

Adopted 3rd April 2020, ~~Revised 16th March 2022 for Adoption on 7th April 2022~~

The Companies Act 2006
Company Limited by Guarantee

Articles of Association of
Lawyers in Local Government

Incorporated on 29 January 2013

Registered number 08379439

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ARTICLES OF ASSOCIATION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

“ACSeS”	means the Association of Council Secretaries and Solicitors
“address”	means has the meaning given in section 1148 of the Companies Act
“Annual General Meeting”	means an annual general meeting of the Company
“Alternate Director”	means an alternate director appointed in accordance with Article 11
“Articles”	means these Articles of Association as framed at the date of adoption hereof or as from time to time altered in accordance with the provisions therein contained and with the Companies Act
“Associate Membership”	has the meaning given in Article 3.4
“Bankruptcy”	Includes individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to bankruptcy
“Board”	means the board of Directors for the time being of the Company
“Branch”	means an unincorporated association established under Article 8.1 of those Members of the Company in the branch areas in England and Wales described in that Article or as decided by the Board from time to time and approved by the Members in a General Meeting
“Branch Officer”	means a Branch Chair, Vice Chair, Treasurer or Secretary
“Branch Directors”	means those Directors elected by the Forum for appointment to the Board as Branch Directors
“Chair”	has the meaning given in Article 13.6
“Chair of the meeting”	has the meaning give in Article 5.9

“clear days”	means in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the days for which it is given or on which it is to take effect
“Companies Act”	means the Companies Act 2006
“Company”	means the company known as Lawyers in Local Government
“Conflict”	means a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company
“Corporate Partner”	a company, limited liability partnership, partnership or similar entity as determined by the Board and appointed by the Company under an existing contract so serve a mutually beneficial purpose
“Directors”	means the persons who have been appointed for the time being to membership of the Board (including both Executive Directors and Non-Executive Directors)
“Eligible Director”	means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 12 any Director whose vote is not to be counted in respect of the particular matter)
“Forum”	means collectively the Branch Officers, National Leads and <u>Confirmed</u> Regional Leads
“General Meeting”	means any meeting of the Members of the Company
“Honorary Member(ship)”	has the meaning given in Article 3.5
“Junior Director”	means the Director appointed to the Board following their one-year term as the Junior National Lead Officer
“Junior Members(ship)”	means trainees of any of the professions referred to in the definition “Qualifying Persons” or those who

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	have been qualified members of any of those professions for less than five years.
“Junior National Lead Officer”	means a trainee of any of the professions defined in Qualifying Person or a member of those professions qualified for less than five years who has been elected by the Junior Membership to the lead officer for Junior Members
“Local Authority”	means local government or police, fire, waste, transport, probation, national park, development corporation, joint committee, arms’ length management organisation or equivalent local authority (including a combined authority and a unitary authority) in England and Wales
“Local Government Member(ship)”	has the meaning given in Article 3.3
“Member”	means any Member for the time being of the Company
“Members Directors”	means those Directors elected by the Members for appointment to the Board as the Members Directors.
“Month”	means a calendar month
“National Lead Directors”	means those Directors elected by the Forum for appointment to the Board as the National Lead Directors.
“National Lead Officer”	A Qualifying Person appointed by the Company to be the Lead Officer for a designated local government area.
“Non-Executive Director”	means all Directors other than Executive Directors
“Office”	means the registered office of the Company
“Qualifying Person”	(i) any local government legal or governance officer working within a Local Authority (whether directly employed by the Local Authority or engaged through an agency or other similar arrangement), including but not limited to Monitoring Officers and their deputies, solicitors, barristers, legal executives, <u>apprentice solicitors</u> and

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licensed conveyancers and any trainee of any of them;

(ii) any locum practitioner who is seeking work as described in (i) above; or

(iii) any person who has retired from employment or is undertaking a career break and who immediately prior to their retirement or career break undertook work described in (i) above

but excluding in each case any solicitor in private practice unless they: -

(a) practise on their own account, neither employed by nor in partnership with anyone else; and

(b) undertake work solely on behalf of Local Authority clients

“Relevant Persons”

means persons working in local government whose role or job function is aligned with the aims of the Company

“Confirmed Regional

Lead Officer”

means a Member of the Company or a Corporate Partner of the Company appointed by Branch Officers or National Leads in Consultation with Branch Officers to be the lead officer for a designated local government area within the regional locality of any one particular Branch and who has been active in that role within the past calendar year. ~~the appointing Branch~~

“Relevant Director”

means a Branch Director, National Lead Director or Members Director

“Seal”

means the Seal of the Company Solicitors in Local Government Limited

Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine. Words importing persons shall include corporations and the expression “Secretary” shall include any person appointed by the Board to perform any of the duties of the Secretary.

1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed

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as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form. Subject to the foregoing, words or expressions defined in the Companies Act shall, if inconsistent with the subject or context, bear the same meaning in these presents.

2. THE OBJECTS

2.1 The Objects of the Company are to: -

- (i) produce and share best practice, professional opinion and guidance;
- (ii) provide authoritative views and responses to consultation and inquiry from central government, the Local Government Association, the Law Society, Solicitors Regulation Authority, press and other bodies;
- (iii) promote matters of professional interest, conduct and good local governance;
- (iv) provide training and professional development for the Company's members;
- (v) represent, promote and support the role and interests of the Company's members including, without limitation, amongst all local government stakeholders including other professions within local government, elected Members and those who receive local government services;
- (vi) develop working relationships with relevant government departments, agencies and other bodies within local government, all branches of the legal profession and its regulatory bodies;
- (vii) provide opportunities for social engagement between members of the Company; and
- (viii) provide or arrange for the provision of any professional services to the Company's members,

and the Company may do any and all lawful acts and things which are deemed conducive or incidental to the attainment or furtherance of the Objects or any of them.

2.2 None of the Objects shall be restrictively construed but the widest interpretation shall be given to each such Object. Reference in the Objects to the Company's members (however expressed) shall include all or any Members or any class of Members. None of the Objects shall be in any way limited or restricted by reference or inference from the terms of any other Object or by reference or inference from the name of the Company.

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2.3 No Objects shall be deemed subsidiary or ancillary to any other Object and the Company shall have full power to exercise each and every one of the Objects as though each limb of Article 2.1 contained the objects of a separate company.

3. CLASSES OF MEMBERSHIP

3.1 The Members of the Company shall be such persons as are admitted to membership from time to time in accordance with these Articles.

3.2 There shall be the following classes of membership:

- (i) Local Government Membership;
- (ii) Associate Membership;
- (iii) Honorary Membership.

