

*Memorandum*  
*And*  
*Articles of Association*  
*of*

SOUTH WEST LANDLORDS' ASSOCIATION LTD

Incorporated on 19 November 1998

Company Number 3670683

**THE COMPANIES ACTS 1985 TO 1989**

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

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**MEMORANDUM OF ASSOCIATION OF  
SOUTH WEST LANDLORDS ASSOCIATION LTD**

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1. The Company's name is South West Landlords Association Ltd (and in this document it is called "**the Association**")
2. The Association's Registered office is to be situated in England or Wales.
3. The purpose of the Association is to provide a forum for landlords, letting agents and other persons or bodies associated with, or interested in, private residential letting.
4. The objects of the Association shall be:-
  - To provide members with information, advice and guidance on landlord and tenant matters
  - To encourage and promote a good standard of accommodation in rented property
  - To campaign for reform of Law and practices relating to the letting of property so as to achieve an equitable balance between the bona fide landlord and tenant
  - To seek the support of other bodies and the general public in the case of reform
  - To raise funds to further the objects and interests of the Association and its members
  - To act jointly with other associations and bodies in the furtherance of the objects of the Association
  - To do all such other things as are in the opinion of the Association, incidental or conducive to the attainment of the above objects
5. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, and no Executive shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association; provided that nothing in this document shall prevent any payment in good faith by the Association:
  - (1) of the usual professional charges for business done by any Executive who is a solicitor, accountant, printer or other person engaged in a profession. or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf: provided that at no time shall a majority of the Executives benefit under this provision and that an Executive shall withdraw from any meeting at which his or her appointment of his or her partner is under discussion:
  - (2) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not an Executive:
  - (3) of reasonable and proper rent for premises demised or let by any member of the Company or an Executive;
  - (4) to any member of reasonable out-of pocket expenses and attendance allowances as approved by the Association.
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 for payment of the Association's debts 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 assets they shall NOT be paid to or distributed among the members of the Association, but shall be given or transferred to an association or associations having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Association by clause 5 above, 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 organisation.

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL  
ARTICLES OF ASSOCIATION OF  
SOUTH WEST LANDLORDS' ASSOCIATION LTD

INTERPRETATION

1. In these articles:

**“the Association”** means the company intended to be regulated by these articles;

**“the Act”** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

**“the Articles”** means these Articles of Association

**“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:

**“the Memorandum”** means the memorandum of association of the Association;

**“office”** means the registered office of the Association;

**“Officer”** means each of those persons from time to time holding the office of Chair, Vice-Chair(s) Treasurer, Company Secretary, Membership Secretary and Minutes Secretary

**“poll”** means a method of voting upon any Resolution put to a meeting of the Members where Members are each entitled to cast one vote;

**“Company 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 Executive Committee”** means the Board of Directors of the Association (and “Executive” has a corresponding meaning);

**“the United Kingdom”** means Great Britain and Northern Ireland:.

words importing the masculine gender only shall include the feminine gender.

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

## **MEMBERS**

2.
  - (1) Members of the Association shall be subscribers to the Memorandum of Association.
  - (2) Any person or organisation desiring to become a member must sign and return an application form together with such other information as the Association may determine. Admission to membership shall be at the absolute discretion of the Committee
3. Cessation of Membership

The rights and privileges of a member whether an individual, company, partnership or other body shall not be transferable and a member shall cease to be a member of the Association; -

  - (1) Upon giving notice in writing to the Association that he resigns his membership;
  - (2) Upon becoming of unsound mind, bankrupt or compounding with his creditors;
  - (3) Upon having a winding up resolution passed or order made for his/its winding up or a receiver being appointed for any of its assets;
  - (4) If his annual subscription or any other sum or sums due have not been paid for a period of one month from the date upon which they became due. The Executive Committee shall have the power to suspend the implementation of this clause in special cases. The Executive Committee may, at their absolute discretion, re-admit a person who has ceased to be a member by reason of this clause, on such conditions as the Executive Committee shall think fit.
  - (5) If the Executive Committee resolves that he should be expelled following investigation of a complaint made against that member in accordance with the rules of the Association.
4. All persons on cessation of membership of the Association must return their membership cards within 14 days of the date of cessation.

