

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

[NAME] [LIMITED]

Company No [NUMBER]

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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**[FULL NAME OF COMPANY] [LIMITED] (the "Association")**  
**(Adopted by special resolution passed on 2023)**

**Interpretation, objectives and limitation of liability**

**1. Interpretation**

1.1 In these Articles, unless the context otherwise requires:

**Act:** means the Companies Act 2006;

**Annual Conference:** means an annual general meeting of the Association;

**Articles:** means these articles of association;

**bankruptcy:** includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**Branch:** means a branch of the Association;

**Branch AGM:** has the meaning given in article 43.4

**Branch Assets:** means all property, funds and assets held by a Branch and books, records and accounts of that Branch;

**Branch Committee:** means, in relation to a Branch, the committee from time to time of that Branch and, in relation to a Member, the committee from time to time of the Branch of which that person is a member;

**Branch Secretary:** means, in relation to a Branch, the secretary from time to time of that Branch;

**Business Day:** means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

**CEO:** means the chief executive officer from time to time of the Association appointed in accordance with Rule 14.1;

**Conference:** means an Annual Conference or an Extraordinary Conference;

**Conflict:** means a situation in which an NEC Member has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association;

**Delegates:** means members of the NEC and delegates nominated by Branches in accordance with Rule 27;

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

**electronic form:** has the meaning given in section 1168 of the Act;

**Eligible NEC Member:** means an NEC Member who would be entitled to vote on the matter at a meeting of the NEC (but excluding in relation to the authorisation of a Conflict pursuant to Article 20, any NEC Member whose vote is not to be counted in respect of the particular matter);

**Extraordinary Conference:** means an extraordinary general meeting of the Association;

**Full Member:** means, in relation to a Branch, a person who has been admitted to Full Membership of that Branch and, in relation to the Association, means a person who has been admitted to Full Membership of any Branch and **Full Members** shall be construed accordingly;

**Full Membership:** has the meaning given in article 8.1;

**Interested NEC Member:** has the meaning given in article 20.1;

**Members:** means, in relation to a Branch, all members of that Branch irrespective of the category of membership and, in relation to the Association, means all members of all Branches irrespective of the category of membership and **Member** shall be construed accordingly;

**Membership:** means, in relation to a Branch, being a Member of that Branch irrespective of the category of membership and, in relation to the Association, means being a Member of the Association irrespective of the category of membership;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles;

**NEC:** means the national executive committee from time to time of the Association comprising NEC Members (who all act as directors of the Association);

**NEC Member:** means a person appointed as a member of the NEC under Article 24 (and, accordingly, acts as a director of the Association);

**Officers of a Branch:** means, in relation to a Branch, the officers from time to time of that Branch being the chair, vice chair, secretary and treasurer;

**ordinary resolution:** has the meaning given in section 282 of the Act;

**participate:** in relation to a meeting of the NEC, has the meaning given in Article 16;

**Police Force:** means a police force within the meaning of the Police Act 1996 (as amended), the Isle of Man Police Act 1993, the Police and Fire Reform (Scotland) Act 2012, or the Police Service (Northern Ireland) Act 2000;

**Police Pension:** means a Police pension under current or previous Police Pension Regulations, Police (Injury Benefit) Regulations, Deferred Pension or an entitlement to a Police Pension had the person not opted out of the Scheme;

**President:** means the person elected as chair of the NEC and president of the Association in accordance with Rule 13.3;

**proxy notice:** has the meaning given in Article 40.1;

**Regional Chair:** means, in relation to a Region, the chair from time to time of that Region appointed in accordance with Article 42.5;

**Regional Secretary:** means, in relation to a Region, the secretary from time to time of that Region appointed in accordance with Article 42.5;

**Regions:** means the eight regions of the Association, details of which are set out in Article 42.1;

**Relevant Loss:** has the meaning given in article

**Rules:** means the rules of the Association as made or amended from time to time in accordance with Article 45 and a reference to a numbered Rule is a reference to the rule so numbered within the Rules;

**special resolution:** has the meaning given in section 283 of the Act;

**Spouse:** means the wife, husband, civil partner or partner of a Full Member of the Association;

**subsidiary:** has the meaning given in section 1159 of the Act;

**Unincorporated Association:** means the unincorporated association known as the National Association of Retired Police Officers as carried on immediately prior to the adoption of these Articles;

**Vice President:** means the person elected as vice chair of the NEC and vice president of the Association in accordance with Rule 13.3;

**writing:** means 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.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall not apply to the Association.

