

Extraordinary General Meeting of the Association

14 November 2019

Special Resolution: Memorandum and Articles of Association

Background

In 2018 Social Work Scotland's directors agreed that there should be an organisational review. Following feedback from members and officers it was acknowledged that, four years after the transition from ADSW to Social Work Scotland, it was time for a comprehensive look at the organisation's operational and governance structures, to assess whether they were fit for purpose.

At a meeting on 18 January 2019 directors approved specific approaches to the review of Social Work Scotland's: (1) Purpose; (2) Governance; (3) Membership; (4) Corporate Status; (5) Budget / Business Model. It was agreed that the topics of Purpose, Governance and Membership would be considered initially by the Executive Committee, with all members consulted on recommendations for change, before final proposals be put to an Extraordinary General Meeting. The organisation's options around Corporate Status (i.e. adoption of charitable status) and Budget / Business model would be worked on by SWS officers, with recommendations put to directors for approval.

On 18 March the Executive Committee met for an all-day 'Organisational Review' session, facilitated by the Kinharvie Institute. The topics of Purpose, Governance and Membership were discussed, and recommendations agreed. These recommendations were presented for review at the Annual General Meeting of 17 May 2019.¹ Members at the AGM approved the direction of travel, and gave assent for the proposals to be put to all members for consultation.

An online consultation was launched at the Social Work Scotland Conference 2019 (mid-June) and ran until end-August 2019. In addition, organisational review sessions were held with various Standing Committees and Sub-Groups, and one-to-one discussions with members, directors and partners.

¹ Proposals presented at the Social Work Scotland AGM 2019;
[\[https://socialworkscotland.org/event/social-work-scotland-annual-general-meeting-2019/\]](https://socialworkscotland.org/event/social-work-scotland-annual-general-meeting-2019/)

On 20 September 2019 'Organisational Review – Final Proposals' were approved by Social Work Scotland's directors. These included changes to the Association's mission statement, objectives, governance structures and membership criteria.

The extent and scale of these changes requires a comprehensive revision of the Association's Memorandum and Articles of Association (i.e. the organisation's 'constitution'). This special resolution presents the revised Memorandum and Articles ('the Articles') for approval by members.

Overview of key changes to the Articles

To facilitate the implementation of reforms identified and approved by the Association's directors, the revised Articles include a number of important changes, including:

- Changes to the Association's 'objects' (i.e. our strategic objectives) – article 5, page 2.
- Changes to the Membership Categories – article 11, page 5.
- Changes to the running of General Meetings, increasing the number of members required for quorate (article 43, page 9) and introducing the option of polling members (article 46, page 9).
- Renaming the 'President' to the 'Convener' (article 51(a), page 11).
- Introducing four Non-Executive Directors (article 51(i), page 11).
- Removing the Executive Committee and Office Bearer's Committee and replacing with a Board (Part 5, page 17 – 20).
- Introducing a Workforce and Resources Standing Committee (article 102(d), page 19).
- Changes to the membership and management of Standing Committees (articles 102 – 112, pages 19 – 20).

Special Resolution

Members are asked to:

- a) Review the proposed Memorandum and Articles of Association, set out in the pages below.
- b) Approve the adoption of the proposed Memorandum and Articles of Association, which will entirely replace the company's current Articles of Association (as were agreed October 2016).

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

SOCIAL WORK SCOTLAND LTD

(hereinafter referred to as "the Association")

This entirely replaces any previous memorandum and articles of association

PART 1: INTRODUCTION

INTERPRETATION

1. In these articles, unless the context requires otherwise: –

“Annual Subscription” means the fee for a Membership year as determined by the Board, payable by Members.

“the Association” means Social Work Scotland Ltd, a not-for-profit, voluntary organisation, legally constituted as a private company limited by guarantee.

“the Board” means the Board of Directors.

“Companies Acts” means the Companies Act as defined in section 2 of the Companies Act 2006, in so far as they apply to the Association. Any reference to a specific provision within the Companies Act shall be taken to include any statutory modification or re-enactment of that provision which is in force.