## **Annual General Meeting**

5. At least 21 days before the date of the Annual General Meeting, members shall be given notice in writing or electronically of the date, time and place of the meeting together with :-
  - An invitation to submit to the Chair written nominations of persons who are prepared to stand for election as a committee member. – Such nominations to be signed by at least a proposer and the nominated member
  - Other items for the agenda and proposals requiring a vote of members
  - Other items and proposals for inclusion on the agenda will be determined by the Committee

The notice shall be given to all members and to the Executive Committee.

6. At the AGM or any other meeting all proposals (save for the election of Members of Committee) shall be formally proposed and seconded and decided by a simple majority vote. Each member shall have one vote only. In the event of an equality of votes, the Chair shall have a second or casting vote.

## **General Meetings**

7. General meetings shall be held at times decided by the committee for the purpose of meeting the objectives of the association. All members shall be eligible to attend such meetings.
8.
  - (1) An Extraordinary General meeting shall be convened by the Committee where required for the proper management of the Association
  - (2) An Extraordinary General meeting shall be convened by the Committee where at least twenty members shall apply in writing for such a meeting and those members shall declare a particular purpose for the meeting and shall deposit with the Association's solicitors a bond or surety of £1,000 to help defray the cost to members funds of convening such a meeting. Such bond or surety shall be refunded to the members applying in the event of the motion or motions obtaining a majority vote.

9. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

10. No business shall be transacted at any meeting unless a quorum is present. The quorum for general meetings shall be 20 members present and for annual general meetings shall be 25 members present or, if there are less than 60 members in the Association at any time, then the quorum shall be 25% of all of the members.
11. If a quorum is not present within half an hour from the time appointed for a 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 Executive Committee may determine.
12. The Chair of the Executive Committee or in his absence any vice-Chair or in such person's absence some other Executive nominated by the Executive Committee shall preside as Chair of the meeting, but if neither the Chair nor such other Executive (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chair and, if there is only one Executive present and willing to act, he shall be Chair.
13. If no Executive is willing to act as Chair. or if no Executive is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair.
14. The Chair 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 fourteen days or more, at least seven 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.
15. A resolution put to the vote at a meeting shall be decided on a show of hands. However, when a vote is deemed by the committee to be of sufficient importance to require an accurate record of the vote to be taken, members will be required to complete a ballot paper which will be given to them on proof of membership.
16. A declaration by the Chair that a resolution has been carried or carried unanimously, or lost, 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.
17. No person shall be entitled to make a demand for a poll to be taken save as permitted by the Companies Act 1985
18. At the AGM or any other meeting all proposals (save for the election of Members of Committee) shall be formally proposed and seconded and decided by a simple majority vote. Each member shall have one vote only. In the event of an equality of votes, the Chair shall have a second or casting vote.

#### **VOTES OF MEMBERS**

19. Every member present, in person shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Association have been paid.
21. 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.
22. Any organisation which is a member of the Association may authorise one person as it thinks fit to act as its representative, 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.
23. Where the Committee deems an issue to be of sufficient importance to the management or the future of the Association, it may seek a vote from all members by posting a voting form to the recorded address of each member, giving at least twenty-one days from the date of posting to the closing date for votes to be returned. Such voting form will be accompanied with a clearly worded statement of the proposal. Details of the reasons for the proposal will be given with benefits and disadvantages stated, as far as they are known. Such a vote will take precedence over a vote at any meeting.
24. Postal votes shall be returned to arrive at the offices of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting. A vote which is not delivered in due time shall be invalid

## **EXECUTIVES**

25. The number of Executives shall not be less than two and shall be limited to the number of Directors of the Association.

## **POWERS OF EXECUTIVES**

26. In addition to powers hereby conferred upon them and without detracting from the generality of their powers under the Articles, the Executive Committee shall have the following powers, namely:
  - (1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
  - (2) to enter into contracts on behalf of the Association.

