

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

National Association of Retired Police Officers

Company No 15415367

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
National Association of Retired Police Officers (the "Association")

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 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;

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;

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 1 August 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 to 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 Region

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 secretary shall be elected annually.
- 42.6 At all meetings of a Region 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).

NARPO RULES

July 2023

These rules and regulations (**Rules**) are made in accordance with Article 46 of the Articles of Association (**Articles**) of [National Association of Retired Police Officers] (**Association**).

1 Definitions and interpretation

1.1 The following definitions shall apply in these Rules:

Articles: means the articles of association of the Association;

Branch Circular: means notice in writing provided by the NEC to each of the Branches;

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

Financial Controller: means the financial controller from time to time of the Association appointed in accordance with Rule 14.1;

Financial Year: each accounting reference period of the Association determined from time to time in accordance with Chapter 3 of Part 15 of the Act.

Minimum Subscription: means £24.60 as may from time to time be increased in accordance with Rule 4.3 or Rule 4.4 or reduced in accordance with Rule 4.4;

Precept: has the meaning set out in rule 5;

Precept Percentage: means 40% as may from time to time be increased in accordance with Rule 5.2;

1.2 Save as otherwise specifically provided in these Rules, words and expressions defined in the Articles shall have the same meaning when used in these Rules.

1.3 Reference to a numbered **Article** is a reference to the article of the Articles so numbered;

1.4 If there is an inconsistency between any of the provisions of these Rules and the provisions of the Articles, the provisions of the Articles shall prevail.

1.5 Headings in these Rules are used for convenience only and shall not affect the construction or interpretation of these Rules.

2 **Name**

- 2.1 The Association is called the “National Association of Retired Police Officers”. The short title shall be “NARPO”.
- 2.2 The names “National Association of Retired Police Officers” and “NARPO” together with the logo and coat of arms of the Association are registered trademarks of the Association and shall not be used without the prior authority of the NEC.
- 2.3 No member may give any address of the Association in any advertisement or use any address of the Association for business purposes without the prior authority of the NEC.
- 2.4 The headquarters of the Association shall be NARPO House, 38 Bond Street, Wakefield WF1 2QP or such other place as may be from time to time determined by the NEC.

3 **No discrimination**

There shall be no discrimination against any Member or person wishing to become a Member on grounds of age, disability, gender re-assignment, marriage or civil partnership, political affiliation, pregnancy or maternity, race, religion or belief, sex or sexual orientation.

4 **Subscriptions**

- 4.1 Branches are responsible for collecting and accounting for all subscriptions.
- 4.2 All members of a Branch shall pay the Minimum Subscription other than spouse and widow members and those who are a Full Member of another Branch, all of whom shall be exempt.
- 4.3 Subject to Rule 4.4, the level of the Minimum Subscription shall be increased annually by the same percentage as the percentage increase in police pensions as determined in the previous year, and where the Minimum Subscription as so increased is not divisible by 12 without involving fractions of a penny, the amount shall be rounded up to the nearest figure which is so divisible. This increase shall be implemented on 1 January of each year.
- 4.4 Any proposal to increase or reduce the level of the Minimum Subscription other than in accordance with the provisions of Rule 4.3 must be submitted as a motion to Annual Conference and such motion will require a two-thirds majority of the votes cast to succeed.
- 4.5 In order to meet its own funding requirements, each Branch shall have discretion to levy on all or any category of its members an additional Branch subscription. The level of any such additional Branch subscription shall be set by the Branch Committee and shall be payable by the relevant members of that Branch in addition to the Minimum Subscription.

5 **Funding**

Subject to Rule 17, funds of the Association held by the NEC will be provided by a precept payable by each Branch. The precept amount payable by each Branch in each year (**Precept**) shall be calculated by:

- 5.1 multiplying the total number of members of that Branch as at 31 December in the previous year by the Minimum Subscription and applying the Precept Percentage to the total of that figure. In this Rule, members of a Branch will not include spouse and widow members and those who are a Full Member of another Branch.
- 5.2 The Precept Percentage may be varied from time to time at an Annual Conference with a two thirds majority of the votes cast.