“the Company” means Social Work Scotland Ltd.

“Director” means any of the office bearers or non-executive directors listed in article 51.

“General Meeting” means a meeting of the members of the Association.

“Member” and “Membership” refers to individuals and organisations who have been admitted to membership of the Association under article 11 and who have subscribed to the Association’s memorandum of association.

“Membership Year” means the 12 month period prescribed by the Board.

"Property" means any property, heritable or moveable, real or personal, wherever situated

2. In these articles, unless the context requires others: –
 - 2.1. References to the singular shall be deemed to include the plural and vice-versa.
 - 2.2. References to the masculine shall include the feminine and no set gender, and vice-versa.
 - 2.3. References to “organisations” include corporate bodies and public bodies.
 - 2.4. Headings are not to affect the interpretation of the Articles.

NAME AND LOCATION

3. The name of the Association is Social Work Scotland Ltd (“Social Work Scotland”)
4. The Association’s registered office is to be situated in Scotland.

OBJECTS

5. The Association’s objects are to: -
 - (a) Pursue social justice, human rights and equality for all of Scotland’s citizens
 - (b) Promote the unique role, value and contribution of social work
 - (c) Articulate the expertise and insight of social work managers

- (d) Inform the development and implementation of policy, at national and local levels
- (e) Support high-quality and effective leadership within social work and social care
- (f) Champion research and evidence as the basis of policy and practice
- (g) Facilitate collaboration and practice improvement among social work and social care providers.
- (h) Shape the direction and development of social work in Scotland

POWERS

6. The Association may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular has powers:-
- 6.1. To employ staff or engage consultants and advisers on such terms as the Board thinks fit.
 - 6.2. To recruit and manage voluntary workers, including paying their reasonable expenses.
 - 6.3. To purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges.
 - 6.4. To sell, lease, license, exchange, dispose of or otherwise deal with property.
 - 6.5. To provide accommodation for any other voluntary (not-for-profit) organisation, on such terms as the Board decides.
 - 6.6. To borrow and give security for loans.
 - 6.7. To make grants, donations or loans, to give guarantees and to give security for those guarantees.
 - 6.8. To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Association.
 - 6.9. To accumulate reserves, setting aside funds for special purposes or against future expenditure.
 - 6.10. To effect insurance against risks of all kinds.

- 6.11. To commission, conduct and promote research, and publish the results of it.
- 6.12. To cooperate or join with any organisation in any location, exchanging information and advice and undertaking joint activities, in pursuance of the Association's objects.
- 6.13. To enter into arrangements with government and government agencies which may be advantageous for the purposes of the activities of the Association.
- 6.14. To form and control subsidiary organisations whose activities may further one or more of the above objects or which may generate income to support the activities of the Association.

APPLICATION OF FUNDS

7. The income and property of the Association shall be applied solely towards promoting the Association's objects.
8. No part of the income or property of the Association shall be paid or transferred (directly or indirectly) to the members or directors of the Association, by way of dividend or bonus.
9. No director of the Association shall be appointed as a paid employee of the Association; no director shall hold any office under the Association for which a salary or fee is payable.
10. Notwithstanding articles 8 and 9, the Association may make the following payments to Members and directors:-
 - (a) reasonable repayment of out-of-pocket expenses;
 - (b) reasonable payment in return for services rendered to the Association, pursuant to a written agreement approved by the Board;
 - (c) reasonable and proper interest on money lent to the Association; or
 - (d) reasonable rent, service charges or other payments under the provisions of a lease.

The remuneration of a Member or Director pursuant this article includes the engagement of any firm or company in which the Member or Director is a partner, an employee, a consultant, a director or a shareholder.