Members are admitted in accordance with, and are subject to, these Articles and have the rights and powers set out in Appendix A – *Member Rights and Powers*.

3.3 Local Government Membership

Local Government Membership is open to any Qualifying Person: -

- (i) where a group fee has been paid in respect of all Qualifying Persons employed by the Local Authority by whom the Qualifying Person is employed;
- (ii) who pays an individual membership fee.

3.4 Associate Membership

Associate Membership is open to: -

- (i) any person who was an ACSes past service member on 1 April 2013;
- (ii) any former Monitoring Officer or Head of Legal at a Local Authority who was a member of ACSes or SLG or the Company for the three years preceding him leaving that Local Authority; and
- (iii) any person employed by any public or charitable organisation whose area of work, in the opinion of the Board, is closely linked to that of the Company including, without prejudice to the generality of the foregoing:
 - Local Government Association,
 - Association of Democratic Services Officers Society of Local Authority Chief Executives

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- Centre for Public Scrutiny
 - National Association of Local Authority Clerks

 - Central Government Departments
- (iv) any person employed in role analogous to that of a Qualifying Person in a jurisdiction outside of England & Wales; or
- (v) any other person who, in the Board's absolute discretion, has or is thought likely to make a significant contribution to the work of the Company.

3.5 Honorary Membership

Honorary Membership is open to: -

- (i) any person who was an honorary member of ACSes or SLG on 1 April 2013;
- (ii) any person who, in the opinion of the Board, has made an outstanding contribution to the work of the Company.

3.6 Other Classes of Membership

The Company, acting upon the recommendation of the Board, may from time to time establish other classes of membership and prescribe their respective privileges and duties in accordance with Article 20.

4. BECOMING AND CEASING TO BE A MEMBER

4.1 Applications for Membership

No person shall become a Member of the Company unless: -

- 4.1.1 that person has completed an application for membership in a form approved by the Board; and
- 4.1.2 the Board has approved the application.

The decision of the Board upon any application for membership for admission to any class of membership of the Company shall be final and conclusive. In accordance with Article 11.5 the Board may delegate and or all of its functions and powers arising pursuant to this Article 4.1.

4.2 Termination of Membership

- 4.2.1 a Member may terminate his membership of the Company by giving seven clear days' notice to the Company in writing.

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4.2.2 membership terminates when the Member: -

- (i) dies; or
- (ii) being a Local Government Member, ceases to be a Qualifying Person; or
- (iii) being an Associate Member, ceases to fulfil the criteria for Associate Membership in Article 3.4.

4.2.3 The Board may terminate membership if that Member: -

- (i) is more than three Months in arrears in paying the relevant membership fee (if any) but in such a case the Member may be reinstated on payment of the amount due or by resolution of the Board in special cases; or
- (ii) has, in the opinion of the Board, acted contrary to the Objects or interests of the Company provided that the Member shall first be given reasonable notice of the grounds of complaint and an opportunity of making representations thereon to the Board in writing.

4.3 Transfer of Membership

Membership of the Company is not transferable.

4.4 Membership Fees

4.4.1 The Company, acting upon recommendations of the Board, may from time to time prescribe fees for different classes of membership.

4.4.2 The Board may waive the payment of any membership fee (in whole or in part) for such period as the Board may determine having regard to any personal circumstances or in the interests of the Company.

4.4 Limited Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (i) payment of the Company's debts and liabilities contracted before they cease to be a Member;
- (ii) payment of the costs, charges and expenses of winding up;

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- (iii) adjustments of the rights of the contributories among themselves.

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5. GENERAL MEETINGS

5.1 The Annual General Meeting and General Meetings

Each year the Company shall hold a General Meeting as the Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

5.2 As appropriate in accordance with these Articles the business of the Annual General Meeting is to:

- (i) receive the accounts of the Company for the previous financial year;
- (ii) receive the Directors' report on the Company's activities since the previous Annual General Meeting;
- (iii) note the retirement of the President and their automatic appointment as the Immediate Past President;
- (iv) note the retirement of the Vice President and their automatic appointment as the President;
- (v) note the retirement of the Deputy Vice President and their automatic appointment as the Vice President;
- (vi) appoint the new Deputy Vice President as elected by the Members;
- (vii) note the retirement those Relevant Directors who wish to retire or who are retiring by rotation and appoint those Relevant Directors who have been elected or re-elected by the Members or the Forum as the case may be;
- (viii) note the retirement of the Junior Director and the retirement of the Junior National Lead Officer and the automatic appointment of the retired Junior National Lead Officer as the new Junior Director;
- (ix) appoint the new National Lead Junior Officer as elected by the Junior Members;

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- (x) appoint auditors for the Company; and
- (xi) transact any other business specified in the notice convening the meeting.

5.3 The Board may, whenever they think fit, convene a General Meeting.

5.4 The Board shall convene a General Meeting where requested to do so by Members representing at least 5% of the total voting rights of the Members.

5.5 Where the Board fails to convene a General Meeting where requested in accordance with Article then Members representing at least 5% of the total voting rights of the Members may convene the General Meeting.

5.6 If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

5.7 **Notice of General Meetings**

5.7.1 Subject to Article 5.7.4, the Annual General Meeting or a General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing.

5.7.2 Subject to Article 5.7.4, a General Meeting shall be called by at least fourteen clear days' notice in writing.

5.7.3 When convening a General Meeting in accordance with Article 5.4, the meeting shall be called within twenty-one days of the request to do so and shall be held by at least twenty-eight clear days' notice in writing.

5.7.4 A General Meeting of the Company may be called by shorter notice than that specified in Article 5.7.1 or 5.7.2 if it is so agreed by a majority in number of the Members having a right to attend and vote and together representing not less than 90% of the total voting rights at a meeting of all Members.

5.7.5 The notice shall specify:

- (i) the place, date and time of the meeting; and
- (ii) the general nature of the business to be transacted.

5.7.6 Subject to the provisions of these Articles, the notice shall be given to all the Members, and to the Directors and the auditors of the Company.

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

5.8 Proceedings and Quorum at General Meetings

- 5.8.1 All business shall be deemed special that is transacted in a General Meeting other than an Annual General Meeting.
- 5.8.2 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 5.8.3 Save as herein otherwise provided, the quorum at a General Meeting shall be twenty Members or one tenth of the total number of Members (whichever is less) in each attending in person, or by proxy or by electronic means and entitled to vote at a General Meeting.

