1 If the numbers of votes for and against a proposal at a Council meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he/she may have.

54.2 Article 54.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

55. Decisions without a meeting

55.1 The Directors may, in the circumstances outlined in this Article, make a majority decision without holding a Directors' meeting. If:

55.1.1 a Director has become aware of a matter on which the Directors need to take a decision;

55.1.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;

55.1.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

55.1.4 a majority of the Directors vote in favour of a particular decision on that matter;

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.

55.2 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:

55.2.1 may be in different places, and may participate at different times; and

55.2.2 may communicate with each other by any means.

55.3 No decision shall be taken by the Directors in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Directors' decision-making in accordance with this Article shall be the same as the quorum for Directors' meetings as set out in Article 52.

55.4 The Chair, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article.

55.5 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

56. Director interests and management of conflicts of interest

56.1 In relation to a matter to be discussed by the Council, if a Director or a person Connected with him/her has:

(a) a personal interest in that matter; or

- (b) a relationship with or an interest in another organisation whose interests are reasonably likely to amount to a conflict of duties in relation to that matter,

then he or she is called a “Conflicted Director” for the purposes of this Article and the following steps must be followed:

Step 1: the Conflicted Director must declare her/his interest before discussion begins on the matter. See exception in Article 56.2.

Step 2: the other non-conflicted Directors must decide (in the absence of the Director in question):

- (i) whether the Conflicted Director actually has (or should be treated as having) a conflict of interest or conflict of duty;
- (ii) if the Conflicted Director does have a conflict of interest or conflict of duty, whether or not the Conflicted Director can participate in the decision, including being counted in the quorum and being able to vote on the matter. See further detail in Articles 56.3 and 56.4.

56.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

56.3 If the matter concerns a personal financial interest then the Conflicted Director cannot participate in the decision, count in the quorum or vote on the matter, unless the personal financial interest relates to:

- (a) a payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.28;
- (b) Reimbursement of expenses in accordance with Article 38.1.1;
- (c) Payment under the indemnity set out at Article 39.

56.4 If the matter does not concern a personal financial interest, or is a permitted personal financial interest under Articles 56.3(a) – (c), then the Conflicted Director may participate in the decision, count in the quorum and vote, unless a majority of the other Directors taking part in the decision decide to the contrary.

56.5 Where a conflicted Director has complied with his/her obligations under these Articles in respect of that conflict:

56.5.1 the Director shall not be in breach of his/her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him//her; and

56.5.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which he/she or any person Connected with him or her derives from any matter or from any office, employment or position.

57. **Register of Directors' interests**

The Directors must ensure a register of Directors' interests is kept.

58. **Validity of Director actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

59. **Communications by the Association**

Methods of communication

59.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts 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 the Association, including without limitation:

59.1.1 in Hard Copy Form, which includes, without limitation, advertising in the Professional Social Work magazine (or such other name as that magazine adopts);

59.1.2 in Electronic Form; or

59.1.3 by making it available on a website.

59.2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

59.3 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.

Deemed delivery

59.4 A Member, or SWU's Organisation Representative or any other Organisation Representative, present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 59.5 Where any Document or information is sent or supplied by the Association to the Full Voting Members:
- 59.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 59.5.2 where it is advertised in Professional Social Work, it is deemed to have been received on the third day following publication;
- 59.5.3 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 59.5.4 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 59.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a Member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 59.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:
- 59.7.1 if the Document or information has been sent to a Full Voting Member or Director and is notice of a GM of the Association, the Association is under no obligation to send a ***Hard Copy*** of the Document or information to the Full Voting Member's or Director's postal address as shown in the Association's register of Full Voting Members or Directors, but may in its discretion choose to do so;
- 59.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the Member's postal address as shown in the Association's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and
- 59.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 59.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.
- 59.9 Notices of GMs need not be sent to a Full Voting Member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a Full Voting Member for whom the Association does not have a current Address.

60. **Communications to the Association**

The provisions of the Companies Acts shall apply to communications to the Association.

