

No. 6417056

**COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
THE ASSOCIATION OF COUNCIL SECRETARIES AND SOLICITORS**

Incorporated the 2 November 2007

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE ASSOCIATION OF COUNCIL SECRETARIES AND SOLICITORS

1. The name of the Company is "THE ASSOCIATION OF COUNCIL SECRETARIES AND SOLICITORS" (the "**Association**").
2. The Registered Office of the Association will be situated in England.
3. The objects for which the Association is established are:-
 - 3.1 To acquire and take over all the assets and liabilities of the unincorporated body known as "the Association of Council Secretaries and Solicitors";
 - 3.2 To promote the role and practice of senior managers responsible for the legal, democratic and governance functions in local authorities and public sector organisations in the UK;
 - 3.3 To promote the role of the statutory monitoring officer appointed by local authorities under Section 4 of the Local Government and Housing Act 1989;
 - 3.4 To make submissions to government relating to the working of legislation and government requirements affecting local authorities and other public sector organisations in the UK and to respond to proposals for new or revised legislation relating to the role and functions of such local authorities and public sector organisations;
 - 3.5 To promote best practice in the provision and application of legal, democratic and governance functions in local authorities and public sector organisations in the UK;
 - 3.6 To establish links with Solicitors in Local Government Limited and bodies with the same or similar objects as the Association and/or bodies having professional links and/or connection with or involvement in local government and/or the public sector;
 - 3.7 To have such proprietary and/or management and/or other interests (including non-exhaustively) holding shares or other securities in and/or acting as and/or appointing directors of such bodies having objects compatible with or related to the objects of the Association as the Association thinks fit;
 - 3.8 To establish links with government and other public bodies including the Standards Board for England;
 - 3.9 Either acting on its own or in partnership with others to promote the provision of training and professional development for the benefit of its Members;
 - 3.10 To establish relationships with managers employed by local authorities and public sector organisations outside the UK;
 - 3.11 To provide and/or to procure advice and services to and on behalf of its Members;

- 3.12 To supply and/or procure services and carry on any activity undertaken by an organisation with these or similar objects;
4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:-
- 4.1 To create networks and other communication channels for the co-ordination of activity and dissemination of information;
- 4.2 To make representations, provide information or carry out any public relations or communications activity appropriate to pursue the Objects.
- 4.3 To obtain grants from any source for the purposes of the Association and to carry out the terms of any such grants.
- 4.4 To supply services of all kinds and to carry on any activity normally undertaken by an organisation with these or similar objects.
- 4.5 To do all such things as shall seem to be in the best interests of the Company, its Members, its subscribers or other users of the Association's services or calculated directly or indirectly to enhance the value of or render more profitable any of the Association's property.
- 4.6 To rent, purchase or by other means acquire any freehold, leasehold or other real property for any estate or interests whatever, and any rights, licences, privileges, or easements over or in respect of any such property, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 4.7 To purchase or otherwise acquire for any estate or interests any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Association, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 4.8 To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary for the Association's business.
- 4.9 To improve, manage, cultivate, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Association.
- 4.10 To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal with or use any letters, patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid.
- 4.11 To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid or in connection with any such letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid.
- 4.12 To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Association or the interests of its Members.
- 4.13 To invest any moneys of the Association not for the time being required for the general purposes of the Association in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments.
- 4.14 To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing) the giving of collateral security for any guarantee by the Association or for any obligation of the Association's holding company (if any) or any subsidiary of the Association or of such holding company or any company otherwise associated with the Association in business, to mortgage or charge the undertaking and all or any part of the property and rights of the Association, present or after acquired, including uncalled