5.9 Chairing General Meetings

5.9.1 General meetings shall be chaired by: -

- (i) the President; or
- (ii) if there is no President, or if they are not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President;
- (iii) if there is no Vice President, or they are not present within ten minutes after the time appointed for the holding of the meeting or are unwilling to act, the Deputy Vice President;
- (iv) If there is no President or Vice President or Deputy Vice President, or if none of them is present within ten minutes after the time appointed for the holding of the meeting or if they are unwilling to act: -
 - (a) the Directors present (if any) must appoint one of their number to chair the meeting; or
 - (b) if there are no Directors present, the Members present must appoint one of their number to chair the meeting.

5.9.2 The person chairing a General Meeting is known as the Chair of the meeting.

5.10 Adjournment of General Meetings

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5.10.1 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

5.10.2 The Chair of the meeting may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10.3 When a General Meeting is adjourned for more than fourteen days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.11 Attending, Speaking and Voting at General Meetings

5.11.1 Subject to these Articles a person attends a General Meeting when: -

- (i) the meeting has been called and takes place in accordance with these Articles;
- (ii) they can each communicate to all those attending the meeting the information or opinions they have on the business of the meeting;
- (iii) they can exercise their right to vote on a resolution put to the vote at the meeting and their vote can be taken into account in determining the outcome of the resolution at the same time as the votes of those others in attendance at the meeting.

5.11.2 The Directors may make whatever arrangements they consider appropriate to enable attendance at a General Meeting, including by telephone, televisual, live interactive streaming, webcast or by other electronic or virtual means whether by wholly remote or hybrid attendance.

5.11.3 Directors may attend and speak at a General Meeting.

5.11.4 The Chair of a General Meeting may permit persons other than Members or

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Directors of the Company to attend and speak at the meeting.

5.12 Voting at General Meetings

5.12.1 Notwithstanding the different classes of membership which may be in existence from time to time, for the purposes of any vote, all Members present and entitled to vote at a General Meeting shall be counted ~~pari passu ranking~~ equally and without preference as one class for the purpose of that vote.

5.12.2 Subject to the Companies Act, at any General Meeting:

(i) every Member who is attending the meeting, or by proxy, and entitled to vote, shall on a show of hands have one vote; and

(ii) every Member who is attending the meeting, or by proxy, and entitled to vote, shall on a poll have one vote.

5.12.3 At any General Meeting, except where a ballot has been held in accordance with Article 5.13, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded:

(i) by the Chair of the meeting; or

(ii) by at least three Members attending the meeting or by proxy and entitled to vote at the meeting on the resolution in question; or

(iii) by a Member or Members attending the meeting, or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting on the resolution in question.

5.12.4 A show of hands includes a vote in favour of the resolution submitted by electronic means arranged for the purpose by the Directors.

5.12.5 No poll shall be demanded in relation to any matter which has been determined by a ballot of the Membership or the Forum or the Junior Membership as the case may be.

5.12.6 Unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive

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evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 5.12.7 The demand for a poll may be withdrawn before the poll is taken. If the demand for a poll is withdrawn the result of the show of hands will stand.
- 5.12.8 Except where a ballot has been held in accordance with Article 5.13 below, if a poll is duly demanded it shall be taken immediately in such manner as the Chair of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.12.9 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 5.12.10 A resolution in writing signed (including by way of electronic signature) by the requisite percentage of Members for each resolution who would have been

entitled to vote upon it if it had been proposed at a meeting at which they were present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

5.13 Ballots

- 5.13.1 The Board may from time to time determine that the election of the Deputy Vice President, a Relevant Director, or the National Junior Lead Officer, or a question or resolution to be decided at a General Meeting, should be decided by a ballot of the Membership or the Forum or the Junior Members, as the case may be, and for votes to be cast in advance of the meeting.
- 5.13.2 Any such ballot shall be conducted: -
- (i) by such means (including if so decided, be electronic voting);
 - (ii) and in accordance with such rules, procedures and timescales (subject to s322A of the Companies Act) as the Board may from time to time decide.
- 5.13.3 The outcome of any such ballot shall be determined in the case of an ordinary resolution by a simple majority of the ballots cast and any special resolution shall be taken to have passed if at least 75% of the ballots cast are in favour.

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5.14 Errors and Disputes

No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair of the meeting whose decision is final.

5.15 Amendments to Resolutions

5.15.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

- (i) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
- (ii) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.

5.15.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

- (i) the Chair of the meeting proposes the amendment at the general meeting at which the special resolution is to be proposed, and
- (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the special resolution.

5.15.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

6. PROXIES

6.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"I, [], of [], being a Local Government Member of the above-named Company, hereby appoint [] of [], or failing him, [] of [], as my proxy to vote in my name and on my

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behalf at the General Meeting of the Company to be held on [] 20[], and at any adjournment thereof.

Signed this [] day of [] 20[].”

6.2 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

“I, [], of [], being a Local Government Member of the above-named Company, hereby appoint [] of [], or failing him, [] of [], as my proxy to vote in my name and on my behalf at the General Meeting of the Company to be held on [] 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No. 2 *for *against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [] day of [] 20[].”

6.3 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board shall be deposited at the Companies Registered Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at least forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

6.4 Notwithstanding Article 6.3 the Board may, in its absolute discretion, accept the appointment of a proxy at any time prior to the meeting at which the person named in the instrument proposes to vote, or where a poll is demanded at the meeting but not taken forthwith, at any time prior to the taking of the poll.

6.5 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of

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the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

6.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

7. THE BOARD

7.1 Number of Directors

The number of Directors shall not, unless otherwise determined by an ordinary resolution of the Members, be less than two or more than fifteen.

7.2 Composition of the Board

Unless otherwise approved by a resolution of the Members, the Board shall comprise: -

- (i) the Chief Executive Officer of the Company;
- (ii) ~~Until 2021 the Treasurer / from 2021 to~~ the Finance Director of the Company (if any);
- (iii) the President;
- (iv) the Vice President;
- (v) the Deputy Vice President;
- (vi) the Immediate Past President;
- (vii) two Branch Directors; ~~(effective from the AGM of 2022)~~
- (viii) two National Lead Directors; ~~(effective from the AGM of 2022)~~
- (ix) two Membership Directors; ~~(effective from the AGM of 2020)~~
- (ix) one Junior Director; ~~(effective from the AGM of 2021)~~

~~(x)~~ the Training Director who is the Chairman for the time being of LLG Enterprises Limited (as nominated by the Board of LLG Enterprises Limited).

~~(xi)~~ The Equalities, Diversity and Inclusion Non-Executive Director

~~(xii)~~ The Welsh Board Director

7.3 Proceedings of the Board

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The proceedings of the Board shall be in accordance with Article

13. 7.4 Board may Delegate

Subject to these Articles the Board may delegate any of the powers which are conferred on it under the Articles in accordance with Article 11.5.