## **2. Objectives**

- 2.1 The Association exists to safeguard the rights of Members and promote measures for their welfare with particular regard to police pensions.
- 2.2 To enable the Association to achieve its objectives the Association shall:
  - (a) protect, promote and represent the interests of its Members and provide a channel whereby they can express their opinion;
  - (b) promote the efficiency and status of the Association;
  - (c) provide opportunities for contact between the NEC and Branches, between Members (whether or not members of the same Branch) and between the NEC and Members. Branches may, if mutually agreed by the members of the respective Branches concerned, combine to form area committees or area groups to enable the implementation of this objective;
  - (d) co-ordinate the work of the NEC and Branches for the mutual benefit of the Members;
  - (e) establish liaison with other bodies on matters of common interest where this is consistent with the objectives of the Association set out in this Article 2;
  - (f) make representations to Police representative bodies, authorities, government and ministerial departments;

- (g) promote or assist in securing legislation in the interests of pensions, welfare and care of Members; and
- (h) negotiate with, and become affiliated to or associated with, societies or other pensioner bodies, where this is consistent with the objectives of the Association set out in this Article 2.

### **3. Powers**

In furtherance of the objectives of the Association set out in Article 2 but not otherwise the Association shall have the following powers:

- (a) to make charitable and benevolent donations;
- (b) to purchase or acquire any property and any rights of any kind over any property and/ or other assets in accordance with the furtherance of the objectives of the Association;
- (c) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association;
- (d) to invest and deal with the funds and assets of the Association not immediately required in such manner as may from time to time be determined by the relevant Branch Committee in the case of Branch Assets and by the NEC in any other case and to hold or otherwise deal with any investment made;
- (e) to raise money where appropriate and secure the repayment of any money lent, raised or owing in such manner as may be determined by the NEC;
- (f) to ensure the provision of public liability insurance to indemnify the Members and/ or officers of the Association against losses, damages, costs and demands made against them in respect of any acts or omissions done by them in the course of their official duties for the Association to the extent that such indemnity is not prohibited by law;
- (g) to do all such things and carry out such other activities for the benefit of the Members as the NEC may decide; and
- (h) to do all such other lawful things as are incidental or conducive to the pursuit or attainment of any of the objectives of the Association.

### **4. Assets and Income**

4.1 For the avoidance of doubt all property, funds and assets whether Branch Assets or property, funds and assets under the control of the NEC belong to the Association and may only be used in accordance with the powers granted by these Articles or the Rules.

4.2 The income and property of the Association from wherever derived shall be applied solely in promoting the Association's objectives.

4.3 Save to the extent that the payment in question is authorised by Article 4.4, Rule 9 or Rule 16, no member may on any pretence or in any manner receive any profit, payment or emoluments from the funds or transactions of the Association.

4.4 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Association of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
- (b) any interest on money lent by any Member or any NEC Member at a reasonable and proper rate;
- (c) reasonable and proper rent for premises demised or let by any Member or NEC Member; or
- (d) reasonable out-of-pocket expenses properly incurred by any NEC Member.

## **5. Winding up**

5.1 Any resolution for the winding-up of the Association must be passed by a special resolution of Conference.

5.2 On the winding-up of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to a police charitable fund or funds. No funds of the Association shall be paid to any member save for agreed remuneration for work done or expenses payable in accordance with these Articles or the Rules. Such fund or funds may be determined by resolution of Conference where not less than two-thirds of the Members who (being entitled to do so) vote in favour of the resolution either at or before the time of the resolution for winding-up and, in the absence of any such resolution of Conference, may be made by resolution of the NEC at any time after the resolution for winding-up and prior to the transfer.

## **6. Guarantee**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for

- (a) payment of the Association's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **Membership**

## **7. Membership – General provisions**

- 7.1 Applications for Membership shall be made to a Branch and acceptance of such applications is at the discretion of that Branch. Applicants for Membership are required to disclose any antecedent matter, which could bring discredit on the Association; the onus to disclose such matters rests with the applicant.
- 7.2 All Members are expected to maintain a high standard of conduct and to comply with these Articles and the Rules. Members are also expected to treat other Members, guests, officers and employees of the Association with respect.
- 7.3 A Branch has the right to terminate the Membership of any Member of that Branch who does not meet the standards set in Article 7.2.
- 7.4 The name of each Member of the Association shall be entered in the Register of Members of the Association.