PART 2: MEMBERSHIP

MEMBERSHIP CATEGORIES

11. The Association shall have four categories of membership:
 - (a) Executive Member – restricted to individuals who are qualified and registered social workers, employed in a social work management role, by an organisation which is subject to statutory duties to deliver social work services.
 - (b) Ordinary Member – restricted to individuals who hold a social work qualification or adjacent professional qualification.
 - (c) Associate Member – restricted to individuals who are, or have been, employed by an organisation involved in the delivery, improvement, scrutiny or regulation of social work services.
 - (d) Corporate Members – restricted to organisations involved in: (i) the delivery, improvement, scrutiny or regulation of social work services; (ii) the education, training and / or support of social workers; (iii) developing or delivering services to social workers and / or social work providers.
12. Notwithstanding articles 24 and 26, membership of the Association applies for 12 months. Members will be invited to renew their membership annually. The start and renewal date of an individual or organisation's membership will be set out in correspondence confirming a successful application for membership.
13. Only Executive and Ordinary members as described in article 11 can vote at an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM). Associate members and representatives of Corporate Members can attend and speak at such meetings but cannot vote. All other membership benefits and privileges shall be prescribed by the Board.
14. Eligible 'adjacent professional' qualifications, as referred to in article 11(b), shall be determined by the Board. A list of these qualifications shall be published on the Association's website. The list shall be reviewed and updated annually, or as required.
15. Only an Executive Member can become Vice-Convener or Convener of the Association.
16. Employees of the Association may hold Associate Membership only.

APPLICATION FOR MEMBERSHIP

17. Any individual or organisation eligible for membership under article 11 who wishes to become a member shall lodge with the Association a written application for membership (in such form as the directors require).
18. Applications for Executive and Corporate membership shall be considered by the Board (or an authorised sub-committee of the Board). The Board shall be entitled at their absolute discretion to refuse admission in the case of any application.
19. Applications for Ordinary and Associate membership shall be considered by the employees of the Association. Any rejection of an application for Ordinary or Associate membership may be appealed to the Board.

ANNUAL SUBSCRIPTION

20. Membership of the Association is conditional on the payment of an Annual Subscription. The cost of Annual Subscription for each category of membership shall be agreed annually at the Annual General Meeting.
21. Unless notified that a member's subscription will not be renewed (subject to articles 24 and 26) the Association shall inform each member, no later than 4 weeks prior, of their membership renewal date and relevant annual subscription fee.

REGISTER OF MEMBERS

22. The Association will keep a proper register of all members containing the names and addresses and such other particulars of members as is required by the Companies Acts. Any member whose address is changed is required to notify the Association in writing within one calendar month of such change of address.
23. The register and all other records of membership will be open for inspection. However, member's contact details will not be made available to third parties without the consent of the member.

TERMINATION OF MEMBERSHIP

24. Any individual or organisation who wishes to withdraw from membership shall lodge with the Association a notice of retiral. On confirmation of receipt of the notice by the Association he/she/they shall cease to be a member.
25. Membership fees are non-refundable, except with the explicit authorisation of the

Association's Board of Directors.

26. Membership of the Association shall cease when that member no longer satisfies the criteria specified for their membership category in article 11. Individuals who wish to remain members of the Association under a new membership category may apply for a change under articles 28 and 29.
27. A member may not transfer his/her/their membership to any other individual or organisation.

CHANGE OF MEMBERSHIP CATEGORY

28. Members who wish to change their membership category must notify the Association in such a form as Directors require. Approval of changes will be subject to articles 18 and 19.
29. If the new membership category to which a member wishes to transfer is subject to a higher annual subscription, the member must pay the balance owed before being transferred to the new category. The Association is not liable to reimburse a member if their change in membership is to a category subject to a lower annual subscription.

LIABILITY OF MEMBERS

30. The liability of the members is limited.
31. Every Executive and Ordinary member 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/she/it is a member, or within one year after he/she/it ceases to be a member, for payment of the Association's debts and liabilities contracted before he/she/it 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.

PART 3: GENERAL MEETINGS

EXTRAORDINARY GENERAL MEETINGS

32. All general meetings other than Annual General Meetings are to be called Extraordinary General Meetings.
33. The directors must convene an Extraordinary General Meeting if there is a valid requisition by members (under provisions of the Companies Acts) or a requisition by a resigning auditor (under provisions of the Companies Acts).
34. Subject to the preceding article and to related requirements under the Companies Acts (which lay down the maximum period which can pass between one annual general meeting and the next) the directors may convene general meetings whenever they think fit.