8. BRANCHES, NATIONAL LEAD OFFICERS, THE JUNIOR NATIONAL LEAD OFFICER AND THE FORUM

8.1 Branches

8.1.1 There shall be established a Branch for each geographic area as set in Appendix B – *Branches and Branch Officers*

8.1.2 Each Branch may appoint the Branch Officers as set out in Appendix B – *Branches and Branch Officers*.

8.2 National Lead Officers and the National Lead Junior Officer

8.2.1 The Board may from time to time define areas of work for particular consideration by National Lead Officers as set out in Appendix C – *National Lead Officers and the National Lead Junior Officer*.

8.2.2 The Board shall appoint National Lead Officers as set out in Appendix C – *National Lead Officers and the National Lead Junior Officer*.

8.2.2 There shall be a National Lead Junior Officer elected by the Junior Members who shall be appointed as the National Lead Junior Officer by the Board as set out in Appendix D – *National Lead Officers and the National Lead Junior Officer*.

8.3 The Forum

8.3.1 There shall be established a Forum comprising the Branch Officers, National Lead Officers, National Lead Deputy Officers and Regional Lead Officers as set out in Appendix D – *The Forum*.

8.3.3 The purpose, objectives and arrangements of the Forum are as set out in Appendix D – *The Forum*.

8.3.4 The Forum shall elect from its number two Branch Directors and two National Lead Directors for appointment by the Board for a term of two years as set out in Appendix D – *The Forum*

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9. ANNUAL RETIREMENT AND ELECTION OF THE PRESIDENT, VICE PRESIDENT AND DEPUTY VICE PRESIDENT

9.1 Retirement of the President, Vice President and Deputy Vice President

At each Annual General Meeting the President, Vice President and Deputy Vice President shall retire from office.

9.2 President to be appointed Immediate Past President

Upon their retirement, the President shall automatically be appointed to the office of Immediate Past President for a term of one year.

9.3 Vice President to be appointed President

Upon their retirement, the Vice President shall automatically be appointed to the office of President for a term of one year.

9.4 Deputy Vice President to be elected Vice President

Upon their retirement, the Deputy Vice President shall automatically be appointed to the office of Vice President for a term of one year.

9.5 Election of the Deputy Vice President

9.5.1 The Board will nominate to the Local Government Membership for election to the office of Deputy Vice President a person confirmed by the Board as having met the minimum criteria for the post following the advertisement of the vacancy to the Local Government Membership.

9.5.2 Where two or more persons are nominated to be elected to the vacancy for the office of Deputy Vice President, the matter shall be determined by a ballot in accordance with Article 5.13 unless the Board directs otherwise.

9.5.3 Every resolution for the election of the Deputy Vice President shall relate to one named person and a single resolution for the election of two or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote being cast against it.

9.6 The Board's Residual Powers to Appoint the President, Vice President or Deputy Vice President

Where the office of the President, Vice President or Deputy Vice President becomes vacant, the Board may appoint from their number any person who is willing to act to be

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the President, Vice President or Deputy Vice President. A person so appointed shall hold the office until the Annual General Meeting after their appointment.

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9.7 The Board's Residual Power to Remove the President, Vice President or Deputy Vice President

The Board retains a residual power to remove office the President, Vice President, Deputy Vice President or Immediate Past President in accordance with Article 11.3.4.

10. RETIREMENT AND ELECTION OF RELEVANT DIRECTORS AND APPOINTMENT OF THE NATIONAL LEAD JUNIOR OFFICER

10.1 The Electoral Colleges

10.1.1 The Forum shall elect from the Branch Officers and National Lead Officers respectively for appointment to the Board for a term of two years-

(i) the two Branch Directors;

~~(ii) and for a term of one year: -~~

(ii) the two National Lead Directors;

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10.1.2 The Local Government Members shall elect from their number for appointment to the Board for a term of two years: -

(i) the two Members Directors.

10.1.3 The Junior Members shall elect from their number for appointment as the Junior National Lead Officer for a term of one year: -

(i) the Junior National Lead Officer

10.2 Retirement of Relevant Directors and the Junior National Lead Officer

10.2.1 On the occasion of the second Annual General Meeting of the Company, after their appointment, the following Directors, (each a Relevant Director) shall retire from office: -

(i) the two Branch Directors;

~~(ii) the two National Lead Directors;~~

(ii) the two Members Directors

On the occasion of the Annual General Meeting of the Company, after their appointment the following Directors (each a relevant Director) shall retire from office: -

~~(##)~~ (i) the two National Lead Directors

- 10.2.2 On the occasion of the first Annual General Meeting of the Company after their appointment, the Junior National Lead Officer shall retire, whereupon they shall be appointed the Junior Director for a term of one year.
- 10.2.3 A retiring Relevant Director shall (unless removed from office or their office is otherwise vacated in accordance with these Articles) retain office until the close of the Annual General Meeting at which they retire.
- 10.2.4 If the Local Government Membership or the Forum as the case may be, at any Annual General Meeting at which a Relevant Director retires in accordance with these Articles, does not fill the office vacated by such director, the retiring Relevant Director, if willing to act and permitted by law to do so, shall be deemed to be re-elected. This is without prejudice to Article 10.5

10.3 Election of Relevant Directors and the Junior National Lead Officer

- 10.3.1 No person shall be elected as a Branch Director or a National Lead Director unless they have been confirmed by the Forum as having met the minimum criteria for the post following the advertisement of the vacancy to the Branch Officers and National Lead Officers respectively.
- 10.3.2 No person shall be elected as Members Director unless they have been confirmed by the Board as having met the minimum criteria for the post following the advertisement of the vacancy to the Local Government Membership.
- 10.3.3 No person shall be elected as the Junior National Lead Officer unless they have been confirmed by the Board as having met the minimum criteria for the post following the advertisement of the vacancy to the Junior Membership.
- 10.3.4 There shall be separate resolutions of the Forum or the Local Government Membership as the case may be, for the election of the Relevant Directors to be appointed at the Annual General Meeting.
- 10.3.5 There shall be a resolution of the Junior Members to elect, for appointment at the Annual General Meeting, the Junior National Lead Officer.

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10.3.6 Every resolution for the election of a Relevant Director or the Junior National Lead Officer shall relate to one named person and a single resolution for the election of two or more persons shall be void, unless a resolution that it shall be so proposed has been first been agreed to by the meeting without any vote being cast against it.

10.3.7 Subject to these Articles the Junior National Lead Officer shall be eligible to continue in their term of office (and their subsequent term of office as the Junior Director) until the Annual General Meeting which falls after the fifth anniversary of their becoming a qualified member of those professions as defined in these Articles.

