

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING SHARE CAPITAL**

CSREEC

ARTICLES OF ASSOCIATION

OF

**CENTRAL SCOTLAND REGIONAL
EQUALITY COUNCIL LIMITED**

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1. **INTERPRETATION**

In the Memorandum and Articles of Association, if not inconsistent with the subject or context, the words standing in the first column below shall bear the meanings set opposite them in the second column:

CSRECL	Central Scotland Regional Equality Council Limited
Area of Benefit	This will be the Central Scotland area, including but not limited to, the Local Authorities of Clackmannanshire, Falkirk, and Stirling.
The Management Board	the governing body of the CSRECL and its directors for the purposes of the Companies Act 2006
Member	unless the context admits or requires otherwise, a member of the CSRECL
Office	the registered office of the CSRECL
The Seal	the common seal of the CSRECL.
Year	calendar year
Body	any incorporated or un-incorporated association or aggregate of persons, voluntary or otherwise, and including any local or public authority
In writing	written, or produced by any substitute for writing which reproduces words and/or figures in permanent visible form
The Company Secretary	the person appointed to perform the duties of company secretary to the CSRECL including any assistant, deputy, or joint secretary
The Memorandum	The Memorandum and Articles of Association of the CSRECL.

2. DEFINITIONS

- 2.1 Words importing the single number only shall, unless the context requires otherwise, include the plural number and vice versa.
- 2.2 Words importing the feminine or neutral gender only shall include the masculine gender and vice versa.
- 2.3 Words importing persons shall include corporate bodies.
- 2.4 References to any Act or Acts of Parliament, or to the Statutes, shall include reference to any delegated or subsidiary legislation and to any subsequent statutory modification or re-enactment thereof.
- 2.5 Save as aforesaid any words and expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in the Memorandum and Articles of Association: in particular
 - (a) 'Race', 'racial', 'ethnic', 'discrimination' shall have the meaning assigned to them by the Race Relations Act 1976, the Race Relations Amendment Act 2000, and the Equality Act 2010.
 - (b) References to local authorities shall have the meaning assigned to them by the Local Government etc. (Scotland) Act 1994.

3. NUMBER OF MEMBERS

The number of members with which the CSRECL proposes to be registered shall not be less than Twelve (12) but the Management Board may from time to time register an increase in the number of members.

4. PURPOSES

The CSRECL is established for the Objects expressed in the Memorandum.

5. MEETINGS OF THE CSRECL

- 5.1 The CSRECL shall meet once a year in an Annual General Meeting, which shall take place not more than fifteen months after the date of the previous Annual General Meeting. The Secretary shall give Twenty-eight days' notice of Annual General Meetings to all members.
 - 5.1.1 Nominations for election to the Management Board (constituted by Article 7 below) must be made and seconded by members of the CSRECL in writing and must be in the hands of the Secretary at least twenty-one days before the Annual General Meeting.

- 5.2 Extraordinary meetings of the CSRECL shall additionally be convened at any time on the application of not fewer than 50% of the voting members of the Management Board (constituted by Article 7 below). The application shall be made in writing to the Secretary and shall state the only business to be transacted at the meeting. The Secretary shall give Fourteen days' notice of an extraordinary general meeting to all members.
- 5.3 The CSRECL may determine whether all or part of any CSRECL meeting shall be closed to the public, (provided that only full members of the CSRECL may vote at meetings of the CSRECL).

6. COMPANY STRUCTURE

- 6.1 The structure of the Company consists of:
- (a) the MEMBERS - who have the right to attend the Annual General Meeting (and any extraordinary general meeting) and have important powers under the Articles of Association and the Act; in particular, the members elect people to serve as Directors and take decisions in relation to changes to the articles themselves.
 - (b) the DIRECTORS - who hold regular meetings during the period between Annual General Meetings, and generally control and supervise the activities of the company; in particular, the Directors are responsible for monitoring the financial position of the Company.