61. **Seal**

61.1 Any common seal may only be used by the authority of the Directors.

61.2 The Directors may decide by what means and in what form any common seal is to be used.

61.3 Unless otherwise decided by the Directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

61.4 For the purposes of this article, an authorised person is—

(a) any Director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

62. **Secretary**

62.1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

62.1.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and

62.1.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

63. **Irregularities**

The proceedings at any meeting or on the taking of any ballot or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

64. **Minutes**

64.1 The Directors must ensure minutes are made:

64.1.1 of all appointments of officers made by the Directors;

64.1.2 of all resolutions of the Association and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

64.1.3 of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Association, be sufficient evidence of the proceedings.

65. Records and accounts

65.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Full Voting Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

65.1.1 annual reports;

65.1.2 annual statements of account; and

65.1.3 annual returns or confirmation statements.

65.2 Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a Full Voting Member.

66. Exclusion of model articles

Model articles for a company limited by guarantee under the Companies Act are hereby expressly excluded.

WINDING UP

67. Winding Up

67.1 At any time before, and in expectation of, the winding up or dissolution of the Association, the Full Voting Members of the Association or, subject to any resolution of the Full Voting Members, the Directors, may resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Association be applied or transferred:

67.1.1 directly for the objects of the Association; or

67.1.2 to any institution or institutions for:

(a) purposes similar to the objects of the Association; or

(b) for use for particular purposes that fall within the objects of the Association.

67.2 In no circumstances shall the net assets of the Association be paid to or distributed among the Full Voting Members of the Association under this Article 67 (except to a Full Voting Member that is itself an institution chosen to benefit under this Article 67).

67.3 If no resolution is passed in accordance with Article 67 the net assets of the Association shall be applied for such purposes regarded as charitable under the law of every part of the United

Kingdom, as are selected by the Full Voting Members, or if no such decision is possible the Directors.

TRANSITION

68. Transition

Council may make reasonable supplementary Regulations, within the scope of the new constitutional provisions, to secure necessary continuity in the Association's constitutional and operational arrangements through change arising from such new constitutional provisions.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“AGM”	the annual general meeting;
1.3	“Appointed Directors”	those Directors appointed by the National Standing Committees in accordance with the Regulations;
1.4	“Articles”	the Association’s articles of association;
1.5	“Associate Non-Voting Member”	the contractual, not company law, Members of the Association;
1.6	“Association”	the British Association of Social Workers a company registered in England and Wales with number 00982041;
1.7	“ballot”	is a poll for the purposes of the Companies Acts;
1.8	“Branches”	groups which are designed to represent Members in a locality (within a National Standing Committee region) and provide, amongst other things, various knowledge-sharing and information opportunities;
1.9	“Chair”	the chair of Council;
1.10	“Clear Days”	in relation to the period of a notice, that 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;
1.11	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.12	“Connected”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or

		(c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
		(d) any company, partnership or firm of which a Director is a paid director, Member, partner or employee, or shareholder holding more than 1% of the capital;
1.13	“Co-Opted Directors”	those Directors co-opted to Council by the Directors, in accordance with the Regulations;
1.14	“Corporate Member”	an incorporated body which may be admitted as an Organisational Member in accordance with the Regulations;
1.15	“Council”	the board of Directors of the Association;
1.16	“Director”	a director of the Association, and includes any person occupying the position of director, by whatever name called;
1.17	“Disciplinary Board”	the committee of Council which, amongst other things, considers all matters of conduct for Members;
1.18	“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.19	“Elected Directors”	those Directors elected by the Full Voting Members, in accordance with the Regulations;
1.20	“Elected Honorary Officers”	includes the Chair, the Vice-Chair and the Treasurer as set out in Article 34.1.1;
1.21	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.22	“Electronic GM”	has the meaning given in Article 16.1;
1.23	“EGM”	an extraordinary general meeting, a Full Voting Members’ meeting other than the AGM;
1.24	“Finance Committee”	the committee of Council which advises Council on, amongst other things, financial matters related to the Association as further described in the Regulations;
1.25	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;