6 Payment of Precept

- 6.1 Payment of Precept in each year shall be made by two equal instalments, the first by 15th June and the second by 15th December. Interest shall be payable at the rate of 2% pcm. or part thereof by a Branch on any payment of Precept, which is not made in cleared funds by the end of the calendar month in which the payment falls due. The NEC shall have the discretion to waive any such interest payment.
- 6.2 Branches will be notified of changes in the Precept Percentage and/or the Minimum Subscription as soon as reasonably practicable.

7 Subscriptions in arrears

- 7.1 If any Member fails to pay any part of their subscription payable to a Branch, the Branch Committee may terminate their Membership of that Branch.
- 7.2 If at any time the Member gives the Branch Committee a satisfactory explanation, they may, at the discretion of the Branch Committee and on payment of the arrears, be readmitted to Membership of that Branch.

8 Finance of Branches

- 8.1 All Branch bank accounts and any investments must be in the name of the Branch e.g. "NARPO Wexminster Branch" and must not be in the name of an individual member or members. All income received by a Branch from whatever source shall be paid into such bank accounts which shall be subject to these Rules.
- 8.2 Each Branch Committee shall ensure that accounts (including a balance sheet and statement of income and expenditure) of the Branch are prepared in respect of each Financial Year and that the Branch maintains adequate accounting systems recording the transactions, assets and liabilities of and such other matters relating to the Branch to enable such accounts to be prepared. Such accounts shall be placed before the Branch AGM convened in accordance with Article 43.4 for consideration and approval of the members.
- 8.3 Each Branch Committee shall ensure that a copy of the accounts for its Branch in respect of the Financial Year most recently ended certified by the chair of the Branch shall be forwarded to the CEO no later than 31st May in each calendar year.

- 8.4 The NEC shall have the power to appoint one or more of its members or staff or a Chartered or Certified Accountant to inspect the financial records of any Branch including, without limitation, statements for all Branch bank accounts. Branches in respect of which this power is exercised shall have the right to raise the matter at the next Annual Conference.
- 8.5 Branches must appoint at least three signatories for banking purposes who must not be related. Two of the signatories shall be sufficient to authorise any transaction.
- 8.6 Each Branch must establish and maintain at all times a satisfactory system of control of its cash holdings and all its receipts and remittances. All withdrawals from any bank account of the Branch whether by cash, cheque, warrant, electronic means or otherwise shall be authorised by at least two signatories/endorsements.
- 8.7 Branch bank statements must be checked and initialled by the chair of the Branch not less than once every six months.
- 8.8 Each Branch must keep an up to date inventory of all property and equipment purchased by the Branch including details of its cost, date of purchase and, where it has been disposed of, details of sale price, if any, and the date of disposal.

9 Use of funds held by Branches

Subject to the approval of the Branch Committee, funds held by a Branch may be used to meet the reasonable cost of:

- 9.1 anything done or provided for the welfare or social benefit of Members;
- 9.2 administrative expenses of the Branch including, but not limited to, the provision of office accommodation and equipment, the employment of staff and all general administrative costs;
- 9.3 expenses incurred in relation to any Branch, area or regional meeting or course where the cost is not met from funds held by the NEC;
- 9.4 honoraria granted to members of the Branch;
- 9.5 expenses (subject to Rule 43) of members of the Branch Committee in carrying out their duties and functions and of other Members of the Association in carrying out duties and functions authorised by the Branch Committee;
- 9.6 expenses incurred in connection with Association activities or professional services on questions of interest affecting the welfare or pensions of Members at Branch level to the extent that such expenses are not met from public funds or the funds held by the NEC;
- 9.7 the purchase of a gift for any person, whether or not a Member of the Association, where, in the opinion of the Branch Committee, the individual has made a valid or recognisable contribution to the Association or its members; and

- 9.8 the making of charitable and benevolent donations;

provided always that no funds held by a Branch shall be used for any purpose, which is inconsistent with the objectives of the Association as set out in Article 2. Any monies of the Branch not immediately required may be invested in such manner as may from time to time be determined by the Branch Committee and any investment made may be held or otherwise dealt with as may from time to time be determined by the Branch Committee.

10 **Liabilities of Branches**

Each individual Branch shall be responsible for its own liabilities and shall discharge those liabilities as and when they fall due from Branch Assets. Neither the NEC nor any other part of the Association shall be responsible for the liabilities of an individual Branch and no provision of these Rules shall be interpreted as imposing such responsibility.