7. MEMBERSHIP

As provided in Article 3, the CSRECL shall consist of not fewer than Twelve (12) full members, all of whom shall live in, work in, study in, or be organisations operating in the CSRECL's Area of Benefit.

7.1 Full membership

Full membership shall be open to:

- (a) Individuals who are interested in furthering the work of the CSRECL;
- (b) any body corporate or un-incorporated association which is interested in furthering the work of the CSRECL (hereinafter referred to as 'affiliated members'); in accordance with Article 7.1.2 below.
- (c) Criteria for membership will be drawn up to be inclusive of bona fide and properly constituted community groups and organisations working positively in the equality field.

7.1.1. Individual and affiliated membership shall remain effective until the Membership is terminated by CSRECL (see 7.5.1) or until a resignation from the member see (7.5.2).

7.2 Affiliated Members

7.2.1 Organisations which operate in the CSRECL's Area of Benefit, may be admitted to affiliated membership if they have been in existence for at least six months at time of their application and:

- a) Make a written declaration of their commitment to the CSRECL's objects and their desire to work strategically towards the achievement of those objects;
- b) Satisfy the CSRECL that there is nothing in their constitution, aims, actions or actions of their members which conflicts with the CSRECL's objects and functions.

7.2.2 With each initial application for affiliated membership, the following documents or assurances that such documents will be supplied within six months of the date of admission as an affiliated member to the CSRECL

- (a) a copy of the organisation's current constitution or other documents setting out its aims and objectives;
- (b) in the case of religious organisations, a copy of the organisation's statement of beliefs, address of place of worship, and name of the governing body or umbrella organisation (if any);
- (c) evidence in writing that the organisation has a bona fide membership based on the criteria set out in Article 7.2.3 below;
- (d) if the organisation employs staff or provides services, a copy of its equal opportunities policy. Failure to comply with the foregoing requirements shall cause the affiliated membership to lapse at the end of the above mentioned six months' period.

7.2.3 In considering each application the CSRECL shall:-

- (a) seek confirmation that the affiliated member's constitution or statement of aims and objectives and its equal opportunities policy remain in force (as a minimum, the affiliated member must sign a statement confirming this);
- (b) seek evidence that it still has a bona fide membership by reference to:
 - (i) The number of members;
 - (ii) Whether the members are related to each other or not;

(iii) Whether the membership duplicates that of another organisation, in part or wholly an affiliated member, all or a majority of whose members are related to each other, and/or members of another organisation shall be deemed not to have a bona fide membership.

7.2.4 Each affiliated member may at each Annual General Meeting (AGM) nominate one person of 16 years or over to represent it and to vote on its behalf at meetings of the CSRECL.

7.2.5 The representative shall have one vote exercisable personally but can notify in writing a substitute should he/she be unable to attend the AGM.

7.2.6 In keeping with the statement made in accordance with Article 7.2.1 above, the person nominated shall, before he/she is recognised by the CSRECL as a representative, also declare in writing that he/she subscribes to its objects and shall thereafter renew their declaration at the time of the three yearly renewal process.

7.2.7 An affiliated member may replace its representative provided that:

a) It gives notice in writing to the Secretary and its representative of its intention to do so not less than seven days before the CSRECL meeting at which it desires its new representative is to take office; and

b) The provisions of Article 7.2.6 above are observed.

7.3 Individual members

7.3.1 A person living or working in the CSRECL's Area of Benefit may be admitted as an individual member of the CSRECL provided that she/he submits a written declaration of her/his commitment to the CSRECL's objects and desire to work for the fulfilment of the CSRECL's functions.

7.3.2 Each individual member of the CSRECL, over the age of 16 years, shall have one vote exercisable personally.

7.4 Associate Members and Associate Groups

7.4.1 The CSRECL may at its discretion admit to non-voting associate membership:

(a) any individual who lives outside the CSRECL's Area of Benefit, provided that she/he is not a member or associate member of any other REC;

(b) any organisation, at a stage of development, that is unable to meet the requirements for affiliated membership, but its stated aims and objectives satisfy membership criteria, will be awarded the status of an Associated Group. It will have the right to nominate a representative who can attend and speak at the AGM but will not have voting rights.