- capital, and to create and issue redeemable debentures or debenture stock bonds or other obligations.
- 4.15 To lend and advance money or give credit to any person, firm or company and, whether or not the Association receives any consideration or advantage from doing so, to guarantee or give indemnities for (or by both such means) the payment of moneys secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds mortgages, charges, securities, obligations and contracts of any company whether British, Commonwealth or foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) the Association's holding company (if any) or any subsidiary of the Association or of such holding company or any company otherwise associated with the Association in business.
- 4.16 To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any person, firm or company carrying on or proposing to carry on any business or operation within the objects of the Association, and to assist any such person, firm or company.
- 4.17 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable transferable or mercantile instruments, or to purchase or guarantee the same.
- 4.18 To apply for, promote, and obtain any Act of Parliament, or other licence, permission or authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Association's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Association's objects or any of them.
- 4.19 To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks and securities of any company.
- 4.20 To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Association through or by means of agents, brokers, sub-contractors or others.
- 4.21 To remunerate any persons, firm or company rendering services to the Association, whether by cash payment or otherwise; to grant pensions or gratuities to and establish any contributory or non-contributory pension or superannuation fund for the benefit of any present or former Directors, officers or employees of the Association or the Association's holding company (if any), the predecessors in business of, or any subsidiary or associated company of, or business acquired by, the Association or such holding company or the relations, connections or dependants of any such persons; and to establish or support companies, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- 4.22 To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Association, or to contract with any person, firm or company to pay the same; and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures, debenture stock or securities of the Association
- 4.23 To procure the registration of the Association in or under the laws of any territory or jurisdiction.
- 4.24 To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Association, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Association or the interests of its Members or subscribers.
- 4.25 To insure any of the property or assets of the Association against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Association, or on the lives of any other persons in whom the Association may have an insurable interest.

- 4.26 To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Association for such consideration as the Association may think fit, and in particular for shares, debentures, debenture stock, or securities of any other organisation.
- 4.27 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects of any of them.
5. The income and property of the Association shall be applied solely towards the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Association **PROVIDED THAT** nothing shall prevent the Association from making payment in good faith at a reasonable proper rate to any Member, officer or servant of the Association in respect of remuneration for services rendered, interest on moneys lent, rent for premises demised or reimbursement of out-of-pocket expenses.
6. The liability of the Members is limited.
7. Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Association's debtors and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other body or bodies, having objects similar to the Objects, chosen by the Members of the Association at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum.

NAME AND ADDRESS OF SUBSCRIBER

PINSENT MASONS DIRECTOR LIMITED

1 Park Row
Leeds
LS1 5AB

Corporate Subscriber

By P J WOOD Director

Dated 30 October 2007

Witness to the above signature:-

M K AGER
1 Park Row
Leeds
LS1 5AB

No. 6417056

**COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

THE ASSOCIATION OF COUNCIL SECRETARIES AND SOLICITORS



Pinsent Masons

1. **INTERPRETATION**

1.1 In these articles:-

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"Associate Member"	means a Member as defined in article 2.2.3
"the Association"	means the company intended to be regulated by these articles
"the Articles"	means the Articles of Association of the Association from time to time in force
"Branch"	A Branch is an unincorporated association established under article 7.3 of those Members of the Association in the Branch areas in England and Wales described in article 7.3 or as decided by the Council from time to time and approved by the membership at a General Meeting
"Chair" or "chair"	means the President or the chair of the meeting in question for the time being if not the President
"Clear Days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Corporate Member"	has the meaning given to it by article 2.4
"the Council"	means the board of directors of the Association
"Executed"	includes any mode of execution
"In Writing"	means any visible means of communicating words including electronic means of communication
"Member"	means a person admitted to membership of the Association in accordance with article 2.
"Life Member"	has the meaning given to it by article 2.3
"the Memorandum"	means the memorandum of association of the Association from time to time in force
"Office"	means the registered office of the Association
"Past Service Member"	has the meaning given to it by article 2.2
"Portfolio Holder"	means those directors who are given such status in accordance with article 7.6
"President"	means the chairman of the Council
"the Seal"	means the common seal of the Association
"Secretary"	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy

secretary

"the United Kingdom"

means Great Britain and Northern Ireland

1.2 Unless the context otherwise requires, words importing:-

1.2.1 the masculine gender only shall include feminine gender;

1.2.2 the singular only shall include the plural number and vice versa;

1.2.3 persons shall include corporations.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as the Act.

2. **MEMBERS**

2.1 The subscribers to the memorandum of association of the Association and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Association. Subject to the remaining provisions of these Articles the following persons shall be eligible to become Members of the Association:-

2.1.1 managers with corporate governance responsibility, ie legal, administrative, democratic, corporate governance, scrutiny and standards functions of:-

(a) a principal Authority in England or Wales;

(b) a joint Authority or residual body;

(c) a passenger transport authority or executive;

(d) a probation board;

(e) a police authority;

(f) a development corporation;

(g) a local authority association;

(h) a fire and civil defence authority;

(i) a National Park Authority;

(j) any other association, company, organisation or body exercising functions or responsibilities relevant to or for the benefit of Local Government or local authorities in any part of England or Wales which the Council may from time to time approve for the purpose of this clause.