1.26	“financial year”	the Association’s financial year;
1.27	“Formal GM Notice”	the notice for GMs as required under the Companies Acts;
1.28	“Full Voting Member”	the company law members of the Association;
1.29	“GM”	a general meeting, whether an AGM or an EGM;
1.30	“GM chair”	the chair of a GM, as further detailed in Article 21;
1.31	“GM Procedure”	the rules of the Association in relation to procedures at GMs, which are made and may be amended by Council in accordance with Article 48;
1.32	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.33	“Material Benefit”	a benefit, direct or indirect, which may not be financial but has a monetary value;
1.34	“Member”	a Full Voting Member or an Associate Non-Voting Member;
1.35	“National Standing Committees”	the committees of Council as further detailed in Article 44;
1.36	“Nominations Committee”	the committee of Council which advises Council on nominations to such roles as Council determines;
1.37	“Ordinary Resolution”	a resolution passed by a simple majority of the Full Voting Members in accordance with the Companies Acts;
1.38	“Organisational Member”	refers as applicable to either a Corporate Member or an Unincorporated Member in each case whether a Full Voting or Associate Non-Voting Member of the Association in accordance with Article 5.2;
1.39	“Organisation Representative”	the authorised representative of an Organisational Member, appointed in accordance with the Regulations;
1.40	“Procedures”	rules which may be made and amended by Council in accordance with Article 48;
1.41	“Proxy Notice”	has the meaning given in Article 29;
1.42	“Proxy Notification Address”	has the meaning given in Article 30;
1.43	“Public Holiday”	Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial

- Dealing's Act 1971 in the part of the United Kingdom where the company is registered;
- 1.44 **“Regulations”** the regulations of the Association made in accordance with Article 48;
- 1.45 **“Remuneration Committee”** the committee of Council which advises Council on remuneration;
- 1.46 **“Secretary”** the secretary of the Association (if any);
- 1.47 **“Special Resolution”** a resolution passed by a majority of not less than 75% of the Full Voting Members in accordance with the Companies Acts;
- 1.48 **“SWU”** the Social Workers Union, a trade union registered with number 809T;
- 1.49 **“SWU Cooperation Agreement”** the agreement between the Association and SWU for the time being which sets out the terms and conditions of their relationship;
- 1.50 **“Treasurer”** the chair of the Finance Committee;
- 1.51 **“Unincorporated Member”** an organisation which is not legally incorporated which may be admitted as an Organisational Member (through an Organisation Representative) in accordance with the Regulations;
- 1.52 **“Vice Chair”** the vice chair of Council;
- 1.53 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. References to ***electronic platforms*** include, without limitation, website addresses and conference call systems, and reference to persons attending meetings ***by electronic means*** means attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting.
4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.

REGULATIONS

MEMBERS

1. Full Voting Members

- 1.1 No person may become a Full Voting Member unless:
- (a) that person has applied for membership in a manner approved by the Directors. This may include a requirement to give an undertaking, in such form as the Directors may require, committing to upholding the objects of the Association and observing its requirements in relation to conduct and ethical practice;
 - (b) the Directors have approved the application (such approval may be delegated in accordance with Article 42). The Directors may in their absolute discretion decline to accept any person as a Full Voting Member and need not give reasons for doing so.
- 1.2 The Directors may from time to time prescribe criteria for Full Voting Membership, including recognising eligible courses of social work, but will not be obliged to accept persons fulfilling those criteria as Full Voting Members.
- 1.3 The following are the categories of Full Voting Members:
- 1.3.1 a person who has a social work qualification and is currently registered with a UK social work regulator, as determined by Council;
 - 1.3.2 a student working towards a social work qualification recognised in the UK, as determined by Council;
 - 1.3.3 any other person with a recognised social work qualification, as determined by Council, who is not disqualified from being a registered social worker;
 - 1.3.4 a person who has retired and was a Member under categories 1.3.1 or 1.3.3 above; and
 - 1.3.5 an Organisational Member identified in the Articles, or admitted in accordance with any criteria set by Council after prior consultation with the Full Voting Members.