11 **Mergers of Branches**

Branches wishing to merge shall promptly give notice of this intention to the CEO. Any merger of two or more Branches requires the prior approval of the NEC and such approval may be granted subject to such requirements and conditions as the NEC considers appropriate.

12 **Disbanding of Branches**

- 12.1 Branches wishing to disband shall promptly give notice of this intention to the NEC and shall, at the same time, deliver to the CEO, statements of all Branch Assets.

- 12.2 Upon the giving of notice to the NEC pursuant to Rule 12.1, Branch Assets shall be dealt with under the provisions of Rule 12.3.

- 12.3 The NEC shall have overall responsibility for winding up the affairs of a disbanding Branch (**Disbanding Branch**). All debts and liabilities incurred by or on behalf of the Disbanding Branch shall be discharged from Branch Assets and control of any remaining property, funds and assets of the Disbanding Branch shall, subject always to the provisions of rule 42, be divided between those Branches which Members of the Disbanding Branch (**Transferring Members**) join as members within 3 calendar months of the date of giving of notice to the NEC pursuant to Rule 12.1 (**Receiving Branches**). Such division shall be in proportion as nearly as may be (the decision of the NEC in this regard being final) to the number of Transferring Members joining each of the Receiving Branches as Members.

- 12.4 In the event of there being no Receiving Branch the property, funds and assets will be treated as NEC Funds to be dealt with under the provisions of Rule 16.

13 **NEC Meetings**

- 13.1 The NEC shall meet at least four times in every calendar year including a meeting on the eve of each Annual Conference.

- 13.2 Newly elected NEC members, elected by Regions in accordance with Article 24.1 to serve on the NEC following Annual Conference, will be invited to attend that Annual Conference and NEC Meeting held on the eve of that Annual Conference and their expenses in so doing will be met by funds held by the NEC.
- 13.3 At the NEC Meeting held on the eve of each Annual Conference, those members who will form the NEC post-Conference will elect from their number a chair and vice chair who will act as president and vice-president respectively and will, subject to Rule 13.4 each serve for a term of two years.
- 13.4 The NEC may remove a President or Vice President from office by a majority of at least two-thirds of the votes cast and, where this occurs or a President or Vice President is removed from the NEC pursuant to Article 24.7 or Article 27, the NEC shall as soon as possible elect a replacement who shall serve for the balance of the term being served by the person so removed.
- 13.5 The NEC may appoint sub-committees as it considers appropriate and the President and CEO will be ex-officio members of each sub- committee.

14 Appointment and supervision of staff

- 14.1 The NEC shall appoint a CEO, Deputy CEO, Financial Controller and such other staff as may be necessary for the administration of the Association. The duties and conditions of service of all staff shall be the responsibility of the NEC. The President shall be responsible for the supervision of the CEO. The CEO shall be responsible for the supervision of all other staff.
- 14.2 The CEO, Deputy CEO and Financial Controller shall be entitled to attend and to address Conference but are not entitled vote.

15 Budget in respect of centrally financed activity

The NEC will, no later than 30th June in each calendar year, prepare a budget detailing estimated expenditure and financial need in relation to all aspects of the activities of the Association financed from funds held by the NEC. The budget shall be presented in writing for information at the next Annual Conference.

16 Use of funds held by the NEC

Funds held by NEC may be used for any of the following purposes:

- 16.1 the meeting of any expenses incurred in connection with Association activities or professional services on questions of welfare, pensions, administration or policies of the Association;
- 16.2 the administrative expenses of the Association (but excluding the administrative expenses of individual Branches) including, but not limited to, the provision of office accommodation and equipment, the employment of staff and all general administrative costs;

- 16.3 the meeting of the expenses (subject to Rule 43) of members of the NEC and employees in carrying out their duties and functions and of other Members of the Association in carrying out duties and functions authorised by the NEC;
- 16.4 the meeting of any expenses incurred in connection with meetings of the NEC, employees, Annual Conferences, Extraordinary Conferences and other meetings arranged by the NEC;
- 16.5 the meeting of the cost of anything done or provided for the welfare or social benefit of Members of the Association;
- 16.6 the authorising of the purchase of a gift for any person, whether or not a Member of the Association, where, in the opinion of the NEC, the individual has made a valid or recognisable contribution to the Association or its Members;
- 16.7 the making of charitable and benevolent donations;
- 16.8 the investing of monies held by the NEC not immediately required in such manner as may from time to time be determined by the NEC and the holding of or dealing with any investment made

provided always, that no funds held by the NEC shall be used for any purpose which is inconsistent with the objectives of the Association as set out in Article 2.