NOTICE OF GENERAL MEETINGS

35. At least twenty one clear days' notice must be given of (a) an Annual General Meeting or (b) an Extraordinary General Meeting at which a special resolution or a resolution requiring special notice under the Companies Acts is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
36. A notice calling a meeting shall specify the time and place of the meeting; it shall indicate how members not able to attend in person can participate; it shall indicate if a poll has been called; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (or a resolution requiring special notice under the Companies Acts) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
37. A notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting.
38. Notice of every general meeting shall be given to all the members of all categories, identifying the role they can play in the meeting.

SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

39. Directors, Executive Members and Ordinary members may submit ordinary resolutions, special resolutions or items for discussion at any EGM or AGM providing that it is received by the Association 28 days before the said meeting. Associate and Corporate members may submit items for discussion on the same

basis.

40. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the Association, by special resolution, -
 - (a) to alter its name.
 - (b) (subject to the provisions of the Companies Acts) to alter its memorandum of association with respect to the Association's objects.
 - (c) to alter any provision of these articles or adopt new articles of association.
41. For the purposes of these articles, a "special resolution" requires 75% or more of the votes cast on the resolution at an Annual General Meeting or Extraordinary General Meeting to pass, providing proper notice of the meeting and of the intention to propose the resolution has been given; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
42. For the purposes of these articles, an "ordinary resolution" requires a majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the Convener's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given.

PROCEEDINGS AT GENERAL MEETINGS

43. No business shall be transacted at any meeting unless a quorum is achieved. Twenty (20) members with voting rights (Executive and Ordinary) shall be a quorum.
44. The Convener shall (if present) preside as Chair of the meeting; if the Convener is not present the Vice Convener shall (if present) preside as Chair of the meeting.
45. If neither the Convener nor the Vice Convener is present, the directors present shall elect one of their number to act as Chair of the meeting or, if there is only one director present and willing to act, he/she shall be Chair of the meeting.
46. A resolution put to the vote of a meeting shall be decided on a show of hands, unless a poll has been demanded in advance.
47. A poll on a resolution may be demanded in advance of the general meeting

where it is to be put to the vote, or at the general meeting. A poll may only be demanded by the directors of the Association. The form and timing of the poll will be determined by the directors.

48. The Chair, with the consent of the General Meeting at which a quorum is present may (and must if so directed by the General Meeting) adjourn it to a time and place agreed by the General Meeting.

VOTES OF MEMBERS

49. Every Executive and Ordinary member shall have one vote.
50. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote.

PART 4: DIRECTORS

APPOINTMENT OF DIRECTORS

51. The Board of Directors shall comprise -
- (a) the Convener
 - (b) the Vice Convener
 - (c) the Immediate Past Convener
 - (d) the Treasurer
 - (e) the Chair(s) of the Children and Families Standing Committee
 - (f) the Chair(s) of the Adult Social Care Standing Committee
 - (g) the Chair(s) of the Justice Standing Committee
 - (h) the Chair(s) of the Workforce and Resources Standing Committee
 - (i) four other Non-Executive Directors (elected by the Members in accordance with articles 78 and 79)
52. On or before the appointment of a person as a Director the person must confirm his/her consent to be appointed as a Director in whatever format the Board may require and provide the information necessary to register the person at Companies House as a Director.
53. An employee of the Association cannot be a Director of the Association.
54. If the appointment of a Director to any office terminates before the end of a Membership Year, other than at a general meeting, the directors shall, at their own discretion, appoint an interim director to hold the office in his/her place until the next general meeting.

OBLIGATIONS OF DIRECTORS

55. Directors of the Association commit to:-
- (a) Upholding the Association's values and objectives;
 - (b) Contributing to an sharing responsibility for the Board's decisions;
 - (c) Read Board papers and to attend meetings, training sessions and other events, as required by the Association;
 - (d) Declare relevant interests;
 - (e) Notwithstanding any overriding legal requirement to the contrary, to keep confidential the affairs of the Board; and
 - (f) Comply with all statutory and fiduciary duties of a Company director.