## **8. Categories of membership**

- 8.1 Subject to Article 7.1, full membership of a Branch and the Association (**Full Membership**) shall be open to former Police officers who have served in a Police Force and who have met the minimum service, age or ill health requirements that would entitle them to a Police Pension and who have not been dismissed or required to resign from a Police Force by reason of misconduct.
- 8.2 A Branch may confer life membership on any Full Member who, in the opinion of that Branch, has given outstanding service to the Association either at branch or at national level. A Full Member on whom life membership has been conferred shall continue to be a Full Member of that Branch and shall be entitled to all the rights and privileges of Full Membership for life unless he/she ceases to be a member under the provisions of Article 7.3 or Article 11.
- 8.3 Subject to Article 7.1, Membership may be granted by the Branch Secretary to any person who is not eligible to join the Branch as a Full Member. Where Membership is granted to a person in these circumstances, that person shall be entitled to all the rights and privileges of Membership except to the extent that any rights and privileges are expressly stated by these Articles or the Rules to be available to Full Members only. A person who ceases to be entitled to Membership pursuant to this Article 8.3 may, for the avoidance of doubt, apply for Membership under any other provision of these Articles.
- 8.4 At all times during which a person is the Spouse of a Full Member of a Branch, that person shall be entitled to be a Member of that Branch and shall be entitled to all the rights and privileges of Membership except to the extent that any rights and privileges are expressly stated by these Articles or the Rules to be available to Full Members only.
- 8.5 Only a Full Member;

- (a) may be an Officer of a Branch provided that this Article 8.5(a) shall not apply to any Member who was already in post with the relevant Branch prior to the annual conference of the Unincorporated Association in 2016;
- (b) shall be eligible to attend Conference as a Delegate; or
- (c) shall be entitled or eligible for election to the NEC.

8.6 Any Full Member of a Branch may apply to join another Branch as a Member but may not be a Full Member of that other Branch whilst they remain of the first mentioned Branch.

## **9. Admission of members**

9.1 All applications for Membership shall be made to the Branch Secretary of a Branch who shall decide whether to accept or refuse the application.

9.2 Any person whose application for Membership is refused shall be notified of that refusal and the reason for it and may, within 14 clear days of such notification, appeal to the Branch Committee of that Branch whose decision shall be final and binding. An appeal may be dealt with by the Branch Committee or the Branch Chair as the Branch Committee considers appropriate.

## **10. Membership obligations**

Application for Membership shall constitute acceptance by the applicant that the Rules are binding on him/her with effect from acceptance into Membership.

## **11. Resignation of members**

11.1 Any Member may resign his/her Membership of a Branch by giving notice in writing to that effect to the relevant Branch Secretary.

11.2 When a Member dies or becomes bankrupt, his/ her Membership of any Branch and the Association shall automatically terminate.

11.3 If a person ceases to be a Member of any Branch whether as a result of resigning in accordance with Article 11.1 or termination of their Membership of that Branch in accordance with Article 7.3, Article 11.2 or any other provision of these Articles or the Rules, that person also ceases to be a Member of the Association.

11.4 Any person ceasing to be a Member of the Association shall be removed from the Register of Members.

## **12. Effect of ceasing to be a member**

On ceasing to be a Member of the Association, a person forfeits any right to claim upon the Association and its property and funds.

## **NEC Members**

### **13. NEC Members to take decisions collectively**

The general rule about decision-making by NEC Members is that any decision of the NEC must be either a majority decision at a meeting or a decision taken in accordance with Article 14.

### **14. Unanimous decisions**

14.1 A decision of the NEC is taken in accordance with this Article when all Eligible NEC Members indicate to each other by any means that they share a common view on a matter.

14.2 Such a decision may take the form of a resolution in writing, where each Eligible NEC Member has signed one or more copies of it, or to which each Eligible NEC Member has otherwise indicated agreement in writing.

14.3 A decision may not be taken in accordance with this Article if the Eligible NEC Members would not have formed a quorum at such a meeting.

### **15. Calling an NEC meeting**

15.1 The President or the CEO may call an NEC meeting by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the NEC Members may agree) to the NEC Members.

15.2 Notice of an NEC meeting shall be given to each NEC Member in writing.

15.3 Notice of any NEC meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that NEC Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

15.4 An NEC Member who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the NEC meeting.

15.5 Notice of an NEC meeting need not be given to NEC Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **16. Participation in NEC meetings**

16.1 Subject to these Articles, NEC Members participate in an NEC meeting, or part of an NEC meeting, when:

- (a) the meeting has been called and takes place in accordance with these Articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether NEC Members are participating in an NEC meeting, it is irrelevant where any NEC Member is or how they communicate with each other.

16.3 If all the NEC Members 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.

## **17. Quorum for NEC meetings**

17.1 At an NEC meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 Subject to article 17.3, the quorum for the transaction of business at an NEC meeting is any ten Eligible NEC Members.

17.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 20 to authorise a Conflict, if the number of Eligible NEC Members in office other than the Interested NEC Members(s) is less than the quorum required, the quorum for such meeting (or part of a meeting) shall be three quarters of the number of Eligible NEC Members in office other than the Interested NEC Members(s).