2.1.2 Monitoring Officers and their deputies.

2.1.3 Such other Members or categories of Members as the Council may at any time admit in accordance with rules made under article 21.

Past Service Members

2.2 The Council may admit Past Service Members to membership of the Association.

PROVIDED that:

- 2.2.1 the Association may decline to accept an application for, or rescind an existing past service membership in respect of such an individual who is employed in private practice and in respect of whom, in the opinion of the Council, an unacceptable conflict of interest would arise;
- 2.2.2 Past Service Members shall not, except with the consent of the Council, be eligible for election to the Council under Article 8.
- 2.2.3 Any Past Service Member who is in any form of full time employment shall be classified as an Associate Member and in addition to the restrictions referred to in this article 2.2 shall
 - (a) be liable to pay the full rate of subscription; and
 - (b) maintain confidentiality concerning any information gained through membership of the Association

Life Members

- 2.3
 - 2.3.1 The Council may admit Life Members to membership.
 - 2.3.2 Life Membership shall be free of charge.
 - 2.3.3 Life Members shall be entitled to attend the Annual Conference and Dinner of the Association (on payment of the appropriate fee) and a General Meeting, but shall have no right to vote and shall have no other rights whatsoever.

Corporate Members

- 2.4 The Council may, on payment of an annual subscription to be determined by the Council, admit as Corporate Members of the Association any organisation which has compatible objects to those of the Association and the members of that organisation shall have the same rights and privileges as Past Service Members of the Association.

Applications for Membership

- 2.5 Every person who wishes to become a Member shall deliver to the Association an application for membership in such form as the Council require signed by him. Membership applications (including any question as to the eligibility of any person to be a Member) shall be determined by the Council in accordance with such rules (if any) as the Council may determine from time to time.

Resignation from Membership

- 2.6 A Member may at any time resign from the Association by giving at least seven clear days' notice to the Association lodged at the Office provided that after such withdrawal the number of Members remaining is not less than two. Membership shall not be transferable.

Cessation

- 2.7 A Member shall cease to be a Member of the Association if:
 - 2.7.1 they die;
 - 2.7.2 they fail to pay any subscription fee which may be payable;
 - 2.7.3 the Council resolves, by a majority of three-quarters of their number present and voting, to expel a Member.

3. **GENERAL MEETINGS**

- 3.1 The Council may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall comply with their obligations under the Act to forthwith proceed to convene a general meeting for a date which is in any case not later than seven weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Directors or any Member of the Association may call a general meeting.

4. **NOTICE OF GENERAL MEETINGS**

- 4.1 An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

4.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and

4.1.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Members and to the Directors and auditors.

- 4.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a member organisation, shall constitute a quorum, but if and so long as the Association has less than ten Members the quorum for a General Meeting shall be all the Members of the Association.

- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

- 5.3 The President, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the President nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he shall be chair.

- 5.4 The President may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 5.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

5.5.1 by the chair; or

- 5.5.2 by at least two persons having the right to vote at the meeting; or
- 5.5.3 by a person or persons representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 5.6 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.7 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.8 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.9 In the case of an equality of votes, whether on a show of hands or on a poll, the President shall be entitled to a casting vote in addition to any other vote he may have.
- 5.10 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.11 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.12 Any Member may give notice in writing to the Council, 28 days before a meeting of the Association, of their intention to propose a resolution or raise a question at the meeting. Such resolution or question shall be included on the agenda for the meeting.

6. VOTES OF MEMBERS

- 6.1 Subject to the provisions of these articles and any rules made under Article 21 every Member shall have one vote.
- 6.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 6.3 Any organisation which is a Member of the Association may by resolution of its board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member of the Association.