2. Associate Non-Voting Members

- 2.1 No person may become an Associate Non-Voting Member unless:
- (a) that person has applied for membership in a manner approved by the Directors. This may include a requirement to give an undertaking, in such form as the Directors may require, committing to upholding the objects of the Association and observing its requirements in relation to conduct and ethical practice;
 - (b) the Directors have approved the application. The Directors may in their absolute discretion decline to accept any person as an Associate Non-Voting Member and need not give reasons for doing so.
- 2.2 Whilst an Associate Non-Voting Member has no right to attend, speak or vote at GMs, he, she or it may be a member of a Branch, and a Branch, through its committee, is able to raise motions at GMs.

2.3 An Associate Non-Voting Member may also request that the applicable National Standing Committee raises a motion at a GM on the Associate Non-Voting Member's behalf.

2.4 The Directors may from time to time prescribe criteria for Associate Non-Voting Membership for people and organisations but will not be obliged to accept persons fulfilling those criteria as Associate Non-Voting Members.

3. **Entrance fees and Subscriptions**

3.1 Council may impose an entrance fee on Full Voting Members or Associate Non-Voting Members. The entrance fee can be at such rate and to be paid in such manner as Council determines.

3.2 Council may impose subscriptions on Full Voting Members or Associate Non-Voting Members. These can be at such rate and to be paid in such manner as Council determines.

3.3 Council may reduce or remit the whole or any part of the entrance fee or subscription of any Full Voting Member or Associate Non-Voting Member where there are special reasons for doing so.

3.4 If a Full Voting Member or Associate Non-Voting Member's membership terminates in any manner they shall not have a right to claim the repayment of any unexpired proportion of any subscription or other sum paid to the Association.

4. **Organisational Members**

4.1 *SWU and other incorporated organisations (collectively referred to as **Corporate Members**) as Members*

4.1.1 A Corporate Member may authorise a person to act as its Organisation Representative at any meeting of the Association. Evidence of the appointment of the Organisation Representative must be provided in the form of:

- (a) an original or certified copy of the resolution of the governing body of the Corporate Member;
- (b) a letter confirming the appointment of the Organisation Representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
- (c) such other form as the Directors may reasonably require.

4.1.2 A person authorised under Regulation 4.1.1 may exercise (on behalf of the Corporate Member it represents) the same powers as the Corporate Member could exercise if it were an individual Member.

4.2 *Unincorporated organisations as Members*

4.2.1 An Unincorporated Member which is admitted to membership shall be a Member through the person of its nominated Organisation Representative and may, subject to the Association's right to decline to accept any person as a Member, replace such nominated Organisation Representative at any time by giving notice to the Association.

4.2.2 Evidence of the appointment of the Organisation Representative must be provided in the form of:

- (a) an original or certified copy of the resolution of the governing body of the Unincorporated Member;
- (b) a letter confirming the appointment of the Organisation Representative on the letterhead of the Unincorporated Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
- (c) such other form as the Directors may reasonably require.

4.2.3 The membership rights may be exercised by the Organisation Representative or by the Unincorporated Member which she or he represents.

5. **Suspension and Termination of membership**

5.1 Membership is not transferable.

5.2 Council may on the recommendation of the Disciplinary Board or otherwise, suspend a Member's membership and during such time all Member rights will also be suspended.

5.3 A Member shall cease to be a Member:

5.3.1 if the Member, being an individual, dies;

5.3.2 if in the case of SWU or another Corporate Member, it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

5.3.3 if the Member is a Member on behalf of an Unincorporated Member and the Unincorporated Member ceases to exist;

5.3.4 on the expiry of at least seven Clear Days' notice given by the Member to the Association of her, his or its intention to withdraw;

5.3.5 if any subscription or other sum payable by the Member to the Association is not paid on the due date and remains unpaid at the end of such period as Council has notified to the Member. The Directors may re-admit to membership any person who ceases to be a Member on this ground on her, him or it paying such reasonable sum as the Directors may determine; or

5.3.6 under Article 6, and the same process shall apply for Associate Non-Voting Members.

6. **Appointment, Election and Retirement of Directors**

6.1 Council may create a **Nominations Committee** to assist with the appointment and election of Directors to Council. Council is committed to ensuring diversity and inclusivity in appointments or elections to the Board and any Committees of the Board.

