

CONSUMERS' ASSOCIATION: RULES

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1. INTRODUCTION

- 1.1 These Rules are one of the documents that the Association uses to set the basis on which it is governed. It is an internal document to the Association but we choose to publish it on our website for transparency around the processes we follow.
- 1.2 As a starting point we must follow all the legal rules that apply to charitable companies, particularly the Companies Act 2006 and the Charities Act 2011. After that, the most important governance document is our Articles of Association. The Rules are not a replacement for our Articles of Association, which will always take priority if there is ever a difference between them, but they do add to the core principles set out in our Articles of Association.
- 1.3 For example, the Rules explain what we mean by certain words we use in the Articles. They explain how the Association treats different kinds of members, like joint members, the procedures we follow to run general meetings and to ensure trustees are properly appointed. The specific Article or Articles which each Rule expands upon is listed next to each Rule in the Index (and vice versa) so that you can cross refer between the two documents.
- 1.4 These Rules were adopted by the Council of Trustees on 19 June 2024 under Articles 16.2 and 16.3. Any capitalised terms have the same meaning as set out in Article 1.

PART 1: MEMBERSHIP

2. SUBSCRIPTIONS

- 2.1 A regular purchaser is a person who is a paid subscriber to any publication, product and/or services produced by the Association (or any wholly owned subsidiary company of the Association).

3. DIAGRAM OF OUR MEMBERSHIP STRUCTURE

Members	Other categories of members				
	Any other category of member established in the future <i>with</i> voting rights	Associate members		Corporate subscribers	Any other category of member established in the future <i>without</i> voting rights
		voting associate members	non-voting associate members		
Broad Membership			Not in the Broad Membership		

4. MEMBERS

- 4.1 The Members of the Association are those people who are eligible for membership under the Articles and who are admitted as Members having submitted an application form to the Association in the prescribed form.

5. OTHER CATEGORIES OF MEMBERS

- 5.1 There are two other categories of membership, being associate members and corporate subscribers.

5.2 Associate members

- 5.2.1 An associate member is any person who is an individual and who is a regular purchaser (as described in Rule 2.1).

- 5.2.2 The category of associate member is separated into:
- (a) voting associate members; and
 - (b) non-voting associate members.
- 5.2.3 To be a voting associate member a person must:
- (a) Have been an associate member for twelve months or more; and
 - (b) Have paid their required subscription for a minimum period of one year on a date to be determined by the Company Secretary which will be not more than 28 days prior to the date the poll vote mailing is circulated to the Broad Membership.
- 5.2.4 All other associate members are non-voting associate members.
- 5.2.5 An associate member (whether a voting or non-voting associate member) ceases to be an associate member if any sum payable by them and due to the Association or any company which is wholly owned by the Association is not paid within 30 days of its due date.
- 5.2.6 Which? staff and pensioners and Which? Limited directors who are not Members and receive free access to Which? products and services as a benefit of their role (or former role) within the organisation will not be associate members for this purpose unless they have a separate, paid-for subscription for one of the publications, products or services listed in Rule 5.2.2.

5.2.7 Joint associate members

- (a) Where the names of two or more people appear in a single entry in the relevant associate member database, they are, jointly, an associate member.
- (b) Joint voting associate members have one vote between them.

5.3 Corporate subscribers

- 5.3.1 A corporate subscriber is a body corporate that is a regular purchaser (as described in Rule 2.1) and includes any subscriber or regular purchaser whose subscription is paid by a business.
- 5.3.2 Only the following subscriptions entitle a person or business to be a corporate subscriber:
- (a) Which?, Which? Travel, Which? Gardening, Which? Tech or Which? Money;
 - (b) A digital subscription to which.co.uk; or
 - (c) Which? Legal.
- 5.3.3 A corporate subscriber has no voting rights.
- 5.3.4 A corporate subscriber ceases to be a corporate subscriber if:
- (a) any sum payable by them and due to the Association or any company which is wholly owned by the Association is not paid within 30 days of its due date;
 - (b) a resolution is passed or an order is made for the relevant corporate body to be wound up or it is placed in liquidation, or an administrator or receiver is appointed, or the relevant corporate body otherwise ceases to exist; or

- (c) the Association cancels their subscription where in the opinion of the Council of Trustees an action, inaction or omission by them brings or could bring the reputation of the Association or any company which is wholly owned by the Association into disrepute.