17.4 If the total number of NEC Members in office for the time being is less than the quorum required, the NEC Members(s) must not take any decision other than a decision to call an Extraordinary Conference so as to enable the appoint further NEC Members.

## **18. Chairing of NEC meetings**

18.1 The President shall chair NEC meetings.

18.2 If the President is not participating in an NEC meeting, then the Vice President shall chair that meeting. If neither the President nor the Vice President is participating in an NEC meeting within

ten minutes of the time at which it was to start, the participating NEC Members must appoint one of themselves to chair it.

**19. Casting vote**

If the numbers of votes for and against a proposal at an NEC meeting are equal, the chair of the meeting shall not have a casting vote.

**20. NEC Members' conflicts of interest**

20.1 The NEC Members may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any NEC Member which would, if not authorised, involve an NEC Member (an **Interested NEC Member**) breaching their duty to avoid conflicts of interest under section 175 of the Act.

20.2 Any authorisation under this article 20 shall be effective only if:

- (a) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested NEC Member; and
- (b) the matter was agreed to without the Interested NEC Member voting or would have been agreed to if the Interested NEC Member's vote had not been counted.

20.3 Any authorisation of a Conflict under this article 20 may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (b) provide that the Interested NEC Member be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the NEC or otherwise) related to the Conflict;
- (c) provide that the Interested NEC Member shall or shall not be an Eligible NEC Member in respect of any future decision of the NEC in relation to any resolution related to the Conflict;
- (d) impose upon the Interested NEC Member such other terms for the purposes of dealing with the Conflict as the NEC Members think fit;
- (e) provide that, where the Interested NEC Member obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as an NEC Member) information that is confidential to a third party, they shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and

- (f) permit the Interested NEC Member to absent themselves from the discussion of matters relating to the Conflict at any meeting of the NEC and be excused from reviewing papers prepared by, or for, the NEC Members to the extent they relate to such matters.
- 20.4 Where the NEC Members authorise a Conflict, the Interested NEC Member shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the NEC Members in relation to the Conflict.
- 20.5 The NEC Members may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested NEC Member prior to such revocation or variation in accordance with the terms of such authorisation.
- 20.6 An NEC Member is not required, by reason of being an NEC Member (or because of the fiduciary relationship established by reason of being an NEC Member), to account to the Association for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the NEC Members in accordance with these Articles or by the Association in Conference (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 20.7 If a proposed decision of the NEC Members is concerned with an actual or proposed transaction or arrangement with the Association in which an NEC Member is interested, that NEC Member is not to be counted as participating in the decision-making process for quorum or voting purposes unless Conference by ordinary resolution disapplies the provision of the articles which would otherwise prevent an NEC Member from being counted as participating in the decision-making process for quorum or voting purposes.
- 20.8 For the purposes of this Article, references to proposed decisions and decision-making processes include any NEC meeting or part of an NEC meeting.
- 20.9 Subject to Article 20.10, if a question arises at an NEC meeting or of a committee of the NEC Member as to the right of an NEC Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any NEC Member other than the chair of the meeting is to be final and conclusive.
- 20.10 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the NEC Members at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

**21. Records of decisions to be kept**

- 21.1 The NEC Members must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the NEC Members.
- 21.2 Where decisions of the NEC Members are taken by electronic means, such decisions shall be recorded by the NEC Members in permanent form, so that they may be read with the naked eye.

**22. NEC Members' discretion to make further rules**

Subject to these Articles and the Rules, the NEC Members may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to NEC Members.

**23. Number of NEC Members**

Unless otherwise determined by ordinary resolution, the number of NEC Members shall be subject to a maximum of sixteen but shall not be less than ten.

**24. Appointment and removal of NEC Members**

- 24.1 Each Region shall, subject to Article 24.6, be entitled to appoint in each calendar year:
- (a) one Full Member who is willing to act as an NEC Member, and is permitted by law to do so, to be an NEC Member; and
  - (b) one Full Member who is willing to act as an NEC Member, and is permitted by law to do so, to be a Reserve.
- 24.2 If any NEC Member shall die or be removed from or vacate office:
- (a) for any cause other than the expiry of the term of their appointment; or
  - (b) by reason of the expiry of the term of their appointment in accordance with Article 24.6
- and there is no Reserve appointed by the Region which appointed that NEC Member who automatically becomes an NEC Member in their place pursuant to Article 25.1, that Region shall, subject to Article 24.6, appoint in the relevant NEC Member's place another Full Member who is willing to act as an NEC Member, and is permitted by law to do so, to be an NEC Member.
- 24.3 Any appointment of an NEC Member pursuant to Article 24.1 or Article 24.2 shall be by notice in writing and signed by the Regional Secretary of the Region making the appointment and shall be accompanied by confirmation of willingness to act as an NEC Member signed by the appointee and requiring all information required to be provided to Companies House in connection with the appointment of a director.