THE CONVENER

56. The Convener in a given Membership Year shall be the person who served as Vice-Convener in the previous Membership Year.
57. Subject to article 59, the Convener shall serve as such for one Membership Year.
58. If a vacancy arises in the position of Convener during a Membership Year then the position shall be filled by the Vice-Convener, who shall serve for the remainder of the term of the Convener he/she replaces and shall then be eligible for appointment by the Board as Convener for a further Membership Year.
59. If a vacancy arises in the position of Vice-Convener during a Membership Year, and no individual can be found to fill the vacancy before the start of the new Membership Year, the sitting Convener may continue, with the approval of the Board, as Convener for a further Membership Year.

THE VICE-CONVENER

60. The Vice-Convener must be an Executive Member of the Association.
61. Directors, Executive Members and Ordinary Members may nominate any eligible individual to the role of Vice-Convener. An eligible individual may also put themselves forward, if their nomination is seconded by a Director, Executive Member or Ordinary Member. All nominations must be received no later than 28 days before a general meeting, in such form as the directors require. Elections to the office of Vice-Convener will be determined by a show of hands at a general meeting, unless the Chair of the general meeting demands that a poll be undertaken.
62. The Convener and Immediate Past Convener shall not be eligible to stand for election as Vice-Convener in the Membership Year following their appointment of either office.
63. If a vacancy arises in the position of Vice-Convener during a Membership Year then a by-election shall be held as soon as practicable.
64. The Vice-Convener will carry out their role for one Membership Year, and then will take up the role of Convener for another Membership Year, and then as Immediate Past Convener for a further Membership Year, without further elections taking place. Appointment to the office of Vice-Convener entails serving as a Company director for a minimum of three Membership Years.

THE IMMEDIATE PAST CONVENER

65. The Immediate Past Convener shall be the person who was Convener at the end of the preceding Membership Year and shall serve in office for one Membership Year.
66. The Immediate Past Convener must be an Executive or Ordinary Member. If at any time the Immediate Past Convener becomes ineligible for Executive Membership (article 11(a)) they will become an Ordinary Member, and continue to hold the office of Immediate Past Convener for the remainder of the Membership Year.
67. If the Convener shall be continuing in office for all or part of a further Membership Year under the provisions of article 59, then the Immediate Past Convener may, with the approval of the Board, continue in office for a further Membership Year.
68. If a vacancy arises in the position of Immediate Past Convener, the Board may appoint any Executive or Ordinary Member to the role, who shall serve until the end of the Membership Year in which he/she is appointed.

THE TREASURER

69. The Treasurer must be a member of the Association. As the role requires a set of specific experiences and skills determined by the Board, candidates for the role of Treasurer must evidence, in such manner as the Board decides, his/her eligibility.
70. Directors may nominate an eligible individual to the role of Treasurer. All nominations must be received no later than 28 days before a general meeting, in such form as the directors require. Elections to the office of Treasurer will be determined by a show of hands at a general meeting, unless the Chair of the general meeting demands that a poll be undertaken.
71. The Treasurer shall serve for three Membership Years following his/her appointment. An out-going Treasurer shall be eligible for re-election.
72. If a vacancy arises in the position of Treasurer during a Membership Year, a by-election shall be held as soon as practicable in such manner as the Board determines. A Treasurer elected under this article shall serve until the end of the three Membership Years for which her/his predecessor was appointed and shall then be eligible for re-election.