6. BROAD MEMBERSHIP

- 6.1 The Broad Membership comprises Members and voting associate members only.
- 6.2 Corporate subscribers do not form part of the Broad Membership of the Association.

7. ADDITIONAL RULES FOR JOINT MEMBERS

- 7.1 Joint Members shall receive notices from the Association at the service address recorded in the Register.
- 7.2 If there are the names of two or more persons in the entry for a Member in the Register and one person dies, only the deceased person's rights will cease. The surviving person(s) will still be a Member.
- 7.3 Joint Members shall count towards the quorum as a single Member and shall have one vote between them.
- 7.4 A vote by one of the persons forming a joint Membership on a resolution or a poll will be treated as a vote on behalf of all of the persons forming that joint Membership and Rules 16 (Appointment of Proxies) and 18.1 – 18.5 (Advance Votes) shall apply. This means that (subject at all times to the discretion of the Council of Trustees):
 - 7.4.1 in the case of resolutions other than Advance Votes of the Broad Membership, votes may be revoked or altered up to the voting deadline and so the last vote received by that deadline will count.
 - 7.4.2 for Advance Votes on a resolution of the Broad Membership, which may *not* be revoked or altered once they have been submitted, only the first vote will count.
- 7.5 The joint Members shall be treated for all other purposes as if they were, together, a single Member.

8. MEMBERS RAISING GOVERNANCE ISSUES OTHER THAN AT AN AGM

- 8.1 The Council of Trustees shall appoint a Trustee with responsibility for considering governance issues raised by Members (the **Member Governance Representative**) in accordance with Article 9.6. The Member Governance Representative will engage with relevant Members in relation to Proposals (as defined in Rule 8.2) and report to the Council of Trustees as appropriate. Where the Council of Trustees has appointed a Deputy Chair in accordance with the Articles of Association, that individual will be the Member Governance Representative unless the Council of Trustees determines otherwise.
- 8.2 A valid proposal (a **Proposal**) is a proposal raised by a Member which the Member Governance Representative determines:
 - 8.2.1 relates to changes to the existing governance framework or is a matter which would properly form an item of business on the AGM Notice, including any proposal to amend the Articles of Association;
 - 8.2.2 is provided to the Company Secretary with details of the Proposal and its rationale, in accordance with Rule 8.5; and
 - 8.2.3 does not relate to the same or similar issue raised in another Proposal more than once every three years