## **APPOINTMENT AND RETIREMENT OF EXECUTIVES**

27. At the Annual General Meeting all the Executives who have served for at least three terms shall retire from office and be eligible for re-election.
28. If the Association at the meeting at which an Executive retires, does not fill the vacancy the retiring Executive shall not be deemed to have been re-appointed.
29. No person other than a retiring Executive shall be appointed or re-appointed an Executive at any general meeting unless he is recommended by the Executive Committee
30. No person may be appointed as an Executive:
  - (1) unless he has attained the age of 18 years; or
  - (2) in circumstances such that, had he already been an Executive, he would have been disqualified from acting under the provisions of Article 39.
31. Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be an Executive whether to fill a vacancy or as an additional Executive.
32. The Executive Committee may appoint a person who is willing to act to be an Executive either to fill a vacancy or as an additional Executive provided that the appointment does not cause the number of Executives to exceed any number fixed by or in accordance with the articles as the maximum number of Executives. An Executive so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
33. Subject as aforesaid, an Executive who retires at an annual general meeting may, if willing to act, be re-appointed.

## **DISQUALIFICATION AND REMOVAL OF EXECUTIVES**

34. An Executive shall cease to hold office if he
  - (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (2) resigns his office by notice to the Association (but only if at least four Executives will remain in office when the notice of resignation is to take effect); or
  - (3) is absent without the permission of the Executive Committee from 50% of the general meetings and Executive Committee meetings held within a calendar year and the Executives resolve that his office be vacated.
  - (4) is expelled from the Association

## **EXPENSES**

35. Any person may be paid all reasonable travelling, hotel, attendance allowances and other expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties on behalf of the Association..

## **APPOINTMENT OF OFFICERS**

36. Subject to the provisions of the Act and to clause 5 of the memorandum the Executive Committee may appoint persons from their number to act as Officers. Any such appointment may be made upon such terms as the Executive Committee determines. Any appointment of an Executive as an Officer shall terminate if he ceases to be an Executive
37. Except to the extent permitted by clause 5 of the memorandum, no Executive shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as an Executive in any other contract to which the Association is a party.

## **PROCEEDINGS OF EXECUTIVE COMMITTEE**

38. Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit. The Company Secretary shall at the request of no less than three Executives call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to an Executive 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.
39. A quorum for the transaction of the business of the Executive Committee shall be five Executives, one of whom shall be an Officer.
40. The Executive Committee may act notwithstanding any vacancies in their number, but, if the number of Executives is less than the number fixed as the quorum, the continuing Executives or Executive may act only for the purpose of filling vacancies or of calling a general meeting.
41. The Executive Committee may appoint one of their number to be the Chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Executive so appointed shall preside at every meeting of Executive Committee at which he is present. But if there is no Executive holding that office, or if the Executive holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Executives may appoint any person present holding the office of Vice Chair to act as Chair or failing that one of their number to be Chair of the meeting.
42. The Executive Committee may appoint one or more sub-committees consisting of no less than two persons for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
43. All acts done by a meeting of Executive Committee, or of a sub-committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Executive 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 an Executive and had been entitled to vote.
44. A resolution in writing, signed by all the Executives or of a committee of Executives, shall be as valid and effective as if it had been passed at a meeting of Executive Committee or (as the case may be) a committee of Executives duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Executive Committee.
45. Any bank or building society account in which any part of the assets of the Association is deposited shall be operated by the Executive Committee and shall indicate the name of the Association.



## **COMPANY SECRETARY**

46. Subject to the provisions of the Act, the Company Secretary shall be appointed by the Executive Committee for such term, at such remuneration (if not an executive) and upon such conditions, as they may think fit; and any Company Secretary so appointed may be removed by them.

## **MINUTES**

47. The Executive Committee shall keep minutes:
- (1) of all appointments of officers made by the Executive Committee, and
  - (2) of all proceedings at meetings of the Association and of the Executive Committee and of committees of Executives including the names of the Executives present at each such meeting.