10.4 No person shall continue as a Director of the Company for a consecutive period of more than nine years except with the prior approval of the Board and provided that this shall not preclude:

- (i) the President, upon their retirement, being automatically appointed as Immediate Past-President for a term of one year;
- (ii) the Vice-President, upon their retirement, being automatically appointed as President for a term of one year;
- (iii) the Deputy Vice-President, upon their retirement, being automatically appointed as Vice President for a term of one year.

10.5 Board's Residual Power to Appoint Directors

The Board may appoint any person who is willing to act to be a Director, either to fill a vacancy or by way of addition to their number, but so that the total number of Directors shall not exceed any maximum number fixed by or in accordance with these Articles. A person appointed to fill a vacancy shall hold office until the Annual General Meeting after their appointment.

10.6 Board's Residual Power to Remove Directors

The Board retains a residual power to remove a Director in accordance with Article 11.3.4

11. DIRECTORS

11.1 Appointment and Term of Relevant Directors and the Junior Director

11.1.1 At the Annual General Meeting following their election by the Forum, the

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Branch Directors and National Lead Officer Directors shall be appointed to the Board for a term of two years;

11.1.2 At the Annual General Meeting following their election by the Local Government Members, the Members Directors shall be appointed to the Board for a term of two years;

11.1.3 Upon their completion of a one-year term of office, the Junior National Lead Officer shall be appointed to the Board as a Junior Director for a term of one year.

11.1.4 Subject to these Articles the Junior Director shall be eligible to complete their ~~continue in their~~ term of office until the Annual General Meeting which falls after the fifth anniversary of their becoming a qualified member of those professions as defined in these Articles.

This Article 11.1 is without prejudice to the Board's residual power to appoint Directors in accordance with Article 10.5.

11.2 Director's General Authority

11.2.1 Subject to these Articles, the Directors are responsible for the management of the Company's business in accordance with the Objects and these Articles, for which purpose they may exercise all the powers of the Company.

11.3.2 No alteration of these Articles invalidates anything which the Board has done before the alteration was made.

11.3 Termination of Directors' Appointment

11.3.1 Without prejudice to the provisions of these Articles for the retirement of the President, Vice President, Deputy Vice President or a Relevant Director, a person ceases to be a Director as soon as that person:

- (i) dies;
- (ii) ceases to be a Director by virtue of any provision of the Companies Act or is prohibited from being a Director by law;
- (iii) becomes bankrupt or makes any arrangement or composition with their creditors generally in satisfaction of that individual's debts;
- (iv) has become physically or mentally incapable of acting as a Director and may remain so for more than three Months (but only where a

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registered medical practitioner who is treating that individual gives a written opinion to the Company so stating);

- (v) is wholly or partly prevented from personally exercising any powers or rights which that individual would otherwise have by a court making an order by reason of that person's mental health; or

11.3.2 The individual resigns from office and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect); or

11.3.3 The individual has been absent without the permission of the Board from four consecutive Board meetings and the Board resolves that the individual should cease to be a Director; or

11.3.4 The Board otherwise resolves that the President, Vice President, Deputy Vice President or Immediate Past President; or a Relevant Director; or the Junior Director, should cease to be a Director; or

11.3.5 The Director ceases to be a Local Government Member of the Company or ceases to be a Member of the Company entirely; or

11.3.6 If the Director is a Branch Director, they cease to be a Local Government Member of the Company or ceases to be a Member of the Company entirely; or

11.3.7 If the Director is a National Lead Director, they cease to be a National Lead Officer; or ceases to be a Local Government Member of the Company; or ceases to be a Member of the Company entirely; or

11.3.8 If the Director is a Members Director, they ceases to be a Local Government Member of the Company or ceases to be a Member of the Company entirely; or

11.3.9 If the Director is the Junior Director, they ceases to be a Junior Local Government Member of the Company or ceases to be a Member of the Company entirely subject to paragraph 11.1.4.

11.4 No Prejudice between a Removed Director and the Company

Any removal of a Director in accordance with Article 11.3.4, Article 11.3.5, Article 11.3.6, Article 11.3.7 or Article 11.3.8 shall be without prejudice to any claim which that Director may have for damages for breach of any agreement between him and the Company.

11.5 Directors may Delegate

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11.5.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under the Articles:

- (i) to such person (whether a Director or not), committee, working party or panel;
- (ii) by such means (including by power of attorney);
- (iii) to such an extent;
- (iv) in relation to such matters or territories; and
- (v) on such terms and conditions (including but not limited to the period for which any committee, working party or panel shall be in place; any financial limits that shall apply; the quorum for any meetings, requirements as to reporting to the Board, and all other matters),
as it thinks fit.

11.5.2 If the Board so specifies, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

11.5.3 The Board may revoke any delegation in whole or in part, or alter its terms and conditions, at any time and as it sees fit.

11.6 Urgent Business Board Committee

In the case of urgency and where it is not practicable to convene a Board meeting, the powers of the Board may be exercised by an Urgent Business Board Committee comprising the President, Vice President, Immediate Past President and ~~Treasurer~~/ Finance Director (if any) provided that: -

- (i) no decision shall be made, or action taken which is contrary to any expressed policy of the Board or the Company; and
- (ii) details of all matters decided, and action taken shall be communicated to the other Directors as soon as reasonably practicable.

11.7 Committees and Working Parties

11.7.1 Committees or working parties constituted by the Board and to which the Board delegates any of its powers must follow procedures which are based

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as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

11.7.2 A member of a committee or working party need not be a Director.

11.7.3 In accordance with Article 21 the Board may make rules of procedure for all or any committees or working parties, which prevail over rules derived from these Articles if they are not consistent with them.

11.8 Board's Residual Power to Appoint Directors

The Board may appoint any person who is willing to act to be a Director, either to fill a vacancy or by way of addition to their number, but so that the total number of Directors shall not exceed any maximum number fixed by or in accordance with these Articles. A person appointed to fill a vacancy shall hold office until the Annual General Meeting after their appointment.

11.9 Members' Reserve Power to Direct the Board

The Members may by special resolution direct the Board to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Board has done before the passing of the special resolution.

11.10 Directors' Remuneration and Expenses

11.10.1 Directors' Remuneration

- (i) Directors may undertake any services for the Company that the Board decides.
- (ii) Directors shall not receive any remuneration for their services to the Company as Directors but may receive such remuneration as the Board determines for any other service which they undertake for the Company.
- (iii) Subject to these Articles, a Director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.
- (iv) Unless the Board decides otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or

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other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested and the receipt of such benefit shall not disqualify any person from being a Director of the Company.