7. DIRECTORS

- 7.1 The first Directors shall be those named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed in accordance with the Articles and with the bye-laws.
- 7.2 Unless otherwise determined by the bye-laws the Members of the Council shall be the Directors and shall comprise:-

- 7.2.1 The President;
 - 7.2.2 The First Vice President;
 - 7.2.3 The Second Vice President;
 - 7.2.4 The Third Vice President;
 - 7.2.5 The Treasurer;
 - 7.2.6 The Communications Officer;
 - 7.2.7 The Solicitor;
 - 7.2.8 Up to six Portfolio Holders;
 - 7.2.9 The immediate Past President;
 - 7.2.10 Past Presidents from the preceding three years;
 - 7.2.11 A representative nominated by Solicitors in Local Government Limited;
 - 7.2.12 Branch representatives appointed in accordance with article 7.3.
- 7.3 There shall be established a Branch of the Association for each of the areas detailed below and each Branch shall consist of Members of the Association in each relevant area. Each of the Branches shall be entitled to appoint one representative from among their membership to be a member of the Council and to remove the individual so appointed. The branches and their respective areas are as follows:
- 7.3.1 London – Greater London Area;
 - 7.3.2 South East – the Counties of East Sussex, Kent, Surrey, West Sussex;
 - 7.3.3 North Western – the Counties of Cheshire, Cumbria, Greater Manchester, Lancashire, Merseyside
 - 7.3.4 North Eastern – the Counties of Cleveland, Durham, Humberside, Northumberland, North Yorkshire, South Yorkshire, Tyne and Wear, West Yorkshire;
 - 7.3.5 East Midlands – the Counties of Derbyshire, Leicestershire, Lincolnshire, Northamptonshire, Nottinghamshire, Rutland;
 - 7.3.6 West Midlands – the Counties of Herefordshire, Shropshire, Staffordshire, Warwickshire, West Midlands, Worcestershire;
 - 7.3.7 Eastern – the Counties of Bedfordshire, Cambridgeshire, Essex, Hertfordshire, Norfolk, Suffolk;
 - 7.3.8 Southern – the Counties of Berkshire, Buckinghamshire, Dorset, Hampshire, Isle of Wight, Oxfordshire, Wiltshire;
 - 7.3.9 South Western – the Counties of Avon, Cornwall, Devon, Gloucestershire, Somerset;
 - 7.3.10 Wales.
- 7.4 The appointment of Branch representative directors shall be made in accordance with the rules of any Branch in force from time to time and which relate to the election or removal of representatives to the Council. Each appointment or removal shall be in writing on behalf of the relevant Branch and shall be delivered to the Office of the Association. Each Branch may exercise these powers to ensure seamless continuity of representation at the Council.

7.5 A Branch of the Association is responsible for its own constitution, operation and assets provided always that these are at all times consistent with and designed to promote the objects of the Association. The Association may regulate the operation of Branches in any way it reasonably thinks fit and in particular may make rules for this purpose.

7.6 The Portfolio Holders:

7.6.1 Shall lead the work of the Association in areas of work to be defined by the Council, subject to any direction as to matters to be referred to the Council for comments or decision.

7.6.2 Shall consult such Members of the Association as may be nominated by Branches or the President to assist in those areas of work.

7.6.3 May act by meeting other Members of the Association, or virtually through electronic communication.

7.6.4 Shall submit annually to the Council an outline of the topics of work foreseeable for the forthcoming year and proposals for end dates for finite pieces of work.

8. **ANNUAL APPOINTMENTS**

8.1 The President shall be elected at each Annual General Meeting. The First Vice President shall, subject to paragraph 8.8, stand nominated for election as President and no other nominations shall be permitted.

8.2 The First Vice President shall be elected at each Annual General Meeting. The Second Vice President shall, subject to paragraph 8.9, stand nominated for election as First Vice President and no other nominations shall be permitted.

8.3 The Second Vice President shall be elected at each Annual General Meeting. The Third Vice President shall, subject to paragraph 8.10, stand nominated for election as Second Vice President and no other nominations shall be permitted.

8.4 The first Annual General Meeting of the Association shall determine the persons to be the First Vice President, the Second Vice President and such persons shall be nominated in accordance with the rules established under article 21.

8.5 The Third Vice President, the Treasurer, the Solicitor, the Communications Officer and up to six Portfolio Holders shall be elected by the Members of the Association at each Annual General Meeting. Provided that no election shall be held for any given post if only one candidate stands nominated for that post at the close of nominations.

8.6 Candidates for office to be elected in accordance with paragraph 8.5 above shall be nominated by a Member of the Association. Nominations shall be made to the Council not less than six weeks prior to the Annual General Meeting of the Association provided that if a person nominated as Third Vice President becomes automatically nominated as Second Vice President under paragraph 8.15 below the Annual General Meeting may elect the Third Vice President following nomination and election at the Annual General Meeting.

8.7 The officers elected in accordance with paragraph 8.5 above shall hold office from the Annual General Meeting at which they are elected until the next Annual General Meeting and shall be eligible for re-election.