CHAIRS OF STANDING COMMITTEES

73. The Chairs of the Standing Committees must be Executive Members of the Association, except for the Chair of the Workforce and Resources Standing Committee, who must be either an Executive or Ordinary Member of the Association.
74. Directors, Executive Members and Ordinary Members may nominate any eligible individual to the role of Chair of a Standing Committee. An eligible individual may also put themselves forward, if their nomination is seconded by a Director, Executive Member or Ordinary Member. All nominations must be received no later than 28 days before a general meeting, in such form as the directors require. Elections to the office of Chair of Standing Committees will be determined by a show of hands at a general meeting, unless the Chair of the general meeting demands that a poll be undertaken.
75. The Chair of a Standing Committees shall serve for three Membership Years following his/her appointment. An out-going Chair of a Standing Committee shall be eligible for re-election.
76. If a vacancy arises in the position of Chair of a Standing Committee during a Membership Year, a by-election shall be held as soon as practicable in such manner as the Board determines. A Chair of a Standing Committee elected under this article shall serve until the end of the three Membership Years for which her/his predecessor was appointed and shall then be eligible for re-election.

NON-EXECUTIVE DIRECTORS

77. A Non-Executive Director must be a member of the Association. As the role requires a set of specific experiences and skills determined by the Board, candidates for the role of Non-Executive Director must evidence, in such manner as the Board decides, his/her eligibility.
78. Any of the Directors may nominate an eligible individual to the role of Non-Executive Director. All nominations must be received no later than 28 days before a general meeting, in such form as the Directors require. Elections to the role of Non-Executive Director will be determined by a show of hands at a general meeting, unless the Chair of the general meeting demands that a poll be undertaken.
79. Members will elect four Non-Executive Directors, each of whom shall serve for a period of three Membership Years following their appointment. An outgoing Non-Executive Director shall be eligible for re-election.

80. If a vacancy arises in the position of Non-Executive Director during a Membership Year, a by-election shall be held as soon as practicable in such manner as the Board determines. A Non-Executive Director elected under this article shall serve until the end of the three Membership Years for which her/his predecessor was appointed and shall then be eligible for re-election.

RETIREMENT AND REMOVAL OF DIRECTORS

81. A Director shall vacate office if:

- (a) he/she ceases to be a director by virtue of any provision of the Companies Acts or becomes prohibited by law from being a director; or
- (b) he/she is sequestrated; or
- (c) he/she becomes an employee of the Association; or
- (d) where relevant, he/she ceases to be an Executive member of the Association;
- (e) he/she resigns office by notice to the Association; or
- (f) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of the Companies Acts, or by majority vote of the other directors in cases where the director is regarded as acting in a manner likely to bring the Association into disrepute.

DIRECTORS' INTERESTS

82. Subject to the provisions of the Companies Acts and the memorandum of association, and provided that he/she has disclosed to the Directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):

- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the Association or any associated company;
- (b) may be a party to, or have some other personal interest in, any transaction or arrangement in which the Association or any associated company has an interest;
- (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- (d) shall not, because of his/her office, be accountable to the Association for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

83. For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the Association or any other company in which the Association has a direct or indirect interest.

PART 5: BOARD MEETINGS

POWERS OF THE BOARD

84. Subject to the provisions of the Companies Acts, the memorandum of association and these articles, the business of the Association shall be managed by the Board, who may exercise all the powers of the Association subject to any agreed delegation to other committees.
85. No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
86. A meeting of directors at which a quorum is present may exercise all powers exercisable by the Board.

FUNCTIONS OF THE BOARD

87. The Board must direct the Association's affairs in such a way as to promote the Objects. The Board's functions include:
- (a) Defining and ensuring compliance with the values and objectives of the Association;
 - (b) Establishing policies and plans to achieve those objectives
 - (c) Approving each year's budget and accounts before publication
 - (d) Overseeing a framework of delegation of its powers to Committees and employees;
 - (e) Monitoring the Association's performance in relation to its plans, budget, controls and decisions;
 - (f) Appointing and, where necessary, removing employees of the Association
 - (g) Satisfying itself that the Association's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - (h) Ensure that appropriate advice is taken on matters requiring legal compliance and financial viability.