11.10.2 **Directors' Expenses**

The Company may pay any reasonable expenses which the Directors (and any Alternate Directors and the Secretary (if any)) properly incur in connection with their attendance at:

- (i) meetings of Directors or committees or working groups of Directors;
or
- (ii) General Meetings; or
- (iii) separate meetings of the holders of debentures of the Company; or otherwise in connection with the exercise by the Directors of their powers and the discharge of their responsibilities in relation to the Company in accordance with any rules which may be established by the Board from time to time.

12. **DIRECTORS' CONFLICTS OF INTERESTS AND PERMITTED**

INTERESTS 12.1 Conflicts of Interest

The Board may, in accordance with the requirements set out in this Article 12, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director as an ("Interested Director") breaching their duty to avoid conflicts of interest under section 175 of the Companies Act.

12.2 Any authorisation under this Article 12 shall be effective only if:

- (i) the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the

Directors under the provisions of these Articles or in such other manner as the Board may determine;

- (ii) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

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- (iii) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

12.3 Any authorisation of a Conflict under this Article 12 may (whether at the time of giving the authorisation or subsequently):

- (i) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (ii) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- (iii) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
- (iv) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
- (v) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Director of the Company) information that is confidential to a third party, they shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- (vi) permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.

12.4 Where the Board authorises a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Board in relation to the Conflict.

12.5 The Board may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

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12.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Company in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

12.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Companies Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (ii) shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which they are interested;
- (iii) shall be entitled to vote at a meeting of the Board (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;
- (iv) may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a Director;
- (v) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, anybody corporate in which the Company is otherwise (directly or indirectly) interested; and

12.8 shall not, save as they may otherwise agree, be accountable to the Company for any benefit which they (or a person connected with him (as defined in section 252 of the Companies Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such

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transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such any such remuneration or other benefit constitute a breach of their duty under section 176 of the Companies Act.

12.9 Permitted Interests

12.10 In this Article 12, each of the following is a "Relevant Company":

- (i) the Company;
- (ii) a subsidiary of the Company;
- (iii) any holding company of the Company or a subsidiary undertaking of any such holding company;
- (iv) any Company or other entity promoted by the Company;
- (v) any Company or other entity in which the Company is interested;
- (vi) any Local Authority.

12.11 Subject to complying with Article 12.12, a Director may have the following interests:

- (i) a Director (or a person connected with him (as defined in section 252 of the Companies Act) can be a Director, officer or employee of, or have an interest in, (including holding shares) any Relevant Company (as defined above).
- (ii) a Director (or a person connected with him) can have an interest in any Relevant Company which the Company also has an interest in or be a party to a contract with that Relevant Company.
- (iii) a Director (or a person connected with him, or any firm the Director is a partner, employee or shareholder of) can do professional work for any Relevant Company (other than as an auditor) whether or not they are paid for the work.
- (iv) a Director can have an interest if it is unreasonable to expect that it will result in a conflict of interest.
- (v) a Director can have an interest, transaction or arrangement which may result in another interest which they do not know about.
- (vi) a Director may have an interest in any conflict situation authorised under Article 12.3
- (vii) a Director may have any other interest authorised by ordinary resolution.

No further authorisation under Article 12 is required for any interests permitted under this Article 12.11

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12.12 Unless Article 12.13 applies, the Director concerned must declare the nature and extent of any interest permitted under Article 21.11. The Director must do this at a Board meeting or by sending notice declaring the nature and extent of any interest to other Directors in a manner permitted by these Articles. If the director:

- (i) has an interest in a Relevant Company and is interested in any transaction or arrangement with that Company; or
- (ii) is connected with a person and is interested in a transaction with that

person, 12.13 A Director does not need to declare an interest:

- (i) falling within Article 12.11.2(iv), Article 12.11.2(v) or Article 12.2.2(vi);
- (ii) if the other Directors already know about the interest (and for this purpose the other directors will be treated as knowing about the interest if it is reasonable to expect they know about it); or
- (iii) if the interest concerns the terms of their service contract (as defined in section 227 of the Companies Act) that have been or are to be considered at a Board meeting or at a meeting of a committee or working group of the Board appointed under these Articles to consider the terms.

12.14 A Director does not have to hand over to the Company any benefit they (or a person connected with them) receives:

- (i) from any contract or employment with, or interest in, any Relevant Company; or
- (ii) for any payment as referred to in Article 12.11.(ii).

No contract, transaction or arrangement of the type described above can be set aside because of any Director's interest or benefit.

12.15 Conflicts of Interest and Permitted Interests: Directors' Quorum and Voting

12.15.1 Subject to Article 12.15.2, if a question arises at a Board meeting or of a committee or working group of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair, whose ruling in relation to any director other than the Chair is to be final and conclusive.

12.15.2 Any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair

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is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

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13. PROCEEDINGS OF THE BOARD AND DIRECTOR DECISION MAKING

13.1 Subject to the Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

13.2 The President, or in their absence the Vice President, or in their absence the Deputy Vice President or any other three Directors may, and on the request of the aforementioned the Secretary (if any) shall, at any time, summon a meeting of the Board by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

13.3 The Directors may make whatever arrangements they consider appropriate to enable attendance at a meeting of the Board, including by telephone, televisual or other electronic or virtual means.

13.4 Persons attending a meeting of the Board need not be in the same place provided that:

-

- (i) each person can communicate to all those attending the information or opinions they have on the business of the meeting; and
- (ii) each person can exercise their right to vote on a resolution put to the vote at the meeting and their vote can be taken into account in determining the outcome of the resolution at the same time as the votes of those others attending the meeting.

13.5 Notice of any Directors' meeting must indicate:

- (i) its proposed date and time;
- (ii) where it is to take place;
- (iii) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate simultaneously with each other during the meeting

13.6 The President, or in their absence, the Vice President or in their absence the Deputy Vice President, shall preside at all meetings of the Board at which they shall be present. If the President or Vice President or Deputy Vice President is not present within ten minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to preside at the meeting.

Adopted 3rd April 2020, ~~Revised 16th March 2022 for Adoption on 7th April 2022~~

13.7 The person presiding at a meeting of the Board shall be known as the Chair.

13.8 The quorum for any meeting of the Board may be fixed by the Board from time to time but shall never be less than two and unless otherwise fixed shall be five.

13.9 Unless otherwise determined, the questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chair shall have a second or casting vote.

13.10 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

13.11 If a quorum is not present within half an hour of the time at which a meeting of the Board is due to start or if, during the meeting, a quorum ceases to be present, the Chair must adjourn the meeting.

13.12 When adjourning the meeting the Chair must specify that the meeting is adjourning to either:

- (i) the same day, place and time the following week; or
- (ii) another day, place and time to be decided by the Directors.