17 **Additional income**

In addition to Precepts, the NEC may receive income from or generated by commercial activities of the NEC, sales of property and goods, donations, gifts, bequests, returns from investments or any other source, which does not contravene any provision of law.

18 **NEC bank accounts**

The NEC shall hold all the assets of the Association not held by Branches. The funds of the Association held by the NEC shall be banked and/or invested in the name of the National Association of Retired Police Officers.

19 **NEC responsibilities - Financial accounting and statements**

The NEC shall:

- 19.1 prepare or procure the preparation of financial statements for each Financial Year that give a true and fair view of the state of affairs of the Association and income and expenditure for that year;
- 19.2 in the preparation of those financial statements, select suitable accounting policies and apply them consistently, making judgments and estimates that are prudent and reasonable;
- 19.3 state the applicable accounting standards that have been followed and disclose and explain any material departures from those standards in the financial statements;

- 19.4 ensure that the financial statements are prepared on a going concern basis unless it is inappropriate to presume that the Association will continue as a going concern;
- 19.5 keep or procure the keeping of proper accounting records which disclose with reasonable accuracy at any point in time the financial position of the Association;
- 19.6 safeguard the Association's assets.

References to **Association** in this Rule do not include individual Branches so, for the avoidance of doubt and by way of illustration, the NEC shall not be responsible for keeping or procuring the keeping of proper accounting records in relation to individual Branches or for safeguarding assets held by individual Branches.

20 **NEC responsibilities – Assets**

The NEC may make investments or otherwise deal with the assets under its control in any way authorised by it and shall:

- 20.1 authorise payments in line with these Rules;
- 20.2 present the financial statements referred to in Rule 19.1 to Annual Conference;
- 20.3 place on deposit all funds received by the NEC except to the extent that they are required to meet current expenses or are insufficient for investment;
- 20.4 ensure that the assets under its control are used only towards promoting the objectives of the Association as set out in Article 2.

21 **NEC responsibilities – Financial controls**

The expenditure of the NEC shall be subject to the following provisions:

- 21.1 the NEC shall appoint not more than five signatories for banking purposes;
- 21.2 subject to Rule 21.3 and Rule 21.4 any transaction must be authorised by two signatories.
- 21.3 all payments exceeding such limit as may from time to time be determined by the NEC must be authorised in writing by any two of the President, the Vice President and the CEO.
- 21.4 The CEO may authorise any single item of expenditure up to the limit of his/her delegated authority as determined by the NEC from time to time. This limit shall not be circumvented by making a payment which is in excess of that limit by means of two or more separate payments each of which is within that limit.
- 21.5 The limit on virement levels between budget headings delegated to the CEO shall be as determined by the NEC from time to time.
- 21.6 The CEO shall advise the bank of any changes to the signatories.

21.7 Insurance policies covering dishonesty and lack of fidelity on the part of cheque signatories and those authorising payments shall (subject to being available at rates, which the NEC considers reasonable) be obtained and paid for from the funds under the control of the NEC.

22 **Audit of accounts**

22.1 The financial statements for each Financial Year prepared pursuant to Rule 19.1 must be audited by a professional accountant as soon as practicable after the end of the relevant Financial Year.

22.2 A professional accountant must be appointed by the NEC and must not be a Member of the Association.

23 **Borrowing powers**

23.1 The NEC may for the purposes of pursuing the objectives of the Association as set out in Article 2 borrow such amounts of money (either at one time or from time to time), at such rates of interest, in such form and manner and upon such security as the NEC sees fit.

23.2 The NEC may for the purposes of pursuing the objectives of the Association as set out in Article 2 buy, sell, exchange or take or grant leases of any real or personal property.

24 **Out of pocket expenses**

Subject to Rule 43 (where applicable) and the terms of any rules made from time to time in this regard at Conference, the NEC may pay out of pocket expenses to its employees and others undertaking activities on behalf of the Association.

25 **Inventory**

The NEC must keep an up-to-date inventory of all property and equipment purchased with the funds held by the NEC including details of its cost, date of purchase and, where it has been disposed of, details of sale price (if any) and date of disposal.