8.8 In the event of a casual vacancy in the office of the President, the First Vice President shall hold office as President until the next Annual General Meeting and shall at that meeting stand nominated for election as the President.

8.9 In the event of a casual vacancy in the office of the First Vice President, the Second Vice President shall hold office as First Vice President until the next Annual General Meeting and shall at that meeting stand nominated for election as the First Vice President.

- 8.10 In the event of a casual vacancy in the office of the Second Vice President, the Third Vice President shall hold office as Second Vice President until the next Annual General Meeting and shall at that meeting stand nominated for election as the Second Vice President.
- 8.11 A casual vacancy of a director, other than a casual vacancy arising under paragraphs 8.8, 8.9 and 8.10 above, may be filled by the Council. Such director shall automatically stand down at the following Annual General Meeting but shall be eligible for election as a director at that meeting.
- 8.12 The Council may, by a three quarters majority of those present and voting, remove any officers of the Association.
- 8.13 The Council may, at any time, with the agreement of each Vice President, provide for any Vice President to be nominated at the Annual General Meeting for the office of President or a Vice President in place of the Vice President who would have been subject to automatic nomination under paragraphs 8.1, 8.2 or 8.3 above.
- 8.14 In the event of the First Vice President not wishing to be subject to automatic nomination under paragraph 8.1 above the Second Vice President shall automatically stand nominated in the place of the First Vice President.
- 8.15 In the event of the Second Vice President not wishing to be subject to automatic nomination under paragraph 8.2 above the Third Vice President shall automatically stand nominated in the place of the Second Vice President and the person nominated as the Third Vice president shall automatically stand nominated as the Second Vice President.

9. **ALTERNATE DIRECTORS**

- 9.1 By accepting appointment as a Director, a person accepts certain responsibilities and authority which are personal to himself or herself and may not be delegated and which continue even in his or her absence from a particular meeting. Every Director should therefore make every effort to attend every meeting of the Council.
- 9.2 Branch representatives in accordance with Article 7.3 and the representative nominated by Solicitors in Local Government Limited in accordance with Article 7.2.11 may appoint a specifically named alternate director to attend any meeting of the Council. No other director shall be entitled to appoint an alternate.
- 9.3 An alternate director shall be entitled to receive notice of and attend all meetings of Directors and all meetings of committees of Directors of which his appointor is a member. If the appointor is present at any meeting the alternate shall not be entitled to vote nor be counted in a quorum in place of the Director appointing him/her at such meeting and shall not be entitled to receive any remuneration from the Association for his services as an alternate Director. However, the alternate may otherwise participate in any such meeting but not as a director. It shall not be necessary to give notice of a meeting to an alternate Director who is absent from the United Kingdom.
- 9.4 An alternate director shall cease to be an alternate director if his/her appointor ceases to be a Director.
- 9.5 Any appointment or removal of an alternate director shall be by notice to the Association signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 9.6 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his/her own acts and defaults and he/she shall not be deemed to be the agent of the appointing Director.

10. **POWERS OF DIRECTORS**

- 10.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the Directors meeting in Council who may exercise all the powers of the Association. No alteration of the membership or the articles shall invalidate any prior act of the Directors which would have been valid if that

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

- 10.2 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all of his/her powers.

11. **REMOVAL OF DIRECTORS**

- 11.1 Without prejudice to the powers of the Association under section 303 of the Act to remove a Director by ordinary resolution, Members for the time being entitled to exercise more than one half of the votes at a general meeting of the Association shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Members making the same.

- 11.2 A Director shall cease to hold office if he/she:-

11.2.1 ceases to be a Director by virtue of any provision in the Act (or any statutory re-enactment or modification of that provision); or is otherwise prohibited by law from being a Director;

11.2.2 becomes bankrupt or makes any arrangement or composition with his creditors generally;

11.2.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

11.2.4 resigns his office by notice to the Association (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or

11.2.5 is absent without the permission of the Directors from three consecutive Meetings of the Council and the Directors resolve that his office be vacated.

12. **DIRECTORS' EXPENSES**

- 12.1 The Directors (including the President and the Vice Presidents) shall be entitled to be paid all reasonable out-of-pocket expenses properly incurred by them in connection with the discharge of their duties in accordance with the scheme established under the Rules pursuant to clause 21.1.5.