- 24.4 The documents required under pursuant to Article 24.3 in relation to an appointment under Article 24.1 shall be delivered to the CEO no later than 31 May in the calendar year in which such appointment is to take effect. Such appointment will take effect from the end of the Annual Conference in that year and will continue until the end of the Annual Conference in the second calendar year after the calendar year of appointment. The appointment of a Reserve shall take effect from the end of the Annual Conference in the calendar year in which the appointment is made and will continue until the end of the Annual Conference in the second calendar year after the calendar year of appointment.
- 24.5 The documents required under pursuant to Article 24.3 in relation to an appointment under Article 24.2 shall be delivered to the CEO. Such appointment will take effect immediately after the date of receipt of such notice by the CEO and will continue for the remaining balance of the term of office of the NEC Member in whose place they have been appointed.
- 24.6 Not more than one than one Full Member of a Branch (other than the London Branch) may be appointed to serve on the NEC at the same time unless there are no nominations from any other Branch in the Region. In that event, two Full Members from the same Branch may be appointed provided always that the term of office of the nominee appointed to office at the later meeting shall continue only until the end of the Annual Conference immediately following their appointment.
- 24.7 Any NEC Member elected by a Region may at any time be removed by resolution of that Region at a meeting convened in accordance with Article 42. The number of votes that each Branch may exercise shall be as determined at Article 24.9. Such resolution may only be passed by a majority of at least two-thirds of the votes cast.
- 24.8 Nominees for appointment pursuant to Article 24.1 or Article 24.2 must be proposed and seconded by Full Members of a Branch within the relevant Region. Nominations must be submitted in writing to the Regional Secretary of that Region not less than one calendar month (in the case of an appointment pursuant to Article 24.1) or 14 clear days (in the case of an appointment pursuant to Article 24.2) before the meeting considering the appointment. In the event that there are more nominations than vacancies a ballot shall be held in accordance with Article 24.9 and Article 24.10.
- 24.9 The number of votes that each Branch may exercise in such ballot shall be determined by rounding up the number of Full Members of that Branch to the nearest 100 and dividing the resulting figure by 100. Such votes may be cast by any one of the representatives of that Branch present at the meeting.
- 24.10 In the event of two or more nominees receiving the same number of votes, the outcome of the ballot shall be decided by drawing lots using such procedure as the chair of the meeting shall decide as being fair and appropriate.

24.11 There shall be no restriction on members of the NEC who have retired or are due to retire seeking re-election or being re-elected.

## 25. Reserves

25.1 A Reserve appointed by a Region in accordance with Article 24.1(b) automatically becomes an NEC Member if the NEC Member appointed by that Region in the same calendar year shall:

- (a) die; or
- (b) be removed from office; or
- (c) vacate office for any cause other than the expiry of the term of their appointment.

In the event that that Reserve is, for any reason, unable or unwilling to become an NEC Member at that time, the other current serving Reserve appointed by the same Region, if not already an NEC Member, automatically becomes an NEC Member unless they are unable or unwilling to become an NEC Member at that time.

25.2 Where an NEC Member appointed by a Region shall become temporarily unable to carry out their duties (**Absent Member**), the NEC may invite a Reserve appointed by that Region in accordance with Article 24.1(b), to be an alternate NEC Member to exercise the Absent Member's powers, and carry out the Absent Member's responsibilities, in relation to the taking of decisions by the NEC Members, in the absence of the Absent Member.

25.3 An alternate NEC Member has the same rights, in relation to any decision of the NEC Members, as the Absent Member.

25.4 Except as these Articles specify otherwise, alternate NEC Members:

- (a) are deemed for all purposes to be NEC Members;
- (b) are liable for their own acts and omissions;
- (c) are subject to the same restrictions as their Absent Member; and
- (d) are not deemed to be agents of or for their Absent Member,

and, in particular (without limitation), each alternate NEC Member shall be entitled to receive notice of all NEC Meetings and of all meetings of committees of the NEC Members of which their Absent Member is a member.

