



Articles of Association and Rules Overview of Changes

May 2023

Changes to the Articles

Current Articles:		Article regarding:	Location of same or equivalent in new governance documents:			
from	to		Articles	Rules	Removed*	Committee Terms of Reference
1		<u>Preliminary</u>				
1	1.2.1	Definitions - various	✓			
1.2.2	1.2.2	Definition - clear days			✓ S360 CA2006	
1.2.3	1.2.3	Definition - Executive Board		✓		
1.2.4	1.2.6	Definitions - various	✓			
1.2.7	1.2.7	Definition - financial year			✓ S390 CA2006	
1.3	1.3	Context	✓			
1.4	1.4	Reference to gender	✓			
2		<u>Liability of Members</u>	✓			
3		<u>Objects of Association</u>				
3.1	3.2.9	Objects of Association	✓			
3.3	3.4.3.2	Power of Association	✓			
3.5	3.5.1	Director - contractual payments	✓			
3.5.2	3.5.6	Director - receipt of payments	✓			
3.6	3.6	Director - may not be an employee	✓			
3.6.1	3.6.3	Director - related party transactions	✓			
3.7	3.7	Director - goods and services			✓	
3.8	3.8.4	Director - conflicts of interest	✓			
4		<u>Qualification and admission of members</u>				
4.1	4.1	Admission of members	✓			
4.2	4.2.3	Make up of members		✓		

Current Articles:		Article regarding:	Location of same or equivalent in new governance documents:			
from	to		Articles	Rules	Removed*	Committee Terms of Reference
4.3	4.4	Resignations, termination of membership	✓			
4.4.1	4.4.2	Bankruptcy, etc			✓	
4.4.3	4.5	Terminations	✓			
4.6.1	4.6.5	Subscriptions		✓		
5		<u>Disqualification of EB members</u>				
5.1	5.1.8	Reasons for vacation of office	✓	✓ (5.1.3 & 5.1.7 membership related only)		
5.1.9	5.1.9	In breach of Articles			✓ S178 CA2006	
5.1.10	5.1.10	Convictions	✓			
5.1.11	5.1.11	Absence from meetings		✓		
6		<u>Executive Directors</u>				
6.1	6.1	Minimum Board size		✓	✓ (election at AGM)	
6.2	6.4	Retirement by rotation			✓	
6.5	6.5.2	Resignation	✓			
7		<u>Rights of members and Directors</u>				
7.1	7.1	Who can be a Director		✓		
7.2	7.2.2	Rights and privileges			✓ Various sections of the CA2006	
7.2.3	7.2.3	Link to membership		✓		
8		<u>The Executive Board</u>				
8.1	8.1	Link to membership			✓	
8.2	8.2	Controls over affairs and property	✓			
8.2.1	8.2.3	Right to make Rules	✓	✓ (Substantive and minor amendments in current regulations and retained in new rules)		
8.3	8.3	Old transition rules on change of Articles			✓	
8.4	8.9	Officers		✓		
8.10	8.10	Recruitment of staff			✓	
8.11	8.11	Acting below min. no	✓			

Current Articles:		Article regarding:	Location of same or equivalent in new governance documents:			
from	to		Articles	Rules	Removed*	Committee Terms of Reference
8.12.1	8.12.1	Regulation of proceedings	✓			
8.12.2	8.13.1	Directors meetings	✓			
8.13.2	8.13.2	Quorum for meetings	✓			
8.13.3	8.13.3	Conflicted vote	✓			
8.14.1	8.14.1	President = Chair		✓		
8.14.2	8.14.2	Appointment of Chair	✓			
8.14.3	8.14.3	Powers of Chair			✓	
8.15.1	8.16.2.1	Resolutions	✓			
8.16.2.2	8.16.2.2	Authorisation of expenditure		✓		
8.16.2.3	8.16.2.3	Delegation	✓			
8.16.3	8.16.3	Reporting of working groups		✓		
8.17	8.19.2	Conflicted interests	✓			
9		<u>Secretary</u>	✓			
10		<u>Auditors</u>		✓		
11		<u>Notice required of general meeting</u>				
11.1	11.1.2	AGM		✓		
11.2	11.2	Board convening general meeting			✓ CA2006 s302	
11.3	11.5	Calling/content of general meeting			✓ CA2006 s303	
11.6	11.9	Notice of general meeting			✓ CA2006 s307/s311	
12		<u>Proceedings at general meetings</u>				
12.1	12.1	Chair	✓			
12.2	12.2	Quorum	✓			
12.3	12.3.2.2	Proceedings at general meetings	✓			
12.4	12.5.3	Proceedings at general meetings		✓ (how Board are held accountable)		
12.6	12.6.1	Members voting rights	✓			
12.6.2	12.6.2	Unable to vote if account overdue	✓			
12.7	12.9.3	Proceedings at general meetings	✓			
13		<u>Seal</u>			✓ S45 CA2006	
14		<u>Notices</u>				
14.1	14.1.3	How a notice can be served	✓			
14.2	14.4	Deemed served	✓			
15		<u>No right to inspect accounts and other records</u>	✓			
16		<u>Winding up</u>	✓			
16.1	16.1	Winding up voluntarily by members			✓	

*Covered by **Companies Act 2006** or not required.

Changes to the Rules (previously Regulations)

Current Rules:		Rule regarding:	Location of same or equivalent in new governance documents:			
from	to		Articles	Rules	Removed*	Committee Terms of Reference
0		All references to an Annual General Meeting			✓	
1		<u>Regulations</u>		✓		
2		<u>Election of Officers and Executive Board</u>				
2a	2a	Only open to full members			✓	
2a	2a	Restriction of no. from same member		✓		
2b	2b	Appointment of Officers		✓		
2c	2d	Maximum size of the Board			✓	
2e	2e	Terms of office		✓		
2f	2f	IPP appointment		✓		
2f	2f	Substitute IPP			✓	
2g	2g	Retirement by rotation			✓	
2h	2h	Members ballot for appointment		✓		
2i	2i	Nomination of Committee Chair		✓		
2j	2m	AGM election of Directors			✓	
2n	2n	Appointment of Honorary Vice Presidents			✓	
2o	2q	Misc		✓		
3		<u>Duties and Powers of Executive Board</u>				
3a	3a	Calling meetings		✓		
3b	3b	Formation of Committees of the Board		✓		
3c	3c	Nomination of Committee Chair				✓
3d	3f	Committees, working parties, Association reps		✓		
3g	3g	Confidentiality		✓		
3h	3h	Affiliate Scheme terms			✓	
3i	3i	Probationary Scheme terms			✓	
4		<u>Election of Members of the Association</u>				
4a	4a	Application and admission		✓		
4e	4e	Number of members			✓	
5		<u>Failures in Standards of Conduct of Performance</u>		✓		
6		<u>Re-admission to Membership</u>		✓		
7		<u>Association Logo</u>		✓		
8		<u>Directors</u>		✓		

Current Rules:		Rule regarding:	Location of same or equivalent in new governance documents:			
<i>from</i>	<i>to</i>		Articles	Rules	Removed*	Committee Terms of Reference
9		<u>Financial Year</u>			✓ S390 CA2006	

*Covered by **Companies Act 2006** or not required.