## **ACCOUNTS**

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

## **NOTICES**

49. Any notice to be given to or by any person pursuant to the articles shall be in writing or electronically except that a notice calling a meeting of the Executive Committee need not be in writing.
50. The Association may give any notice to a member either personally or by sending it by post addressed to the member at his registered address or by leaving it at that address or by sending it by electronic mail to his declared e-mail address.
51. A member present 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.
52. A notice shall be deemed to be given (in the case of notices sent within the United Kingdom) after 48 hours after posting and (in the case of notices sent outside the United Kingdom) after five days after posting.

## **INDEMNITY**

53. Subject to the provisions of the Act every Executive or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in good faith.

## **RULES**

54. (1) The Executive Committee may make such rules as they deem necessary for the proper conduct and management of the Association:
- (i) the admission and classification of members of the Association (including the admission of organisations to membership) 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 and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (ii) the conduct of members of the Association in relation to their duties as landlords and to one another, and to the Association's dealings with third parties (including the establishment and variation of Codes of Practice);
  - (iii) the procedure at general meetings and meetings of the Executive Committee and committees of the Executives insofar as such procedure is not regulated by the Articles or company rules;
- (2) The Association in general meeting shall have power to alter, add to or repeal the rules and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of

members of the Association all such rules, which shall be binding on all members of the Association. Provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.

## **RULES OF THE SOUTH WEST LANDLORDS ASSOCIATION LTD**

### **1) Name of the Association**

In accordance with the Memorandum of Association it is:

THE SOUTH WEST LANDLORDS ASSOCIATION LTD

### **2) Objects**

These are as stated in the Memorandum of Association and may be summarised as promoting and representing the interests of private landlords

### **3) Membership**

Membership shall be open to :-

- Individuals and Couples ) Whether private landlords or
- Companies and Partnerships ) otherwise, who support the objects of
- Other bodies ) the Association

Membership granted to any of the above shall entitle him/them to only one vote in all matters of the Association.

An individual member shall be eligible to serve as an Officer/Member of Committee and to attend and vote at any meeting. Unless otherwise specified by notice by the Association, two other representatives may attend meetings but shall not be entitled to vote.

Either member of a couple shall be eligible to serve as an Officer/Member of Committee. Both may attend meetings but only one shall be entitled to vote.

A company, partnership or other body shall appoint a 'designated person'. The designated person shall be entitled to serve as a Committee member and to attend and be entitled to one vote at any meeting. Unless otherwise specified by notice by the Association, two other representatives may attend meetings but shall not be entitled to vote.

Membership shall run from the 1<sup>st</sup> November to the 31<sup>st</sup> October of the following year.

The committee shall have power to appoint as an Honorary Member any person who, in the opinion of the committee, is deserving of such appointment. At any General Meeting of members, a person may, on the recommendation of the committee, be appointed Honorary President of the Association. Such appointments shall continue for not more than three years but shall be subject to re-appointment

### **4) Conduct of Members**

4.1 The Executive Committee shall be empowered to investigate any complaint received against a member to the effect that such member has not abided by the Rules of the Association, complied with the Code of Practice in force, has not behaved in the best interest of the Association or has otherwise brought the Association into disrepute. Such complaint shall be delivered to the Executive Committee in writing. The procedure for investigating a complaint shall be as follows:-

- a) Upon receipt of a written complaint, the Executive Committee shall appoint a complaints sub-committee consisting of three Committee members who will write to the member concerned

setting out details of the complaint made and requesting an explanation. One month will be allowed for a reply.

b) Upon expiry of the one month period, the complaints sub-committee will meet to consider the reply received (if any) and to listen to any representations the member may wish to make either personally or through a representative. If no response is received then the member shall be expelled and notified accordingly.

c) The complaints sub-committee will report the full facts to the Executive Committee together with its recommended course of action. The Executive Committee shall in its absolute discretion determine the action to be taken and shall notify the member in writing of its decision, which shall be final and binding upon the member concerned.

## 5) **Annual General Meeting**

The Association's administrative year shall run from 1<sup>st</sup> November to the 31<sup>st</sup> October of the following year. The Annual General Meeting will be held within 3 months of the end of the administrative year. All members will be eligible to attend the meeting.