- 8.3 The Member Governance Representative will consider and work with the Corporate Governance team to bring formally raised Proposals forward and make recommendations to the Council of Trustees and/or other group committees or sub groups (as appropriate) on how to respond to a Proposal.
- 8.4 If a Proposal is raised and its subject matter falls within the remit of another group committee or sub group of the Consumers' Association, the Member Governance Representative will have the authority to decide whether there is sufficient merit to refer the Proposal on or not but it will be for the other committee or sub group to which the matter has been referred to progress it as it sees fit, subject to reporting back to the Member Governance Representative.
- 8.5 Where the Member wishes the Member Governance Representative to consider a Proposal, they must provide the Company Secretary with details of the Proposal and its rationale, together with relevant particulars of the five other Members who support it in such manner and written form as the Company Secretary may publish from time to time on the Consumers' Association's website.
- 8.6 A Member may put forward up to four Proposals per financial year for consideration by the Member Governance Representative.
- 8.7 The Association may undertake a process to verify the membership status of a proposer and the supporters of a Proposal and contact them as required.
- 8.8 A summary of Proposal(s) received will be published in the next financial report with a link to the relevant website page where fuller detail of the Proposal(s) will be made available, and a telephone number to call to obtain a hard copy if required.
- 8.9 Within four weeks of receiving a valid Proposal from a Member, the Member Governance Representative will provide a statement of the conclusions (the **Explanatory Statement**) in relation to the Proposal to the Member who submitted it. If, after initial consideration by the Member Governance Representative, a Proposal is referred to the Council of Trustees and/or another group committee or sub group for consideration, then the Member who submitted the Proposal will be updated on the outcome of that further review. The timing for these updates will depend on when the relevant group governance body meets and reaches a conclusion in relation to the Proposal.
- 8.10 Where consideration of a Proposal is rejected by or on behalf of the Member Governance Representative, or its consideration is deferred, they will notify the Member who submitted the Proposal together with reasons.
- 8.11 Within four weeks of receipt of the Explanatory Statement by the Member who put forward the Proposal, that Member may respond to the Explanatory Statement for consideration by the Member Governance Representative. The Member Governance Representative may refer to the Council of Trustees for a decision at any time.
- 8.12 The Explanatory Statements will be made available on the website as soon as possible after the relevant Member has been notified.
- 8.13 The Member Governance Representative is authorised to:
- 8.13.1 investigate Proposals and call upon Council Trustees or other stakeholders to provide them with any other information they reasonably require;
 - 8.13.2 determine the validity of any proposal and any related issue; and
 - 8.13.3 obtain outside legal or other independent professional advice through the Company Secretary.

PART 2: GENERAL MEETINGS

9. DATE AND BUSINESS TO BE TRANSACTED AT AN AGM

- 9.1 Not later than six months after the date of the last AGM, the Council of Trustees will decide the date, the time and the place for holding the next AGM.
- 9.2 The business to be transacted at an AGM shall include:
- 9.2.1 consideration of the income and expenditure account and the balance sheet;
 - 9.2.2 the receipt of the report of the Council of Trustees;
 - 9.2.3 the receipt of the report of the auditors;
 - 9.2.4 the approval of the appointment and re-appointment of Trustees;
 - 9.2.5 the appointment of auditors; and
 - 9.2.6 the fixing of the remuneration of the auditors.

10. NOTICE OF GENERAL MEETINGS

- 10.1 The Association shall give at least 21 days' notice of any AGM. Any other General Meeting shall be called in accordance with the Companies Act 2006.
- 10.2 The Council of Trustees shall determine whether a General Meeting is to be held as a physical General Meeting and/or an electronic General Meeting. The Council of Trustees may call General Meetings whenever and at such times and places, including on electronic platforms, as it shall determine.
- 10.3 The Council of Trustees shall specify in the Notice calling the General Meeting whether the meeting will be physical and/or electronic. Such notice shall also specify the time, date and place and/or electronic platform(s).

11. PRESIDING AT GENERAL MEETINGS

- 11.1 If there is no Chair, or if the Chair is unable or unwilling to chair the General Meeting, or is not present within 5 minutes of the time at which a General Meeting was due to start, the Deputy Chair (if any) shall preside at the General Meeting.
- 11.2 If the Deputy Chair cannot preside for any reason, or there is no Deputy Chair, then any Trustee present and chosen on a show of hands of the Trustees present shall preside at the General Meeting.

12. MEMBER-REQUESTED RESOLUTIONS

- 12.1 The Receipt Date for a Members' Requested Resolution and/or statement shall be:
- 12.1.1 such date as the Association notifies to Members from time to time in such manner as the Council of Trustees sees fit (including by publishing it on the Association's website); or
 - 12.1.2 failing such notification, no fewer than 60 days before the date of the General Meeting.