The membership services of CSRECL may offer help in its development and fulfilling its aims. It may re-apply for Affiliate Membership after one year of its last application if it satisfies the requirements.

7.4.2 No person or groups shall be admitted to associate membership unless they fulfil the requirements of Article 7.3.1 above.

7.4.3 Associate members may attend general meetings with the right to speak but not vote.

7.5 Termination of membership and withdrawal of recognition

7.5.1 The Management Board (constituted by Article 8 below) shall have power to:

- (a) terminate the membership of an affiliate member, or any individual member, or an associate member whose actions or whose consistent failure to participate in the affairs of the CSRECL are or is deemed to be prejudicial to the interests of the CSRECL and/or inconsistent with its aims and to suspend the voting rights of that member while the matter is under investigation and representation; provided that the affiliate or individual or associate member or the representatives of an affiliated member shall have the right to be heard by the Management Board (constituted by Article 8 below) before a final decision is made and thereafter a right of appeal to the next general meeting of the CSRECL;
- (b) withdraw recognition and the right to vote from the representative of an affiliated member;
- (c) withdraw recognition from the representative of an associated group.

7.5.2 Any representative of an affiliated member may resign her/his position and any member of the CSRECL may resign her/his/its membership by giving the Secretary written notice to that effect.

7.6 Membership Panel

7.6.1 For the purposes of Article 7.1 to 7.5 above inclusive, the Management Board (constituted by Article 8 below) may establish a Membership Panel consisting of:

- (a) members of the Management Board (to be appointed by that Board at its first meeting after the Annual General Meeting); and
- (b) members of the CSRECL, over the age of 16 years, who are not members of the Management Board;

7.6.2 The Management Board (constituted by Article 8 below) may delegate to the Membership Panel the following functions and powers:

- (a) to receive and consider all applications for individual, affiliated and associate individual and associate group membership and renewals thereof;
- (b) to determine all such applications provided that an organisation or individual wishing to appeal against a decision of the panel shall have the right to do so, and to be heard in such appeal, at the next ordinary general meeting of the CSRECL;
- (c) to recommend to the Management Board (constituted by Article 8 below) termination of membership or withdrawal of recognition and the right to vote under Article 7.5.1 above.

7.6.3 The Membership Panel will have the duty to:

- a) be proactive in seeking new members and develop a wider membership in all categories.
- b) oversee the provision of Membership Services to both affiliated organisations and associated groups.

7.7 Appeals against refusal of admission to or renewal of membership and termination of membership or withdrawal of recognition and the right to vote

The outcome of appeals to the CSRECL under Article 7.5.1 and 7.6.2 above shall be determined by a simple majority of members present and voting.

When appeals are being heard under Article 7.5.1 or 7.6.2 above, those members of the Management Board and/or of the Membership Panel who were present at a meeting which took the decision now the subject of appeal, together with individual appellants or appellant organisations or appellant representatives shall not be present or exercise their vote.

7.8 Consultant Observers

7.8.1 Elected members from the local authorities within the Area of Benefit or officers of our funding organisations may attend meetings of the CSRECL as a consultant observer with the right to speak but not to vote. This provision shall extend to meetings of the Management Board (constituted by Article 8 below).

7.8.2 The Management Board shall have power to invite such chief executives of the funding organisations or their representatives to attend Management Board meetings, and meetings of sub-committees or ad hoc working parties on the same terms.

7.8.3 The CSRECL shall determine, on the recommendation of the Management Board, whether associate membership should be extended to the chief officers of other organisations in the public, private, or voluntary sectors, or their named representatives, provided they satisfy the conditions stated in clauses 7.2.1 (a) and (b).