6.2 **Elected Honorary Officers**

6.2.1 A person may be nominated to be an Elected Honorary Officer by:

- (a) five Full Voting Members (not including the nominee her/himself);
- (b) a Branch Committee;
- (c) a National Standing Committee

6.2.2 Council shall organise a ballot of the Full Voting Members to elect the Elected Honorary Officers from the nominations. Such ballot may be held in any manner which Council determines, including electronically.

6.2.3 A term of office is two years. It commences at the AGM which follows the relevant ballot and ends at the second AGM following her or his appointment.

6.2.4 If a post of Elected Honorary Officer becomes vacant between routine appointments, Council may appoint a replacement or may arrange a ballot to elect a replacement. Such replacement will serve for the remainder of the term of the person they are replacing. At the end of that term she or he may stand for the relevant office and this replacement term will not count towards their maximum term, as described in Regulation 7.

6.2.5 No person may be nominated or elected as an Elected Honorary Officer unless she or he has been a Full Voting Member for at least two continuous years prior to being nominated.

6.3 **Appointed Directors**

6.3.1 Each National Standing Committee shall select two representatives to serve as Appointed Directors.

6.3.2 The process for selection will be set out in the National Standing Committee Terms of Reference.

6.3.3 A term of office is two years. It commences at the AGM which follows the relevant selection and ends at the second AGM following her or his appointment.

6.3.4 If a post of Appointed Director becomes vacant between routine appointments, the relevant National Standing Committee may appoint a replacement. Such replacement will serve for the remainder of the term of the person they are replacing. At the end of that term she or he may stand for the relevant office and this replacement term will not count towards their maximum term, as described in Regulation 7.

6.3.5 No person may be nominated or elected as an Appointed Director unless she or he is a Full Voting Member prior to being nominated.

6.4 **Election of the Elected Directors**

- 6.4.1 A person may be nominated to be an Elected Director by:
- (a) two Full Voting Members (not including the nominee her/himself);
 - (b) a Branch Committee; or
 - (c) a National Standing Committee.
- 6.4.2 Council shall organise a ballot of the Full Voting Members to elect the Elected Directors from the nominations. Such ballot may be held in any manner which Council determines, including electronically.
- 6.4.3 A person so elected may fill out such brief as Council determines.
- 6.4.4 One of the Elected Directors will be elected on the basis that they also become the Chair of the International Committee.
- 6.4.5 One of the Elected Directors will be elected on the basis that they also become the Chair of the Policy Ethics and Human Rights Committee.
- 6.4.6 A term of office is two years. It commences at the AGM which follows the relevant ballot and ends at the second AGM following her or his appointment.
- 6.4.7 If a post of Elected Director becomes vacant, either between routine appointments, or because an appointment cannot be made following a routine election, Council may appoint a replacement or may arrange a ballot to elect a replacement. Such replacement will serve for the remainder of the term of the person they are replacing. At the end of that term she or he may stand for the relevant office and this replacement term will not count towards their maximum term, as described in Regulation 7.
- 6.4.8 No person may be nominated or elected as an Elected Director unless she or he has been a Full Voting Member for at least one year prior to being nominated.

6.5 **Co-opted Directors**

- 6.5.1 The Directors may co-opt up to three people to serve as Co-opted Directors.
- 6.5.2 A term of office is one year. It commences at the Council meeting at which they are appointed, or the Council meeting which follows their appointment (if not appointed at a Council meeting itself) and ends at the Council meeting following his or her one year anniversary.

7. **Retirement and maximum term**

Elected Honorary Officers, Appointed Directors and Elected Directors

- 7.1 Except as provided for in Regulation 7.2, a Director who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 7.1.1 the anniversary of the commencement of his or her break from office; and
 - 7.1.2 if applicable, the AGM following the AGM at which his or her break from office commenced.

For the purposes of this Regulation a term of office shall not include a term for which the Director was appointed by a decision of the Directors.

7.2 A Co-Opted Director who has served for four consecutive terms of office must take a break from office and may not be reappointed until the earlier of the anniversary of the commencement of his or her break from office.

7.3 Timing of retirement

7.3.1 A Director who retires at an AGM and who is not reappointed shall retain office until either:

7.3.2 the meeting appoints someone in his or her place; or

7.3.3 (if no one is appointed in his or her place) until the end of the meeting.