26 **Right to inspect books**

Any Member of the Association may examine the accounting records referred to in Rule 19.5 on giving the CEO not less than 14 clear days' notice in writing.

27 **Participation requirements**

27.1 The Delegates to Conference shall comprise the members of the NEC and the delegates nominated by Branches in accordance with this Rule 27.

27.2 To be entitled to take part in and contribute to the Annual Conference, each Branch must return the forms provided for this purpose duly completed to the CEO no later than 30th April in the year of the relevant Annual Conference. Such forms will provide for completion of information relating to:

- (a) the total number of Full Members of the Branch as at 31st December in the year prior to the relevant Annual Conference;

(b) the names of the Delegates nominated by the Branch; and

(c) motions for consideration at the Annual Conference including business under Rule 45.1.

27.3 To be entitled to take part in and contribute to an Extraordinary Conference, a Branch must notify the CEO in writing not less than 7 clear days before the relevant Extraordinary Conference of the names of the Delegates nominated by the Branch to be delegates to that Extraordinary Conference.

27.4 The maximum number of Delegates that a Branch may nominate for a Conference 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.

28 **Submission of motions**

Motions for consideration at the Annual Conference may be submitted by Branches or the NEC. Branches wishing to submit motions must send these signed by the chair and secretary of the Branch to the CEO no later than 30th April in the year of the relevant Annual Conference. Any Branch wishing to submit motions but sending insufficient Delegates to both propose and second the motion must also name the Delegates who will propose and second the motion at Annual Conference.

29 **Rejection of motions by the NEC**

The NEC may, at its discretion reject a motion if, in its opinion:

29.1 the wording of the motion is unclear or ambiguous;

29.2 the motion is inconsistent with the objectives of the Association as set out in Article 2;

29.3 the motion proposed does not seek to alter the existing policy, rules or regulations of the Association in any way;

29.4 the motion is mischievous;

29.5 the motion is concerned with more than one subject; or

29.6 the motion is the same as or substantially the same as a motion which has been debated at either of the previous two Annual Conferences and has either been carried or lost.

30 **Notification to Branches and Delegates**

The CEO shall, no later than 31st May in the year of the relevant Annual Conference, notify all Branches of:

30.1 details of all motions accepted by the NEC for consideration by Annual Conference; and

30.2 any motions rejected by the NEC (and, in such case, the notice shall also provide detailed reasons for rejection)

31 Amendments to motions

Amendments to motions accepted by the NEC for consideration by Annual Conference may be submitted by Branches or the NEC. Branches wishing to submit motions must send these signed by the chair and secretary of the Branch to the CEO no later than 30th June in the year of the relevant Annual Conference.

32 Time limits

The NEC shall reject all motions and amendments received after the final dates for receipt of motions and amendments set out in Rule 28 and Rule 31 above or (where applicable) such later dates notified to the Branches as such final dates by or on behalf of the NEC.

33 Discretion to admit motions or adjournments

Notwithstanding the provisions of Rule 32, the NEC may, at its discretion, admit to the Agenda, at any time prior to the commencement of the proceedings of the Annual Conference, motions in relation to matters of an urgent nature, which could not reasonably have been foreseen at the final date for receipt of motions.

34 Agenda

The CEO shall, no later than 21 clear days before the date of commencement of Conference, send to each Branch a copy of the Conference Agenda for each Delegate nominated by that Branch.

35 Stewards

At each Conference, stewards who shall be sufficient in number shall be provided (where possible by the host Branch) to:

35.1 take the roll call referred to in Rule 36;

35.2 ensure that any observers (other than previously notified carers) are seated separately from Delegates; and

35.3 ensure that the chair of Conference's directions are complied with.

No steward shall be entitled to address Conference or to vote unless he/she is also a duly appointed Delegate.

36 Roll call

The roll of Delegates to each Conference shall be prepared by the CEO and such roll shall be used by the stewards each time the Delegates assemble during the Conference as the case may be.

37 Observers

Observers may attend Conference but they are to be seated separately from Delegates (other than previously notified carers) and are not entitled to address Conference or to vote.

38 Scrutineers

Each Region shall at the meeting held in accordance with Article 42.2 elect one Full Member of a Branch in that Region as a scrutineer to supervise the voting at Conference. Members of and candidates for election to the NEC may not act as scrutineers.