25.5 An alternate NEC Member may, subject to being an Eligible NEC Member:

- (a) be counted as participating for the purposes of determining whether a quorum is present at an NEC Meeting (but only if their Absent Member is an Eligible NEC Member and is not participating); and

- (b) participate in a unanimous decision of the NEC Members (but only if their Absent Member is an Eligible NEC Member in relation to that decision and is not participating).
- 25.6 An alternate NEC Member may be paid expenses and may be indemnified by the Association to the same extent as if the alternate NEC Member were an NEC Member but shall not be entitled to receive from the Association any remuneration in their capacity as an alternate NEC Member.
- 25.7 An alternate NEC Member's appointment as an alternate NEC Member (in respect of a particular Absent Member) terminates:
  - (a) when that Absent Member revokes the appointment by notice to the Association and the alternate NEC Member in writing specifying when it is to terminate; or
  - (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to that Absent Member, would result in the termination of that Absent Member's appointment as an NEC Member; or
  - (c) when that Absent Member ceases to be an NEC Member for whatever reason; or
  - (d) when that alternate NEC Member becomes an NEC Member in their own right whether by operation of Article 25.1 or by appointment pursuant to Article 24.1 or Article 24.2.
- 25.8 For the avoidance of doubt a Reserve will only have the right to become a member of the NEC under the circumstances set out in Article 25.1 and Article 25.2 but, for the purposes of training, will be allowed to attend NEC meetings prior to their becoming an NEC Member in accordance with Article 25.1 as an observer but shall not be entitled to speak or vote on any resolutions proposed at such NEC meetings.

## **26. Observers**

The NEC may appoint not more than two Full Members whose qualifications or relevant experience render this desirable to act as an observer at NEC meetings or committees of the NEC Members. Such appointment shall be for specific meetings or periods up to a maximum period of 12 months. The observer shall be entitled to receive notice of, and attend and speak at, all NEC meetings or committees of the NEC Members and to receive copies of all board papers as if they were an NEC Member, but shall not be entitled to vote on any resolutions proposed.

## **27. Termination of NEC Member's appointment**

A person ceases to be an NEC Member as soon as:

- 27.1 that person is removed as an NEC Member pursuant to any provision of these Articles or the Rules;
- 27.2 that person ceases to be an NEC Member by virtue of any provision of the Act or is prohibited from being a director by law;

- 27.3 a bankruptcy order is made against that person;
- 27.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 27.5 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as an NEC Member and may remain so for more than three months;
- 27.6 notification is received by the Association from the NEC Member that the NEC Member is resigning from office, and such resignation has taken effect in accordance with its terms.

## **28. Change of company name**

The name of the Association may be changed by a resolution of Conference where not less than two-thirds of the Members who (being entitled to do so) vote in favour of the resolution or otherwise in accordance with the Act.

## **Organisation of Conferences**

### **29. Annual Conference**

- 29.1 An Annual Conference of the Association shall be held once in each calendar year on a date (which will generally be during the month of September and may not be earlier than September) and at a place decided by the previous Annual Conference or, failing that, on a date and at a place decided by the NEC and, in the case of a decision by the NEC, notified to the Branches not less than 6 calendar months prior to the date of the relevant Annual Conference.
- 29.2 Subject to Article 29.1, at least 28 clear days before the Annual Conference, notice of the meeting and the business to be transacted at it must be posted to each Branch. Notice of the meeting and the business to be transacted at it shall not be required to be given to any Delegate or any other person.

### **30. Extraordinary Conferences**

- 30.1 The NEC may call an Extraordinary Conference at any time for any special purpose.
- 30.2 At least 28 clear days before the Extraordinary Conference, notice of the meeting and the business to be transacted at it must be posted to each Branch and each NEC Member. Notice of the meeting and the business to be transacted at it shall not be required to be given to any Delegate or any other person.

30.3 No business other than that of which notice has been given may be brought forward at an Extraordinary Conference.

**31. Attendance and speaking at Conferences**

31.1 A person is able to exercise the right to speak at a Conference when that person is in a position to communicate to all those attending the Conference, during the meeting, any information or opinions which that person has on the business of the Conference.

31.2 A person is able to exercise the right to vote at a Conference when:

- (a) that person is able to vote, during the Conference, on resolutions put to the vote at the Conference; and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the Conference.

31.3 Subject to the Rules, the NEC Members may make whatever arrangements they consider appropriate to enable those attending a Conference to exercise their rights to speak or vote at it.

**32. Chair and Secretary of Conference**

32.1 The President shall act as chair of Conference.

32.2 If the President is not willing to chair the Conference or is not present within ten minutes of the time at which the Conference was due to start then the Vice President shall act as chair of Conference.

32.3 If the Vice President is not willing to chair the Conference or is not present within ten minutes of the time at which the Conference was due to start then:

- (a) the NEC Members present; or
- (b) (if no NEC Members are present), the Conference,

must appoint an NEC Member or Member to chair the Conference, and the appointment of the chair of the Conference must be the first business of the Conference.