8. **Deemed reappointment**

8.1 Subject to Regulation 7.1, if the Association at the meeting at which a Director retires does not fill the vacancy, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

9. **Minimum age**

9.1 No person may be appointed as a Director unless he or she has reached the age of 16 years.

10. **General**

10.1 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

11. **Disqualification and removal of Directors**

11.1 A Director shall cease to hold office if:

11.1.1 she or he ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

11.1.2 notification is received by the Association from her or him that she or he is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least eight Directors will remain in office when such resignation has taken effect);

11.1.3 she or he fails to attend three consecutive meetings of the Directors and the Directors resolve that she or he be removed for this reason;

11.1.4 in the case of Elected Honorary Officers, Appointed Directors and Elected Directors, she or he ceases to be a Full Voting Member;

11.1.5 at a GM, a resolution is passed that she or he be removed from office, provided the meeting has invited her or his views and considered the matter in the light of such views;

11.1.6 at a Council meeting at which at least half of the Directors are present, a resolution is passed that she or he be removed from office. Such a resolution shall not be passed unless she or

he has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at her or his option) being heard by or of making written representations to the Directors; or

11.1.7 in the case of an Appointed Director, if she or he ceases to be a member of the relevant National Standing Committee.

12. **National Standing Committees**

12.1 There are four National Standing Committees: England, Northern Ireland, Scotland and Wales. The National Standing Committees exist to represent and promote the interests of the Association's Members, to develop and promote excellent social work within each country and to pursue the Association's overall mission, vision and business plan within the specific country context.

12.2 Each National Standing Committee is a committee of Council and operates under delegated authority from Council.

12.3 There are terms of reference for the National Standing Committees which set out, amongst other things, how the Committees operate and are composed.

13. **Branches**

13.1 Branches are designed to represent Members in a locality (within a National Standing Committee region) and provide opportunities for meeting and the sharing of knowledge, promoting the values and purpose of the Association, organising Member activities (which may be open to non-members) educating and informing Members and non-members, addressing and promoting any issues relevant to the Association's objects by any relevant and suitable means, and recruiting new members.

13.2 Each Branch shall have a management committee which will liaise with Council and with the relevant National Standing Committee in accordance with terms of reference set by Council.

14. **Standing committees**

14.1 The committees listed in this Regulation 14 may be renamed at Council's discretion.

14.2 *Finance Committee*

14.2.1 The Finance Committee is a committee of Council which advises Council on, amongst other things, financial matters affecting the Association. It operates under delegated authority from Council.

14.2.2 The Treasurer shall chair the Finance Committee, subject to any alternative decision by Council.

14.2.3 There are terms of reference for the Finance Committee which set out, amongst other things, how the committee operates and is composed.

14.3 *International Committee*

- 14.3.1 The International Committee is a committee of Council which, amongst other things, considers matters pertaining to social work in the international context.
- 14.3.2 The chair of the International Committee shall be elected from amongst the Members and shall be an Elected Director.
- 14.3.3 There are terms of reference for the International Committee which set out, amongst other things, how the committee operates and is composed.
- 14.4 *Policy Ethics and Human Rights Committee*
- 14.4.1 The Policy Ethics and Human Rights Committee is a committee of Council which advises Council on, amongst other things, relevant matters of policy and ethics and compliance with the Association's commitment to the preservation and promotion of human rights.
- 14.4.2 The chair of the Policy Ethics and Human Rights Committee shall be elected from amongst the Members and shall be an Elected Director.
- 14.4.3 There are terms of reference for the Policy Ethics and Human Rights Committee which set out, amongst other things, how the committee operates and is composed.
- 14.5 *Disciplinary Board*
- 14.5.1 The Disciplinary Board is a committee of Council which, amongst other things, may make recommendations to Council regarding the discipline of Members.
- 14.5.2 There are terms of reference for the Disciplinary Board which set out, amongst other things, how the Disciplinary Board operates and is composed.

15. **Transitional Provisions**

Council shall ensure that in relation to any reorganisation of membership categories existing Members are, as far as necessary, re-categorised within the most appropriate membership category.

Articles adopted at the additional general meeting held on 20/3/18.