39 Regulations for Conference

39.1 The NEC may from time to time make such regulations as it may think fit for the regulation of business at Conference. Any regulations so made shall be notified to Branches by means of a Branch Circular.

39.2 Any such regulation shall not be made without giving prior notice to each of the Branches by a Branch Circular and any changes shall not take effect until the twenty first day after the date of the relevant Branch Circular.

39.3 If any objection to the proposed regulation is received within 14 clear days of the date of posting of such Branch Circular, the change shall not take effect unless and until passed at Annual Conference pursuant to Rule 45.

40 Voting

Voting on motions shall be by show of Delegate voting cards unless the Conference determines otherwise. Each Delegate shall have one vote and, save where expressly provided otherwise in the Articles or these Rules, motions shall be passed by a simple majority of those voting. Notwithstanding any other provision of the Articles or these Rules and that they are Delegates, the members of the NEC shall be entitled to address any motion they are proposing or seconding on behalf of the NEC and address any other motion on behalf of the NEC but shall not be entitled to vote, save that in the case of equality of votes on any motion, the chair of Conference shall have a casting vote.

41 Written report and accounts

The NEC shall present a written report of its work during the year prior to the relevant Annual Conference and the audited financial statements prepared pursuant to Rule 19.1 for the most recently ended Financial Year.

42 Assets

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 the Articles or these Rules.

43 Expenses

The expenses incurred by any Member of the Association in carrying out duties and functions authorised by a Branch Committee shall be met from the funds of the relevant Branch. The

expenses incurred by Members of the Association in carrying out duties and functions authorised by the NEC shall be met from the funds held by the NEC. Subject to Rule 43.3, all claims for reimbursement of such expenses incurred by Members of the Association (whether made to a Branch or the NEC) shall be subject to the following provisions:

- 43.1 expenses incurred in relation to accommodation, refreshment and travel will only be reimbursed to the extent that they are necessary, reasonable and additional to expenses that the Member would otherwise have incurred.
- 43.2 Without prejudice to Rule 43.1, expenses incurred in relation to travel will only be reimbursed to the extent that they are:
 - (a) the actual cost of the most economical train, coach or air fare; or
 - (b) a mileage allowance at a rate not exceeding HMRC's current published authorised mileage rates applicable to business miles for cars and vans.
- 43.3 Where a member is also an employee of the Association and the expenses which are the subject of the relevant claim for reimbursement were incurred in carrying out his/her duties as an employee of the Association, the provisions of his/her contract of employment relating to reimbursement of expenses shall apply to the extent they are inconsistent with the provisions of this Rule 43.
- 43.4 Reimbursement of expenses is subject to production of VAT receipts or other appropriate evidence of payment.

44 **Interpretation of rules**

- 44.1 The NEC is the sole authority for the interpretation of these Rules and shall report such decisions by way of Branch Circular and to the next Annual Conference.
- 44.2 The decision of the NEC upon any question of interpretation or upon any matter affecting the Association and not provided for by these Rules is final and binding on the members.
- 44.3 The NEC has no power to amend these Rules save as provided for in Rule 45.4.
- 44.4 In cases of extreme situations or emergency, the NEC may temporarily suspend a relevant Rule or Rules but only for as long as is necessary for such situation to return to normal. All such suspensions will be immediately notified to Branches.

45 **Amendment of Rules**

- 45.1 These Rules may be added to, repealed or amended by a resolution passed at Annual Conference. Written notice of any proposals by Branches for additions, repeals or amendments which must include the exact wording of any proposed additions or amendments must be given to reach the CEO no later than 30th April in the calendar year of the Annual Conference at which they are to be considered.

- 45.2 These Rules may also be added to, repealed or amended by a resolution passed at an Extraordinary Conference convened for that purpose under the provisions of Article 30.
- 45.3 Any addition, repeal or amendment under Rule 45.1 or Rule 45.2 shall only be passed by a majority of at least two-thirds of the Delegates voting on it. Any such addition, repeal or amendment, which is passed, shall take effect immediately unless it relates to financial matters in which case it will take effect from 1st January in the following calendar year.
- 45.4 The NEC may make administrative changes to these Rules without bringing the matter before Conference. Any such changes shall not be made without giving prior notice to each of the Branches and if any objection to the proposed changes is received within 60 clear days of the date of posting of such notice, the change shall not take effect unless and until passed at Annual Conference pursuant to Rule 45.1.