32.4 The person chairing a Conference in accordance with this Article is referred to as "the chair of the Conference".

32.5 The CEO (or, if the CEO shall be unavailable for any reason, their deputy or such other person as the CEO may nominate) shall act as secretary of Conference.

### **33. Quorum for Conferences**

- 33.1 No business other than the appointment of the chair of the Conference is to be transacted at a Conference if the persons attending it do not constitute a quorum.
- 33.2 The quorum for the transaction of business at a Conference is 200 Delegates provided that NEC Members shall not count towards the quorum.

### **34. Attendance and speaking by NEC Members and non-members**

- 34.1 Delegates may attend and speak at Conferences.
- 34.2 The chair of the Conference may permit other persons, whether or not they are Members, to attend and speak at a Conference.

### **35. Adjournment**

- 35.1 If the persons attending a Conference within half an hour of the time at which the Conference was due to start do not constitute a quorum, or if during a Conference a quorum ceases to be present, the chair of the Conference must adjourn it.
- 35.2 The chair of the Conference may adjourn a Conference at which a quorum is present if:
- (a) the Conference consents to an adjournment; or
  - (b) it appears to the chair of the Conference that an adjournment is necessary to protect the safety of any person attending the Conference or ensure that the business of the Conference is conducted in an orderly manner.
- 35.3 The chair of the Conference must adjourn a Conference if directed to do so by the Conference.
- 35.4 When adjourning a Conference, the chair of the Conference must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the NEC; and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 35.5 If the continuation of an adjourned Conference is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned Conference and the day on which the notice is given):
- (a) to the same persons to whom notice of the Association's Conferences is required to be given; and
  - (b) containing the same information which such notice is required to contain.

- 35.6 No business may be transacted at an adjourned Conference which could not properly have been transacted at the Conference if the adjournment had not taken place.

### **Decision making by members**

#### **36. Voting: general**

A resolution put to the vote of a Conference must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

#### **37. Votes of members**

37.1 Members (other than members who are Delegates) are not entitled to receive notice of any Conference. A Member who is not a Delegate may attend any Conference as an observer but is not entitled to speak or vote at any Conference.

37.2 Subject to the Act, at any Conference:

- (a) every Delegate other than an NEC Member who is present in person (or by proxy) shall on a show of hands have one vote; and
- (b) every Delegate other than an NEC Member who is present in person (or by proxy) shall on a poll have one vote.

In case of an equality of votes the chair of the Conference may have a second or casting vote.

#### **38. Errors and disputes**

38.1 No objection may be raised to the qualification of any person voting at a Conference except at the Conference or adjourned Conference at which the vote objected to is tendered, and every vote not disallowed at the Conference is valid.

38.2 Any such objection must be referred to the chair of the Conference whose decision is final.

#### **39. Poll votes**

39.1 A poll on a resolution may be demanded at any Conference by:

- (a) the chair of the Conference; or
- (b) not less than five qualifying persons (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.

39.2 A poll on a resolution may be demanded:

- (a) in advance of the Conference where it is to be put to the vote; or

- (b) at a Conference, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

39.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chair of the Conference consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

39.4 Polls must be taken immediately and in such manner as the chair of the Conference directs.

#### **40. Proxies**

40.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the Conference in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the NEC may determine; and
- (d) is delivered to the Association in accordance with these Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the Conference (or adjourned Conference) to which they relate

and a proxy notice which is not delivered in such manner shall be invalid.

40.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

40.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

40.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the Conference to which it relates as well as the meeting itself.

#### **41. Delivery of proxy notices**

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

#### **Regions, Branches and NEC**

#### **42. Regions**

- 42.1 The Association shall be divided into eight regions comprising the police areas set against their name as follows:

##### No 1 North West Region

Cheshire, Cumbria, Lancashire, Greater Manchester, Merseyside and the Isle of Man.

##### No 2 North East Region

Cleveland, Durham, Humberside, Northumbria, North Yorkshire, South Yorkshire and West Yorkshire.

##### No 3 Midlands Region

West Midlands, West Mercia, Warwickshire and Staffordshire.

##### No 4 Eastern Region

Cambridgeshire, Derbyshire, Leicestershire, Lincolnshire, Norfolk, Northamptonshire, Nottinghamshire and Suffolk.

##### No 5 South East Region

Bedfordshire, Essex, Hampshire, Hertfordshire, Kent, Surrey, Sussex and Thames Valley.

No 6 South West Region

Avon and Somerset, Devon and Cornwall, Dorset, Gloucestershire and Wiltshire.