13. DISSOLVING, ADJOURNING AND RECONVENING GENERAL MEETINGS

- 13.1 A General Meeting convened at the request of Members shall be dissolved if a quorum is not present within half an hour of the time appointed for the start of the General Meeting.

- 13.2 Any other General Meeting shall automatically be adjourned to the same day in the next week at the same time and place or on another day and at another place determined by the Council of Trustees if a quorum is not present within half an hour of the time appointed for the start of the General Meeting.
- 13.3 If a quorum is not present within half an hour of the time appointed for the start of the adjourned General Meeting, the Members who are present at that time shall be a quorum.
- 13.4 No business shall be transacted at any adjourned General Meeting except business that was tabled to be transacted at the General Meeting from which the adjournment took place.
- 13.5 If a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original General Meeting. Apart from that, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

PART 3: VOTING OF MEMBERS

14. VOTING AT A GENERAL MEETING – GENERAL

- 14.1 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered and every vote not disallowed at the General Meeting shall be valid for all purposes. Any objection made during the General Meeting or adjourned General Meeting shall be referred to the chair of the General Meeting whose decision shall be final and conclusive.

15. POLL VOTING

- 15.1 A poll may be demanded at a General Meeting by the chair of the General Meeting or by three or more Members present.
- 15.2 The chair of the General Meeting shall decide the time, the place and the manner of holding the poll.
- 15.3 A demand for a poll at a General Meeting may be withdrawn at any time up to the moment when the next business at the meeting starts. A demand for a poll shall not prevent the continuation of the General Meeting and shall not prevent the transaction of the rest of the business of the General Meeting.

16. APPOINTMENT OF PROXIES

- 16.1 The appointment of a proxy shall be in writing, shall be signed by or on behalf of the Member making the appointment and shall be in the form set out in the annex to these Rules.
- 16.2 The written appointment of a proxy (with any document such as a power of attorney under which it is signed) shall be sent to the registered office so as to arrive at least 48 hours (or such shorter time as the Council of Trustees decides) before the time for holding the meeting.
- 16.3 In the case of a poll:
 - 16.3.1 to be taken more than 48 hours after it is demanded, the written appointment of a proxy shall be sent to the registered office so as to arrive at least 24 hours (or such shorter time as the Council of Trustees decides) before the time appointed for taking the poll; or
 - 16.3.2 to be taken within 48 hours after it is demanded, the written appointment of a proxy shall be delivered at the General Meeting (or such later time as the Council of Trustees decides) at which the poll was demanded and handed personally to the chair of the meeting, the Secretary or any Trustee.

- 16.4 Instead of being sent to the registered office, a written appointment of a proxy may be sent to another place within the United Kingdom specified by the Council of Trustees and stated in a notice convening or concerning the General Meeting at which the proxy is intended to be used.

PART 4: VOTING BY THE BROAD MEMBERSHIP

17. VOTING BY THE BROAD MEMBERSHIP – GENERAL

- 17.1 In this Part 4 the following phrases will have the following meanings:

Advance Vote	means a vote by poll exercised in advance of either the closure of the poll in accordance with Rule 18.11 or the suspension of the poll in accordance with Rule 18.12 by any individual who forms part of the Broad Membership;
Live Vote	means a vote by poll exercised by a Member or their proxy (appointed in accordance with Rule 16) at an AGM;
Resolution of the Broad Membership	means any resolution to be put to a vote of the Broad Membership relating to: <ul style="list-style-type: none">(a) whether to approve the appointment or continuation in office of a Trustee;(b) whether a Trustee may continue in office when they have exceeded their Maximum Term of office, upon the recommendation of the Council of Trustees; or(c) where a Trustee remains in office after their Maximum Term, whether to approve their continuation in office in every year thereafter.