At least 21 days before the date of the Annual General Meeting, members shall be given notice in writing or electronically of the meeting together with :-

- A copy of the minutes of the preceding AGM
- A written report on the work of the Association up to the year ending on 31<sup>st</sup> October immediately preceding the AGM.
- A written statement of the financial affairs of the Association up to the year ending on 31<sup>st</sup> October immediately preceding the AGM. .
- An invitation to submit to the Chair written nominations of persons who are prepared to stand for election as a Committee member. – Such nominations to be signed by at least a proposer and the nominated member
- Other items for the agenda and proposals requiring a vote of members

Other items and proposals for inclusion on the agenda will be determined by the committee. Any member may seek to have an item or proposal included on the agenda by writing, with details, to the committee in good time to allow the committee to decide if it is appropriate to include on the agenda. Where the committee decide not to include it, the member will be informed. The item or proposal will then only be included if the member re-submits it, in writing, with the signatures of twenty other members in support. If the timing does not then allow it to be included at the AGM, an Extraordinary General Meeting will be convened.

At the AGM or any other meeting all proposals (save for the election of Members of Committee) shall be formally proposed and seconded and decided by a simple majority vote. Each member shall have one vote only. In the event of an equality of votes, the Chairman shall have a second or casting vote.

The Annual general Meeting shall :-

- Agree or correct the minutes from the preceding AGM
- Receive the reports of the Officers
- Fill by election the positions of Members of the Committee
- Determine the rate of subscription for the ensuing administrative year
- Review the financial position of the Association
- Review the activities of the Association
- Debate and resolve other items on the agenda

## 6) **Extraordinary General Meeting**

An Extraordinary General meeting shall be convened by the Committee where required for the proper management of the Association or where at least twenty members shall apply in writing for such a meeting and those members shall declare a particular purpose for the meeting. The Extraordinary General Meeting shall be conducted in accordance with the requirements of an Annual General Meeting and shall be empowered to deal with all matters normally dealt with at an AGM.

General meetings shall be held at times decided by the committee for the purpose of meeting the objectives of the Association. All members shall be eligible to attend such meetings.

## **7) Executive Committee**

1) The management of the Association shall be by a Committee consisting of elected Honorary Officers and members as follows :-

- Chair
- Vice Chair
- Company Secretary
- Treasurer
- Minutes Secretary
- Membership Secretary
- Up to eight additional members

2) The Members of the Committee shall be elected at the Annual General Meeting of the Association. Members of the committee shall remain in office for up to three years, but shall be eligible for re-election at the end of their term.

3) The committee shall have power to co-opt up to two further Committee members in addition to those listed above who will have the same voting rights in Committee as elected members. Co-opted members shall retire at the time of the next AGM but shall be eligible for election to the Committee or for re-co-option by the Committee. Co-Opted members may be elected as Officers.

4) The committee shall have power, by a majority vote, to expel members of the Association who bring the Association into disrepute.

In addition to the requirements of the Articles of Association:

- a). As soon as possible after the Annual General Meeting the Executive Committee shall meet to elect the Chair, Vice Chair, Treasurer, Minutes Secretary, Membership Secretary and Company Secretary who are collectively known as the "Officers"
  - b) The Executive Committee shall meet at least eight times a year unless there are special circumstances which shall be reported to the next Annual General Meeting.
  - c) The Executive Committee shall at least four times a year:
    - Issue a Newsletter which may be transmitted electronically
    - Arrange General Meetings
- 5) Responsibility for specific management issues may be delegated to an appointed sub-committee who will report back to the full committee before making any contractual or financial commitment.
- 6) All matters relating to the management of the association will be summarised at each committee meeting and any sub-committee will provide a progress report at each committee meeting.
- 7) The Minutes Secretary will be responsible for producing the minutes which will presented for approval or correction at the following meeting.

Decisions by the Committee will be decided, at a properly convened Committee Meeting, on a simple majority vote. In the event of an equality of votes the proposition will not be approved.