8. MANAGEMENT BOARD: COMPOSITION, DUTIES, MEETINGS

8.1 Composition

Subject to the provisions of the Companies Act 2006 and of any directions properly given by the CSRECL in general meeting, the CSRECL and its property shall be administered and managed in accordance with the Memorandum and Articles, and having regard to specific policy decisions of the CSRECL, by members of the Management Board hereinafter constituted.

The Management Board shall consist of:

Up to **14 members**, over the age of 16 years, of whom:

- a) should be full members of CSRECL, except where there are insufficient candidates, in which case the Management Board may co-opt members, in accordance with Article 9.1 below, provided that
- b) not more than one-third of the total at any time may be persons co-opted by the Management Board itself in accordance with Article 9.7 below.

In addition, the management Board may co-opt persons with appropriate knowledge and skills without voting powers, in order to help with specific tasks.

The Management Board will be Directors of the company and be legally responsible for all aspects of running the company. The criteria for selection of Management Board members will be based on an ability to fulfil a demanding task and not on ethnic or national origin. Each member would have a defined set of responsibilities, which could include heading a sub-committee and/or working group.

8.2 The Duties of the Management Board

The duties of the Management Board shall be to administer and manage the CSRECL, its staff, finances and its property in accordance with Article 8.1 above and shall include the following specific functions:

- a) to exercise the powers of the CSRECL conferred by Article 5 of the Memorandum;
- b) the maintenance of premises;
- c) the implementation of statutory health and safety provisions;
- d) attention to legal matters affecting the CSRECL and its property;
- e) in consultation with CSRECL stakeholders to prepare, implement, monitor, and evaluate an appropriate programme of work in accordance with Article 4.2 of the Memorandum;
- f) to report on its activities and decisions to each Annual General Meeting of the CSRECL or funders as required, and in so doing, the Management Board may make such recommendations and/or seek such endorsement by the CSRECL as the Management Board may think fit.

8.3 Meetings and Proceedings of the Management Board

- (a) The Management Board shall hold ordinary meetings at a frequency determined by the AGM. A special meeting may be called at any time by the Chairperson or by any two members of the Management Board upon not less than 4 days' written notice being given to the other members of the Management Board of the matters to be discussed, but if the matters include the appointment of a co-opted member, not less than twenty-one days' notice must be given.
- (b) Every matter shall be determined by a simple majority of votes of the Management Board, present and voting on the question but in the case of equality of votes, the Chairperson shall have a second or casting vote.
- (c) The Management Board shall keep minutes of the proceedings at meetings of the Management Board.
- (d) The Management Board may from time to time make additional rules and subsequently alter these additional rules for the conduct of its business, the summoning and conduct of its meetings, and the custody of documents. No rule may be made which is inconsistent with the Memorandum and Articles of Association.

8.4 The Management Board Sub-committees

The Management Board shall appoint from its members the following sub-committees whose meetings and proceedings shall be governed by Article 8.3 above:

- (a) **A Finance and General Purposes Sub-committee**, to which it may delegate revocably its obligations under Article 11 and Article 12 below. This sub-committee shall consist of a number of persons as determined by the AGM, consisting of members of the Management Board, co-opted members and staff of the CSRECL.

The sub-committee shall report on its activities and decisions to each meeting of the Management Board and in doing so it may make such recommendations and/or seek such endorsement by the Management Board, as the sub-committee may think fit.

- (b) **A Personnel Sub-committee** consisting of elected members of the Management Board should be of a size determined by the AGM, and whose composition shall have regard to the equal opportunities policy of the CSRECL. Within the limits and guidance set down by the Management Board it shall have responsibility for all stages of the recruitment and appointment of staff, their conditions of service, and matters relating to discipline and grievances.
- (c) **Two panels** made up from members of the Personnel Sub-committee may be set up, as necessary, to deal with:

- (i) the appointment of staff
- (ii) disciplinary and grievance matters

The only person who can serve on both panels will be the Chairperson of the subcommittee.

Both panels shall have power to appoint a consultant observer, with the right to speak but not to vote, a representative of the local authority, or other funding agency.