BOARD MEETINGS

88. Subject to the provisions of these articles, the Directors may regulate their proceedings as they think fit.

89. Any Director may call a meeting of the Board of Directors.
90. The quorum for Board Meetings is four Directors.
91. The continuing Directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining Directors is less than the number fixed as the quorum they may act only for the purpose of filling vacancies or of calling a general meeting.
92. The Convener shall preside as Chair at every Board Meeting at which he/she is present; if the Convener is not present within minutes after the time appointed for the meeting, the Vice Convener shall preside as Chair. If neither the Convener nor the Vice Convener is able or willing to act as Chair of a Board Meeting, the directors present may appoint one of their number to be Chair of the meeting.
93. All acts done by a Board Meeting, or by a meeting of a committee of directors, or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.
94. Questions arising at a Board Meeting shall be decided by a majority of votes; in the case of an equality of votes, the Chair shall have a casting vote.
95. A resolution in writing signed by all the directors or agreed by e-mail shall be as valid and effectual as if it had been passed at a meeting of directors.
96. A director shall not vote at a meeting of directors or at a meeting of a committee on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Association.
97. For the purposes of the preceding article,
 - (a) an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Association), shall be treated as a personal interest of the director; and
 - (b) a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.

98. A director shall not be counted in the quorum present at a Board meeting in relation to a resolution on which he/she is not entitled to vote.
99. If a question arises at a Board Meeting or at a meeting of a committee of directors to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Convener of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

DIRECTORS' WRITTEN RESOLUTIONS

100. A written resolution approved by all of the Directors entitled to receive notice of a Board meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
101. A resolution under article 100 may consist of several documents in similar form each approved by one or more of the Directors.

STANDING COMMITTEES

102. The Board shall establish five Standing Committees:-
 - (a) Children and Families
 - (b) Adult Social Care
 - (c) Justice
 - (d) Workforce and Resources
 - (e) Chief Social Work Officers
103. Each Standing Committee shall be chaired by a Director. In respect of the Chief Social Work Officers Committee, that director will be the Convener. For other Standing Committees the Chair will be a Director specifically elected to the role, as per the process and eligibility criteria set out in articles 73 to 75.
104. The membership of the standing committees will be drawn from all categories of membership set out in article 11. At the discretion of its Chair, each standing committee may also invite non-members to join Standing Committee meetings. The Chair may also determine which members or non-members are excluded from Standing Committee meetings.
105. Voting rights in standing committees will be restricted to those who are full members or directors.
106. The role of each committee will be defined in separate operating protocols, which may only be changed by agreement of the directors.

107. For the avoidance of doubt, the Association's Standing Committees are consultative bodies, advising the Board as required, and operating within powers and parameters set by the Board. The Standing Committees may not take decisions on behalf of the Board.

SUB-GROUPS OF THE STANDING COMMITTEES

108. Standing Committees may establish such sub-groups as they determine necessary to support their programmes of work, and to assist in the delivery or achievement of the Association's objects.

109. The Chair of a sub-group must be an Executive, Ordinary or Associate Member of the Association. The Chair of a sub-group shall be appointed by the Standing Committee.

110. Membership of the sub-groups will be drawn from all categories of membership set out in article 11. At the discretion of its Chair, each sub-group may also invite non-members to join their meetings. The Chair may also determine which members or non-members are excluded from sub-group meetings.

111. Unless otherwise decided by the relevant Standing Committee, the Chair of a sub-group shall attend the Standing Committee, to ensure regular reporting and accountability for the sub-group's activity.

112. The role of each sub-group will be defined in separate operating protocols, which may only be changed by agreement of the relevant Standing Committee.

OTHER GROUPS AND MEETINGS

113. The Association will be able to convene other groups and meetings among its membership. A proposal to convene a group or meeting can be made by any member and must be agreed by a meeting of the Directors.