## **8) Quorum**

The quorum at meetings shall be :-

- Five in the case of a committee meeting
- Twenty in the case of a General Meeting of Members
- Twenty five in the case of an Annual General Meeting

## **9) Subscriptions**

Subscriptions become due on the 1<sup>st</sup> of November annually and membership shall then remain valid for on year to 31<sup>st</sup> October next. Membership will lapse thereafter and any late renewal submitted may be subject to a rejoining fee. The Committee shall have the discretion to waive this rejoining fee and to agree a proportional subscription for members joining the Association late in any subscription year.

## **10) Finance**

In addition to the Memorandum of Association and the Articles of Association:

- a) The Financial Year shall end on the 31<sup>st</sup> October of each year.
- b) Cheques drawn on any Bank or Building Society Account maintained in the name of the Association shall require the signature of two Officers out of three nominated by the Committee, one of the signatories to be the Treasurer.
- c) Any item of expenditure by an Executive Committee member on behalf of the Association in excess of the sum of £250 shall require the prior approval of the Executive Committee.

## **11) Funds**

1) All monies belonging to the Association shall be paid into the bank account(s) of the Association. The Committee shall keep proper accounts and ensure prudent and relevant use of Association funds in the furtherance of the objectives of the Association. Accounts shall be prepared annually and audited for the AGM. At the AGM, three members will be invited to volunteer to independently review the accounts and to discuss any concerns with the Treasurer and to report their findings in writing to the members for the next AGM. In the event of an unresolved concern over the accounts the member may raise the matter as an item on the agenda of any General Meeting by giving notice in writing to the committee at least three weeks before the meeting.

2) The Treasurer will be authorised to settle accounts up to a value to be agreed at the first Committee Meeting following the AGM, or as subsequently agreed at a Committee Meeting. Any expenditure above the agreed limit must be approved at a Committee meeting.

Travel and subsistence expenses, to recompense persons working on behalf of the Association, shall be paid, on approval of the Committee, in accordance with rates generally accepted in Government guidelines.

## **12) Financial Liability**

No member (whether or not a member of the Committee) shall by reason of his membership or office, be financially liable to or on behalf of the Association except for payment of his Annual Subscription nor shall the Association be liable for anything done in good faith for or on behalf of the Association.

## **13) Indemnity**

Written and oral advice from the Association will be given in good faith but no responsibility whatsoever shall be accepted by the Association or its officers for the accuracy of its advice nor shall the Association be held liable for the consequences of reliance upon such advice.

## **14) Rules – Changes**

Changes to the Rules shall only come into effect if they are approved by not less than two thirds of the members present at the duly constituted Annual General Meeting of the Association or Extraordinary General Meeting, of which notice has been given in writing to members at least 21 days before such meeting, the notice of such meeting to contain details of the proposed changes.

**15) Amendments to Memorandum of Association or Articles of Association**

Amendment of the Memorandum or Articles of Association will require a special resolution to be passed by 75 % of the members present at the meeting voting for the resolution.

**16) Dissolution**

Any proposal to dissolve the Association shall be decided at an AGM or EGM. Members may vote either by returning a ballot paper to arrive 48 hours prior to the time of the meeting or by attending the meeting to vote. The proposal will require a majority of not less than two-thirds of all votes received by post and by those attending the duly constituted meeting of the Association of which notice has been given in writing to members at least 21 days before such meeting, the notice of such meeting to contain details of the proposed dissolution. If such a proposal is approved, the Committee will remain in office and they will be responsible for all actions required for the proper dissolution of the Association. Any assets remaining after settlement of all accounts and liabilities shall NOT be distributed amongst members, past or present, but shall be given or transferred to an Association or Associations having objects similar to the objects of this Association, which prohibits the distribution of its or their assets to an extent at least as great as imposed on this Association, chosen by the members of this Association at or before the time of dissolution and if that cannot be done, then some other charitable organisation.

**17) Primacy of Memorandum & Articles of Association**

Nothing in these Rules shall be deemed to constitute an alteration to the Memorandum and Articles of Association and in the event of any inconsistency between these Rules and the Memorandum and Articles of Association then the Memorandum and Articles of Association shall prevail.