Both panels shall have delegated powers, to make appointments and to resolve disputes respectively, but shall report their decisions to the Personnel Subcommittee and the Management Board.

The Management Board may appoint other sub-committees, ad hoc working parties, or task groups consisting of such persons as the Management Board shall determine for the support of specialist areas of the CSRECL's work. Such subcommittees, working parties, or task groups shall not have power to commit the Management Board to any particular action. Each of these shall:

- (i) have the power to co-opt persons, whether members of the CSRECL or not, with expertise to offer in its subject area;
- (ii) include at least one member of the Management Board;
- (iii) report to each meeting of the Management Board, making recommendations on all matters requiring policy decisions.

No member of the Management Board shall acquire any interest in property belonging to the CSRECL (otherwise than as a trustee for the CSRECL) or receive remuneration or be interested (otherwise than as a member of the Management Board) in any contract entered by the Management Board.

9. ELECTION OF MANAGEMENT BOARD MEMBERS AND OFFICE BEARERS

- 9.1
- (a) The elected members of the Management Board shall be chosen by means of a ballot at, or a postal ballot immediately prior to, the Annual General Meeting of the CSRECL. All office bearers shall be elected every two years. Elected members of the Management Board shall serve for a period of three years, and prior to the third annual general meeting shall be required to resign.
 - (b) The Chairperson, Vice-Chairperson, and Secretary of the CSRECL shall be chosen by means of a ballot at, or a postal ballot immediately prior to, the Annual General Meeting.
 - (c) The Honorary Treasurer shall be appointed to the Management Board either from amongst their members, or by co-option in accordance with Article 10.5 below.

- 9.2 At the conclusion of any three-year term of office a member of the Management Board shall be eligible for re-election for a period of three years, to a maximum of nine years continuous term of office. Such persons will be eligible after a lapse of three years.
- 9.3 (a) In subsequent years, a member who has not been a full individual member or an affiliate member of the CSRECL continuously for a period of six months immediately prior to the election shall not be eligible to be nominated for election to the Management Board.
- (b) All members who are full individual or affiliated members of the CSRECL shall be eligible to nominate candidates for and to vote in all elections for the Management Board, from the start of their membership.
- 9.4 Every individual member or a nominated representative of a member nominated and seconded in writing to serve on the Board or in any honorary office may in writing accept the nomination within 14 days of the closing date for nominations and shall at the same time sign a declaration that she/he will:
- (a) seek to promote the objects of the Company and not the interests of any one group of members;
- (b) fulfil her/his share of responsibility for:
- (i) implementing the Company's policies and work programme;
- (ii) the employment, management, and support of staff;
- (iii) the financial affairs of the Company;
- (c) participate actively in Board meetings;
- (d) undertake such training as may be required to fully execute his/her duties.
- 9.5 The first meeting of the newly elected Management Board shall take place within 14 days of the Annual General Meeting.
- 9.6 Resignation and Termination of Membership of the Management Board
- 9.6.1 Any member of the Management Board may resign her/his membership by giving to the Management Board written notice to that effect.
- 9.6.2 The CSRECL may at any time invite the resignation of, or dismiss from the membership of the Management Board, a person who, without good cause, fails to fulfil the duties set out in Article 9.4 above or whose actions are prejudicial to the CSRECL's interests. A member who is dismissed under the provisions of this Article shall have the right to appeal, and to be heard in such appeal, at the next general meeting of the CSRECL.

- 9.6.3 A member of the Management Board shall cease to hold office if she/he:
- (a) ceases to be a member by virtue of any provision of the Companies Act 2006;
 - (b) becomes incapable by reason of mental disorder, illness, or injury of managing and administering her/his own affairs.
- 9.7 (a) For the purpose of enabling it to fulfil its functions more effectively, the Management Board may during each year co-opt persons to serve as members of the Board until the next Annual General Meeting in accordance with Article 8.2 above.
- (b) Co-optees who are not members of the CSRECL shall be required to submit a written declaration of her / his commitment to the CSRECL's objects and desire to work for the fulfillment of the CSRECL's functions.
- 9.8 If through resignation or other cause a vacancy occurs in the elected membership of the Management Board, the Management Board may appoint a member of the CSRECL to fill the vacancy until the next Annual General Meeting.
- 9.9 The observers of the Clackmannanshire Council, Falkirk Council and Stirling Council to the Management Board shall serve for one year from the time of their appointment and shall thereafter be eligible for re-appointment if their respective Councils so wish. The said Councils may at any time replace one or more of their appointees.