13.13 If the total number of Directors for the time being is less than the quorum required for a meeting of the Board, the Directors must not take any decision other than a decision to appoint further Directors or to call a General Meeting so as to enable the Local Government Members to appoint further Directors.

13.14 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and all business transacted of such meetings and any such minutes of any meeting if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

13.15 A resolution in writing signed (including by way of electronic signature) by the requisite percentage of Directors required for each resolution who would have been entitled to vote upon it if it had been proposed at a meeting at which they were present shall be as valid and effective as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

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13.16 All acts bona fide done by any meeting of the Board or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

14. SECRETARY AND OFFICERS

The Board may appoint a Secretary and such officers as it may from time to time deem necessary.

15. ACCOUNTING RECORDS

15.1 The Board shall cause proper accounting records to be kept in accordance with Section 386 of the Companies Act and with respect to:

- (i) sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (ii) sales and purchases of goods or services by the Company; and
- (iii) assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair value of the state of the affairs of the Company and to explain its transactions.

15.2 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such place or places as the Board shall think fit and shall always be open to the inspection of the Directors.

15.3 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

16. AUDIT

16.1 Upon becoming legally required to appoint an auditor, once at least in every year the accounts of the Company shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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16.2 Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Companies Act.

17. NOTICES & COMMUNICATIONS

17.1 Notices under these Articles must be in writing (which shall include suitable electronic means).

17.2 A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

17.3 The Company may give a notice to a Member, Director or auditor:

- (i) personally;
- (ii) by sending it by first class post in a prepaid envelope or another delivery service;
- (iii) by suitable electronic means;
- (iv) by leaving it at their address; or
- (v) as the Board may prescribe from time to time.

17.4 Notices under Article 18.3 (ii) to 18.3 (iv) may be sent:

- (i) to an address in the United Kingdom which that person has given the Company;
- (ii) to the last known home or business address of the person to be served; or
- (ii) to that person's address in the Company's register of Members or Directors.

17.5 Any notice given in accordance with the Articles is to be treated for all purposes as having been received:

- (i) on being handed to the Member or Director personally;
- (ii) 48 hours after being sent by first class post or another delivery service;
- (iii) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (iv) as soon as the Member or Director acknowledges actual receipt if earlier.

17.6 A notice may be served on the Company by delivering it or sending it to the Office or by handing it to the Secretary (if any).

18. DISTRIBUTIONS

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18.1 Subject to the provisions of Article 19, the income and property of the Company shall be applied solely towards the promotion of the Company's Objects. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Company. Nothing in these Articles shall prevent any payment in good faith by the Company:

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
- (ii) of reasonable and proper rent or licence fee for any premises demised, let or licensed by any Member, officer or servant of the Company;
- (iii) of fees, remuneration or other benefit in money or money's worth to a company of which a Member or Director of the Company may be a member; or
- (iv) to any Director of reasonable out of pocket expenses properly incurred in connection with the business or undertaking of the Company.

18.2 On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body with objects similar to those of the Company, such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

19. INDEMNITY AND INSURANCE

19.1 Subject to Article 20 but without prejudice to any indemnity to which a "relevant officer" is otherwise entitled:

19.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- (i) in the actual or purported execution and / or discharge of their duties, or in relation to them; and
- (ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act),

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including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

19.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 20 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

19.2 Article 20 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law and any such indemnity is limited accordingly.

19.3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

19.4 In this Article:

- 19.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 19.4.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or pension fund or employees' share scheme of the Company or associated company;
- 19.4.3 a "relevant officer" means any Director or other officer or former Director or other officer of the Company but excluding in each case any person engaged by the Company as an auditor (whether or not he is also a Director or other officer), to the extent he acts in their capacity as auditor.

20. RULES

20.1 Board's Power to make Rules

The Board may make such further rules as it considers necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing

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the classes of and conditions of Membership. In particular, and without prejudice to the generality of the foregoing, the Board may make rules regulating:

- (i) the admission and classification of Members of the Company, and the rights and privileges of such Members; the conditions of Membership and the terms on which Members may resign or have their Membership terminated; and the Membership entrance fees, subscriptions and other fees or payments to be made by Members;
- (ii) conduct of Members of the Company in relation to one another, and to the Company's officers and employees;
- (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure for General Meetings and meetings of the Board and committees and working parties of the Board (in so far as such a procedure is not governed by these Articles); and
- (v) all other matters as are commonly the subject matter of company rules.

20.2 Board to bring Rules to the attention of Members

The Board must adopt such means as is considered sufficient to bring to the notice of Members all rules made under Article 20.

20.3 Status of Rules

- (i) any rules made by the Board under Article 20 will be valid and binding as against all Members for so long as such rules are in force.
- (ii) the Local Government Members in a General Meeting may by resolution alter or repeal any rules made by the Board in accordance with Article 20.
- (iii) nothing in this Article 20 permits the Board to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by Members or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.

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Appendix A

Member Rights and Powers

1. Local Government Members

Local Government Members of the Company shall be entitled to: -

- 1.1 receive notice of, attend, speak and vote at general meetings of the Company, Branch meetings and meetings of any other national or regional groups of the Company;
- 1.2 receive any bulletins from the Company;
- 1.3 access to the Company's website, including any "members' only" pages; and
- 1.4 shall be eligible to stand for office with the Company.

2. Associate Members

Associate Members of the Company shall be entitled to: -

- 2.1 receive notice of, attend and, speak (but shall not be entitled to vote) at general meetings of the Company, Branch meetings, Branch and meetings of any other national or regional groups of the Company;
- 2.2 receive any bulletins from the Company; and
- 2.3 access to the Company's website, including any "members' only" pages; and
- 2.4 shall **not** be eligible to stand for office with the Company.

3. Honorary Members

Honorary Members of the Company shall be entitled to: -

- 3.1 receive notice of, attend and speak (but shall not be entitled to vote) at general meetings of the Company, Branch meetings, Branch meetings and meetings of any other national or regional groups of the Company;
- 3.2 receive any bulletins from the Company;
- 3.3 access to the Company's website, including any "members' only" pages; and
- 3.4 shall **not** be eligible to stand for office with the Company.