No 7 Wales/ Cymru

North Wales, South Wales, Dyfed Powys and Gwent.

No 8 London Region

Metropolitan Police and the City of London Police districts.

- 42.2 A meeting of each Region shall be held prior to 30th April in each calendar year at which, subject to the restrictions in Article 24.6, one Full Member shall be elected to serve on the NEC together with one Full Member as a Reserve for that post.
- 42.3 Regions shall hold the meetings required by Article 42.2 but may convene further meetings throughout the year.
- 42.4 At least 21 clear days before any meeting of a Region, notice of the meeting and the business to be transacted must be sent by the Regional Secretary to every Branch within the Region.
- 42.5 Regional meetings shall comprise of up to two Full Members from each Branch in the Region together with the current NEC Members appointed by that Region (together **Regional Committee Members**) from amongst whom a chair and secretary shall be elected annually.
- 42.6 At all meetings of a Region the Regional Chair, or if there is no Regional Chair or the Regional Chair is absent, a member selected by those members present at the meeting, must take the chair.
- 42.7 Subject to Rules 24.7 and 24.9, the Regional Committee Members present are entitled to one vote upon every motion. No other person present may vote save that, in case of an equality of votes, the chair of the meeting may have a second or casting vote.
- 42.8 The quorum at all meetings of a Region shall be at least one representative from at least 51% of the Branches forming part of that Region.
- 42.9 The reasonable cost of room hire and refreshments at each of the regional meetings held annually and in accordance with Article 42.2 will be met from NEC funds.
- 42.10 Each Branch shall be deemed to be part of the Region bearing the same name as the region of the Unincorporated Association of which that Branch formed part immediately prior to the adoption of these Articles. By way of illustration, a Branch which formed part of the Midlands region of the Unincorporated Association immediately prior the adoption of these Articles shall be deemed to form part of the Midlands Region.

### **43. Branches**

- 43.1 A Branch shall comprise of Members who join together to foster the objectives of the Association and for no other reason. Subject to these Articles and the Rules, all Branches shall enjoy autonomy and equal rights.
- 43.2 All Members who together formed a branch of the Unincorporated Association immediately prior to the adoption of these Articles shall be deemed to form a Branch.
- 43.3 Subject to Article 43.2 the formation of Branches requires the prior approval of the NEC. Applications for the formation of a Branch shall be made in writing to the CEO.
- 43.4 Each Branch shall hold an annual meeting (**Branch AGM**) between 1st January and 15th May in each calendar year and any further meetings it deems appropriate, such meetings to be open to all Members of that Branch.
- 43.5 Each Branch must notify all its Members, at their last known address, of the date, time and venue of its annual meeting and any other meetings of its Members not less than 21 clear days in advance.
- 43.6 Each Branch shall elect the Officers of the Branch either at the Branch AGM or at the Branch Committee meeting following the Branch AGM. Only Full Members of the Association may act as Officers of a Branch. Branches may elect any Members of the Branch to form the Branch Committee, provided that, at all times, a majority of the members of the Branch Committee are Full Members.
- 43.7 At any Branch meeting, all Members of the Branch present are entitled to one vote upon every motion and, in the case of an equality of votes, the chair of the meeting may have a second or casting vote.
- 43.8 At meetings of a Branch Committee, every member of the Branch Committee present is entitled to one vote upon every motion, and in case of an equality of votes the chair of the meeting may have a second or casting vote.
- 43.9 The quorum at Branch meetings and meetings of a Branch Committee shall be such quorum as the relevant Branch shall set.
- 43.10 Branches may make their own rules and arrangements provided they are not inconsistent with these Articles or the Rules. Branches must keep accurate records of their Membership and of business transacted at meetings of the Members of the Branch, the Branch Committee and any sub- committees.

## **Administrative arrangements**

### **44. Means of communication to be used**

- 44.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 44.2 Subject to these Articles, any notice or document to be sent or supplied to an NEC Member in connection with the taking of decisions by the NEC may also be sent or supplied by the means by which that NEC Member has asked to be sent or supplied with such notices or documents for the time being.
- 44.3 An NEC Member may agree with the Association that notices or documents sent to that NEC Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 44.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

- 44.5 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

**45. Provision for employees on cessation of business**

The NEC may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than an NEC Member or former NEC Member or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

**46. Rules**

The NEC may establish rules governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

**47. Indemnity and insurance**

47.1 Subject to article 47.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association 's (or any associated company's) affairs; and
- (b) the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in article 47.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

47.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

47.3 The NEC may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any Relevant Loss.

47.4 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a **Relevant Loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and
- (c) a **relevant officer** means any NEC Member or other officer or former NEC Member or other officer of the Association).