10. OFFICE BEARERS

- 10.1 The Chairperson, Vice-Chairperson, and Secretary elected under Article 9.1 (b) above and the Treasurer appointed under Article 10.5 below shall be ex officio honorary officers of the Management Board with full rights to attend and vote at meetings.
- 10.2 To assist it to fulfill its responsibilities, the Management Board may elect from amongst its members such other office bearers to the Management Board as it sees fit.
- 10.3 The CSRECL may at any time, at its discretion, and on the recommendation of the Management Board, confer the titles of Honorary President or Vice-President on a person or persons subscribing to the objects of the CSRECL and wishing to support its work.

Such honours would be reserved for persons recognised to have given outstanding service to the broad work of equality in CSRECL's Area of Benefit and/or Scotland and who are respected across the communities. They would be nominated by the Management Board and acceptance granted by the AGM. The position would be

for three years and would be renewable on recommendation to the AGM by the Management Board.

Persons in these positions would have a right to attend and speak at Management Board meetings but would have no voting powers.

Additionally, they would be granted Individual Honorary membership, which would not entitle them to a vote at the AGM. They should not continue to represent an organisation which is a member of CSRECL.

- 10.4** The Management Board, at its first meeting after each Annual General Meeting of the CSRECL, shall elect, from among the elected members of the Management Board, members to the Membership Panel as specified in Article 7.6 above. Of these members, one must be elected as membership Secretary. The committee shall also, at its first meeting, set up sub-committees as specified in Articles 8.5 and 8.6 above.
- 10.5** The Management Board shall, at the same meeting, also appoint annually a Treasurer, who may be an elected member of the Management Board or may be co-opted for this purpose as one of the co-optees permitted under Articles 8.2 and 9.7 above.
- 10.6** All members of the Management Board, regardless of the number of years remaining in their three-year period of service, are eligible for election as officer bearers. No person shall serve for more than three years consecutively as any one office bearer except that of the Treasurer.

10.7 DUTIES

10.7.1 Duties of the Chairperson shall be:

- (a) to preside at meetings of the CSRECL and of the Management Board;
- (b) to prepare, in consultation with the senior employee of the CSRECL and with the honorary Secretary (if any) agenda for meetings of the CSRECL and the Management Board;
- (c) as may be required by the CSRECL or Management Board, to act as a principal spokesperson on public occasions or when representations are being made on behalf of the CSRECL to public bodies;
- (d) to uphold the Memorandum and Articles and standing orders of CSRECL, to ensure the efficient and proper conduct of its affairs, and encourage co-operation and goodwill among members and paid staff in promoting the CSRECL's objects and fulfilling its functions.

10.7.2 The Chairperson may, on the advice of the senior employee and/or of other members of the Management Board, take decisions under 'Chairperson's action' provided that:

- (a) whenever possible, she/he shall normally so act only after consultation with at least two other members of the Management Board;
- (b) all such action shall be reported to the next meeting of the Management Board with the request that it be ratified.
- (c) expenditure that may be incurred under Chairperson's action between any two meetings of the Management Board shall not exceed a sum to be determined by the Management Board and shall be decided in consultation with the Treasurer;
- (d) the Chairperson shall not have power to employ or dismiss a member of staff but may suspend a member of staff until such time as that member of staff's case may be properly dealt with under discipline and grievance procedures in accordance with Article 8.4 (b) and (c) above.