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Appendix B

Branches and Branch Officers

1. There shall be established a Branch for each of the areas detailed below and each Branch shall consist of Members of the Company in each relevant area. Each of the Branches may appoint from among their membership the following Branch Officers:
 - (i) Chair;
 - (ii) Vice Chair;
 - (iii) Treasurer;
 - (iv) Secretary;
2. The Branches may appoint Regional Lead Officers.
3. The Branches and their respective areas are as follows:
 - 3.1 North East
 - Northumberland, Tyne & Wear, Durham, Cleveland
 - 3.2 North West
 - Cumbria, Lancashire, Greater Manchester, Merseyside,
 - Cheshire 3.3 Yorkshire and the Humber
 - North Yorkshire, West Yorkshire, South Yorkshire, East Riding of Yorkshire, Kingston Upon Hull, North East Lincolnshire, North Lincolnshire
 - 3.4 East Midlands
 - Lincolnshire (excluding North East Lincolnshire and North Lincolnshire), Nottinghamshire, Derbyshire, Leicestershire, Rutland, Northamptonshire
 - 3.5 West Midlands

- Staffordshire, Shropshire, West Midlands, Warwickshire, Herefordshire, Worcestershire

3.6 Wales

- all of Wales

3.7 Eastern

- Norfolk, Cambridgeshire, Suffolk, Bedfordshire, Hertfordshire,

Essex 3.8 London

- Greater London

3.9 South East

- Kent, East Sussex, West Sussex, Surrey

3.10 South West

- Bristol, South Gloucestershire, Bath & North East Somerset, Somerset, Devon, Cornwall

3.11 Southern

- Berkshire, Buckinghamshire, Dorset, Gloucestershire, Hampshire, Isle of Wight, Oxfordshire, Wiltshire

3. Any change to Branch names or boundaries shall be by agreement between the Branches concerned, subject to approval by the Board. Any change to the number of Branches or overall Branch structure requires the approval of the Members in a General Meeting.
4. The appointment and removal of Branch Officers shall be made in accordance with the rules of the Branch to which that Officer belongs, in force from time to time and which relate to the election or removal of Branch Officers. Each appointment or removal shall be in writing on behalf of the relevant Branch and shall be notified to the President. Each Branch may exercise these powers to ensure seamless continuity of the Branch Officers.
5. A Branch is responsible for its own constitution, operation and assets provided always that these are at all times consistent with and designed to promote the Company's Objects. The Company may regulate the operation of Branches in any way it reasonably thinks fit and, in particular, may make rules for this purpose.

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Appendix C

National Lead Officers and the National Lead Junior Officer

1. Work Areas

The Board may from time to time:

- 1.1 define areas of work and their terms of reference for particular consideration by
National Lead Officers;
- 1.2 for each defined area of work, appoint a National Lead Officer for a term of two
years;
- 1.3 may terminate the appointment of National Lead Officer at any time during their term of office.

2. A National Lead Officer:

- 2.1 shall be a Local Government Member of the Company;
- 2.2 shall be appointed by the Board for a term of two years;
- 2.4 shall lead the work of the Company in the defined area of work;
- 2.5 shall consult such Members of the Company as appear to practise in the defined
area of work and seek to co-ordinate the work of any special interest groups;
- 2.6 may act by meeting other Members of the Company, whether in person or by electronic communication;
- 2.7 may appoint a Deputy National Lead Officer to assist them in undertaking their work in the defined area;
- 2.8 may appoint a Regional Lead for a specified Branch area in consultation with the Branch Officers;
- 2.9 shall comply with the terms of reference as specified by the Board for the defined area of work.

3. The selection and appointment of a National Lead Officer shall be in accordance with the procedures and rules to be determined by the Board from time to time.

4. The Junior National Lead Officer

- 4.1 there shall be a Junior National Lead Officer who;
- 4.2 shall be a junior Local Government Member of the Company;

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Adopted 3rd April 2020, ~~Revised 16th March 2022 for Adoption on 7th April 2022~~

- 4.3 shall be nominated for the office of Junior National Lead Officer by the Junior Members of the Company;
- 4.4 upon nomination, the Junior National Lead Officer will be appointed by the Board;
- 4.5 the Junior National Lead Officer shall serve a term of one year;
- 4.6 the Board shall define the work area and terms of reference of the Junior National Lead Officer;
- 4.7 the Junior National Lead Officer shall comply with the terms of reference as specified by the Board for the defined area of work and as otherwise directed by the Board;
- 4.8 upon completion of their term of office, the Junior National Lead Officer shall be appointed by the Board as a Junior Director of the Company for a term of one year;
- 4.9 the Board may terminate the appointment of the National Lead Junior at any time during their term of office.

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Appendix D

The Forum

1. Composition

1.1 The Forum shall comprise the: -

- (i) Branch Chairs;
- (ii) Branch Vice Chairs;
- (iii) Branch Treasurers;
- (iv) Branch Secretaries;
- (v) The National Lead Officers;
- (vi) The Regional Lead Officers.

2. Purpose and Objectives

The purpose and objectives of the Forum are: -

2.1 ~~[to be confirmed]~~

"To focus on the representation of LLG and its members together with the provision of services and benefits to its membership by sharing knowing and good practice, seeking out collaboration opportunities and providing a community focus for lawyers in local government.

To make recommendations to the LLG Board on targeted projects and campaigns and to be the voice of the membership, working strategically with the Membership Directors, Branch Directors and National Lead Directors.

To focus on various workstreams including but not limited to:-

- a. Formulation of policy and position statements on legislative development and the local government arena.
- b. Identifying and contributing to targeted change campaigns and prioritising work-streams for lobbying.
- c. To generate key contact lists and targeted parliamentary committee groups.
- d. To identify emerging primary and secondary legislation together with case law which effects the work of local government lawyers and to prioritise key areas.
- e. To liaise with stakeholders and identify joint working initiatives.
- f. To inform consultations and lead working groups.
- g. By engaging with stakeholders.
- h. To inform the programmes for the Spring Conference, Governance Conference and other events.
- i. To harmonise regional offerings and provide guidance to Regional Experts.
- j. To share Branch best practice and formulate action plans to re-establish redundant branches.
- k. To share National Expert best practice and disseminate to Regional Experts.
- l. To identify membership needs and priorities.

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3. Arrangements for the Forum

3.1 ~~[to be confirmed]~~

~~The Forum will be established virtually through a private Forum member area on the LLG Website. Appointment to the Forum will be confirmed and provided by the Company on confirmation of appointment to either a Branch Officer, National Lead or Regional Lead position.~~

~~Where a Branch Officer, National Lead or Regional Lead Officer ceases to hold office, they will automatically cease to hold membership of the Forum unless the Board determines with complete discretion otherwise.~~

4. Nominations for Branch Directors and National Lead Directors

4.1 The Forum shall elect from the Branch Officers and National Lead Officers respectively for appointment to the Board: -

4.1.1 two Branch Directors;

4.1.2 two National Lead Directors.

4.2 Upon their election the two Branch Directors ~~shall be appointed to the Board for a term of two years~~ and ~~the~~ two National Lead Directors shall ~~be appointed to the Board for a term of one year.~~

~~be appointed to the Board for a term of two years.~~