PART 6: STATUTORY AND MISCELLANEOUS

COMPANY SECRETARY

114. The Board may decide whether or not a Company Secretary is appointed. The Association's Company Secretary may be a Director, Member or Employee of the Association.
115. Where appointed, a Company Secretary may be removed by the Board at any time.
116. The responsibilities of the Association's Company Secretary include:-
- (a) Maintaining the Association's statutory books
 - (b) Filing annual returns at Companies House.
 - (c) Arranging meetings of the directors and Members.
 - (d) Informing Companies House of any significant changes in the Association's structure or management, for example the appointment or resignation of directors, or change in registered office.
 - (e) Ensuring the security of the Association's legal documents, including memorandum and articles of association.
 - (f) Deciding on the Association's policy for the filing and retention of documents.
 - (g) Advising directors on their duties, and ensuring that they comply with corporate legislation and the articles of association of the Association
117. In the event that a Company Secretary is not appointed, or the post is filled by an employee, the responsibilities set out in article 116 (a) to (f) shall be undertaken by the Association's employees, with assistance as required by the Board. The responsibilities under 116(g) shall be undertaken by the Treasurer.

ACCOUNTS

118. The Association's financial year shall be from 1 April to the last date in March. At the end of the financial year the accounts of the Association shall be audited by an auditor and made available to Members.
119. The income and property of the Association from whatever source derived shall be applied solely towards the promotion of the purposes of the Association as set forth in the memorandum of association and these articles.
120. All cheques and other negotiable instruments and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise

executed as the case may be in such manner as the directors shall from time to time determine. All deeds and legal documents shall be executed by two directors.

121. The auditors of the Association shall be appointed and their duties regulated in accordance with the Act.
122. The Association will keep proper accounting records in respect of:
 - (a) all sums of money received and expended by the Association and the matters in respect of which receipts and expenditure take place;
 - (b) all sales and purchasers of goods by the Association; and
 - (c) the assets and liabilities of the Association.
123. Proper books will not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.
124. The accounting records will be kept at the registered office of the Association or at such other place as the directors think fit and will always be open for inspection by the directors.
125. The Treasurer on behalf of the directors will cause to be prepared and to be laid before the Board, and all Members at general meetings, such profit and loss accounts, balance sheets and reports as they see fit, and at a minimum what the Association is required to do so under the Companies Acts.
126. Every year within the time allowed by law, the Treasurer (and Company Secretary, if appointed) will send to the Registrar of Companies the annual return in the form prescribed by the Registrar together with all such documentation as is required under the Companies Acts.

PROFITS

127. The Association is a 'not-for-profit' company. Any income and property of the Association, including profits generated through the course of its activities, must be applied solely towards promoting the Association's Objects.
128. The profits of the Association will not be distributed either directly or indirectly in any way whatsoever among members or directors of the Association.
129. Profits may be set aside (i.e. in bank accounts or investments) between financial years, in anticipation of future expenditure.

INSPECTION OF BOOKS

130. Any category of member or person having an interest in the Association will be allowed to inspect the books containing the names of the members, at all reasonable hours at the registered office of the Association or at any place where the same are kept, subject to such conditions as to the time and manner of such inspection as may be made from time to time by the directors.

MINUTES

131. The directors shall ensure that minutes are maintained of all proceedings at general meetings, meetings of the directors and meetings of standing committees. All such minutes will be approved at the next relevant meeting.

NOTICES

132. Any notice to be given in pursuance of these articles shall be given in writing by either email or posted correspondence.

133. Proof that an email has been sent to the particular person, as recorded in the system used by the Association to send emails, is conclusive evidence that the notice was sent. Such a notice will be deemed to have been delivered 24 hours after it was sent.

134. Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was sent. Such a notice will be deemed to have been delivered 48 hours after it was sent.

135. A member may give any notice to the Association either by email or by sending it addressed to the Association at its registered office.

136. A member present or represented at a general meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

WINDING-UP

137. If on the winding-up of the Association any property remains after satisfaction of all the Association's debts and liabilities, such property shall not be paid to or distributed among the members of the Association but shall be transferred to some other body or bodies (whether incorporated or unincorporated) having similar purposes to the Association and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does these articles of association.

138. The body or bodies to which property is transferred shall be determined by the Board of directors at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
139. To the extent that effect cannot be given to the provisions of article 137 the relevant property shall be applied to some other object or objects similar to those of the Association.

INDEMNITY

140. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice, to that generality, any liability incurred by him/her defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted 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.
141. For the avoidance of doubt, the Association shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the Association may sustain or incur in connection with the execution of the duties of his/her office.