10.7.3 The Vice-Chairperson shall deputise for the Chairperson in the performance of any of the duties listed above when so requested by the Chairperson, or in the absence or non-availability of the Chairperson. In the absence or non-availability of both these officers, the Management Board shall appoint one of its members to act as Chairperson.

10.7.4 If the office of Chairperson falls vacant, through resignation or any other cause, the Management Board shall, as soon as possible, elect one of its members to assume the title and duties of the office until the first Management Board meeting after the next Annual General Meeting. If the person elected to the Chairperson is the person who has been serving as Vice-Chairperson, the Management Board shall similarly elect a new Vice-Chairperson.

10.8 Treasurer

Duties of the Treasurer shall be:

- (a) to keep proper accounts or ensure that proper accounts are kept of all monies received by or on behalf of the CSRECL and of all payments made on its behalf, that they are presented annually for audit by a qualified auditor, and that the auditor's report thereon is presented to the Annual General Meeting;
- (b) in conjunction with the finance and general purposes sub-committee and with their agreement, to prepare an annual budget to cover the work of the CSRECL and to keep the turnover under review.
- (c) to advise the finance and general purposes sub-committee, and through them the Management Board and the CSRECL, on all matters, including those listed under Article 11 and Article 12 below, relating to the CSRECL's financial management.
- (d) to present an account of current income and expenditure to the Management Board at least once a quarter.

If the office of the Treasurer falls vacant, through resignation or any other cause, the Management Board shall, as soon as possible, appoint one of its members or co-opt a person under the provisions of Article 10.5 above, to assume the title and duties of the office.

11. ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

Accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act 2006.

12. FINANCES

12.1 The CSRECL shall have power to raise money under Clause 5 (a) of the Memorandum by means of donations, gifts, covenants, and legacies, grant aid from statutory and non-statutory bodies, loans and fund-raising events.

12.2 At its discretion, the CSRECL may require affiliated members, individual members, and associate members to pay an annual subscription of an amount to be determined from time to time by the CSRECL. The amount of the subscription may vary as between affiliated members, individual members, and associate members, and the CSRECL may waive payment of such subscriptions, or modify the amount to be paid, at its discretion.

12.3 The income and property of the CSRECL, whence so ever derived, shall be applied by and at the discretion of the Management Board solely toward the promotion of the objects and functions of the CSRECL as set forth in the Memorandum and Articles of Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit to any member of the CSRECL. However, nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to:

- (a) any employee of the CSRECL, not being a member of the Management Board, or
- (b) the repayment of out-of-pocket expenses incurred as the direct result of the carrying out by an employee of his/her duties as such, or
- (c) by the discharge by any member of the CSRECL of the CSRECL's business.

12.4 The funds of the CSRECL, from whatever source, shall be paid into an account or accounts in the name of the CSRECL at such bank or banks as the Management Board shall from time to time decide.

No cheque shall be drawn on the account or accounts unless it bears the signatures of at least two persons, of whom at least one must be The Honorary Treasurer, from among the five persons authorised so to sign by resolution of the Management Board.

- 12.5 No sub-committee, working party, or task group shall incur expenditure on behalf of the CSRECL except in accordance with a budget, which has previously been approved by the Management Board.
- 12.6 In the interests of financial control, the Management Board shall determine from time to time the limits within which expenditure may be incurred on the authority of the senior employee and/or Treasurer or other honorary officers, and beyond which specific authorisation is required from the finance and general purposes sub-committee.
- 12.7 The CSRECL's financial year shall run from the first day of April to the last day of March in the following year. At each Annual General Meeting:
- (a) the report and audited accounts for the past financial year shall be presented by the Treasurer on behalf of the Management Board;
 - (b) a qualified auditor or auditors shall be appointed to audit the accounts for the current year.