13. **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 13.1 Subject to the provisions of the Act the Directors meeting in Council may delegate any of their powers to one or more of their number and may appoint one or more of their number to any executive office under the Association. Any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he/she ceases to be a Director.

- 13.2 No Director is entitled to be present and shall not vote when his or her terms of service are being discussed but Directors may vote upon benefits which are provided jointly for all Directors including the provision of insurance.

- 13.3 Any Director (or any firm or company of which the Director is a member or employee) may enter into a contract with the Association to supply goods or services outside the scope of the ordinary duties of the Director in return for a payment or material benefit but only if:-

13.3.1 the goods or services are actually required by the Association;

13.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services in question.

13.4 Whenever a Director has an interest whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the Council or a committee the Director concerned must disclose the existence and nature of that interest. It shall be for the chair of the meeting to decide whether a Director shall be entitled to vote upon a matter in which he or she has a non-pecuniary interest. A Director shall not vote upon a matter in which he or she has a pecuniary interest and, at the discretion of the chair, may be required to leave the meeting while such a matter is under discussion. A person shall not act as a chair of a meeting during discussion of a matter in which he or she has an interest.

14. **PROCEEDINGS OF DIRECTORS**

14.1 Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a Director shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

14.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be seven. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies.

14.3 All acts done by a meeting of the Council, or of a committee of Directors or by a person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Directors or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

14.4 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

14.5 Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Council may participate in any vote at a meeting of the Council or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting.

14.6 The Council may delegate any of their powers to a single director or any committee comprising no less than two directors.

14.7 In the case of urgency and where it is not practicable to convene a meeting of the Council the powers of the Council may be exercised by the President, First Vice President, Second Vice President, Third Vice President, Communications Officer, Treasurer and Solicitor two or more of whom may act as committee of the Council provided that

14.7.1 no decision shall be made or action taken which is contrary to any expressed policy of the Council or Association; and

14.7.2 details of all matters decided and action taken under this article 14.7 shall be reported to the other members of the Council as soon as reasonably practicable

15. **SECRETARY**

15.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

16. **MINUTES**

16.1 The Directors shall keep minutes in books kept for the purpose:-

16.1.1 of all appointments of officers made by the Directors; and

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

17. **THE SEAL**

17.1 The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

18. **ACCOUNTS**

18.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

19. **NOTICES**

19.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

19.2 The Association may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.

19.3 A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

19.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

19.5 Documents required by the Articles to be delivered to or by the Association may be delivered electronically or by any other data transmission process. Such documents include but are not limited to notices of meetings and annual reports and accounts. The Directors may decide which documents may be delivered electronically and may make rules to regulate electronic delivery and no documents will be sent electronically without the consent of the recipient.

20. **INDEMNITY**

20.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he/she may otherwise be entitled, every Director, alternate Director, Secretary, auditor or other officer or employee of the Association shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses, damages and liabilities which he/she may sustain or incur in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/he as an officer or employee of the Association in which judgement is given in his/her favour or in which he/she is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his/her part or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

20.2 The Directors may exercise all the powers of the Association to purchase and maintain for any Director, auditor or other officer (including former Directors and other officers) or any other person

insurance against liability for negligence, default, breach of duty or breach of trust or any other liability which may be lawfully insured against.

21. **RULES**

21.1 Subject to these Articles the Council, by a simple majority of all the Directors in office at the time, may from time to time make and may vary such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:-

21.1.1 the admission and classification of Members of the Association, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated;

21.1.2 procedures for nominating, selecting and replacing Directors;

21.1.3 the conduct of Members of the Association in relation to one another, and to the Association's employees or officers;

21.1.4 the procedure at Council meetings, general meetings and meetings of the directors and committees of the Directors insofar as such procedure is not regulated by the Articles;

21.1.5 the payment of out of pocket expenses of directors pursuant to clause 12.1.

21.1.6 generally, all such matters as are commonly the subject matter of Association rules;

21.1.7 the Association in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Association all such rules or bye-laws, which shall be binding on all Members of the Association provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything in, the Memorandum or the Articles.

NAME AND ADDRESS OF SUBSCRIBER

PINSENT MASONS DIRECTOR LIMITED

1 Park Row
Leeds
LS1 5AB

Corporate Subscriber

By P J WOOD Director

Dated 30 October 2007

Witness to the above signature:-

M K AGER
1 Park Row
Leeds
LS1 5AB