13. STAFF

- 13.1 The CSRECL may appoint such staff as it sees fit. The appointment of staff shall be the responsibility of the personnel sub-committee in accordance with Article 8.4 (b) and (c) above.
- 13.2 The terms and conditions of employment of all staff shall be governed by:
- (a) the provisions of the Race Relations Act 1976, the Sex Discrimination Act 1975, the Disabled Persons (Employment) Acts 1944 and 1988, the Rehabilitation of Offenders Act 1974, and of codes of practice relating to them; the Health and Safety at Work Act 1974, Disability Discrimination Act 1995, Equality Act 2010, and all other relevant employment legislation;
 - (b) The equal opportunities policy of the CSRECL;
- 13.3 No employee of the CSRECL shall be a member of the CSRECL or Management Board. Any member of the Management Board;
- (a) who applies for paid employment by the CSRECL shall cease to function as member of the Management Board while her/his application is being determined;
 - (b) who accepts paid employment by the CSRECL shall immediately resign her/his membership of the Management Board.
- 13.4 The senior management team shall be responsible, through the Chairperson, for efficient and proper conduct of the CSRECL's day-to-day affairs.

13.4.1 The CSRECL, Management Board, sub-committees, working parties, and task groups shall have power to invite the attendance, in an advisory capacity, of any paid employee of the CSRECL at any of their meetings, but no employee shall have a vote at any such meeting.

13.4.2 Every paid employee of the CSRECL shall be required to withdraw from any meeting when her/his personal terms of service or any other matter in relation to her/his employment are to be decided.

14. CONDUCT OF BUSINESS

14.1 The CSRECL shall have power to make standing orders relating to the conduct of its affairs, provided that they are fully consistent with all the provisions of the Memorandum and Articles, and that in the event of a conflict between the standing orders and the provisions of the Memorandum and Articles the latter shall prevail.

14.2 All elections of Management Board members and honorary officers, however, shall be by means of secret ballot.

14.3 At all meetings of the CSRECL and of the Management Board, voting on motions duly proposed and seconded shall be by show of hands, unless at least five members request a secret ballot.

14.4 The Secretary or other person specially appointed by the Management Board shall keep a full record of proceedings at every general meeting of the CSRECL.

15. QUORUM

Meetings of the CSRECL, including the Annual General Meeting, shall be deemed to be quorate when at least **25%** of the total number of voting members (as defined by Articles 7.2.5 and 7.3.2 above) are present. A quorum for meetings of the Management Board shall be determined by the AGM in accordance with the number of Members on the Board.

A quorum for meetings of the Finance and General Purpose's sub-committee, the Membership Panel, and the Personnel sub-committee shall be determined by the AGM according to the number of persons serving on the committees.

In the event of two inquorate meetings of the Membership Panel it will be incumbent on the Chairperson of the Panel to consider all applications from individuals and to make appropriate recommendations to the Management Board as to how such applications shall be determined. For ad hoc committees set up, the quorum will be established by the Management Board on establishing the committee.

16. NOTICES

16.1 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 Management Board need not be in writing.

16.2 The CSRECL may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at her/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 CSRECL an address within the United Kingdom at which notices may be given to her/him shall be entitled to have notices given to her/him at that address, but otherwise no such member shall be entitled to receive any notice from the CSRECL.

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

16.4 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.

17. INDEMNITY

Subject to the provisions of the Companies Act 2006, every member of the Management Board or other officer or auditor of the CSRECL shall be indemnified out of the assets of the CSRECL against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which she/he is acquitted or in connection with which any application for relief is granted to her/him by the court from liability for negligence, default, breach of duty, or breach of trust in relation to the affairs of the CSRECL.

18. THE SEAL

The Seal shall only be used by the authority of the Management Board or of a committee of the Management Board authorised by the Management Board.

The Management Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise determined it shall be signed by a member of the Management Board and by the Company Secretary or by a second member of the Management Board.

19. COMPANY SECRETARY

Subject to the provisions of the Companies Act 2006, the Company Secretary may be appointed by the Management Board for such terms, at such remuneration (if not a member of the Management Board) and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them.

SIGNED: _____ **DATE:** _____

Chairperson

WITNESSED BY _____ **DATE:** _____

Vice-Chairperson