- 17.2 The appointment, re-appointment or continuation (as the case may be) of each Trustee shall be the subject of separate Resolutions of the Broad Membership.
- 17.3 Every individual who forms part of the Broad Membership under Rule 6 is entitled to an Advance Vote on each Resolution of the Broad Membership.
- 17.4 Where the Council of Trustees has made available a facility to enable a Live Vote on a Resolution of the Broad Membership in accordance with Rule 18.6, every individual who forms part of the Broad Membership under Rule 6 by virtue of being a Member is entitled to a Live Vote, as an alternative to an Advance Vote.

18. POLL VOTING BY THE BROAD MEMBERSHIP

Advance Votes

- 18.1 Subject to 18.1a, every individual who forms part of the Broad Membership under Rule 6 will be sent an Advance Vote pack by electronic communication, including via a voting platform or website, assuming they have provided an email address to the Association, or, if not or they have requested it, by prepaid post, containing:
- 18.1.1 instructions as to voting;
 - 18.1.2 information on each Trustee who is the subject of a Resolution of the Broad Membership.

- 18.1a The Company Secretary, may, at their sole discretion, agree that an Advance Vote pack will not be sent to and, therefore, to exclude from the voting process, any member of the Broad Membership who has, or whose authorised representative has, requested in writing that they be so excluded.
- 18.2 The Advance Vote pack may be sent with and/or as part of any magazine or other publication being sent to those entitled to vote.
- 18.3 The Council of Trustees may publish a notice on the Which? website to encourage those in the Broad Membership to check that the contact details provided to the Association and its group are up-to-date and, if not, to update them and request a further Advance Vote pack (subject to the Council of Trustees being satisfied that the Association or the appointed body (as described in Rule 18.8) has appropriate controls in place to prohibit multiple voting by those in the Broad Membership).
- 18.4 The instructions for voting will include a statement of the date by which Advance Votes must be cast and received in order to be valid. This date will not be earlier than 21 days after the date when most of those entitled to vote would be deemed to have received the Advance Vote pack and any other documents in connection with the vote, and not later than 48 hours before the AGM at which the results of the relevant Resolution(s) of the Broad Membership are intended to be declared.
- 18.5 The accidental omission to send an Advance Vote pack (or any document contained in the Advance Vote pack) to an individual eligible to vote on a Resolution of the Broad Membership or the apparent non-receipt of a voting pack (or document in the pack) by any such person will not invalidate any vote.

Live Votes

- 18.6 The Council of Trustees may make available a facility that allows Members to exercise a Live Vote on a Resolution of the Broad Membership at an AGM.
- 18.7 Where a Member has validly exercised an Advance Vote on a Resolution of the Broad Membership, any Live Vote they seek to exercise on that resolution will not count.

General

- 18.8 The Council of Trustees will appoint such organisation or body of persons as it thinks fit (**the appointed body**) to conduct on behalf of the Association an Advance Vote and any Live Vote on a Resolution of the Broad Membership and to determine the results of the poll on each such resolution in accordance with these Rules.
- 18.9 The Council of Trustees will require that the Association or the appointed body (as described in Rule 18.8) has appropriate controls in place to prohibit a Member from exercising more than one vote on any Resolution of the Broad Membership, whether by way of an Advance Vote or a Live Vote.
- 18.10 The appointed body will conduct the Advance Vote and any Live Vote:
- 18.10.1 in accordance with the Association's Articles, these Rules and its known and accepted procedures for conducting poll votes; and
 - 18.10.2 in a fair manner, adopting proper procedures and keeping proper records.
- 18.11 Where there are to be only Advance Votes on a Resolution of the Broad Membership, the poll shall close no more than 48 hours and no less than 24 hours prior to the AGM at which the results of the Resolution of the Broad Membership are intended to be declared, with the time of closure of the poll notified to the Broad Membership in the Advance Vote pack (or in the event of a failure to notify, taking place 48 hours before the start of the relevant AGM).

- 18.12 Where there are to be both Advance Votes and Live Votes on a Resolution of the Broad Membership the poll shall be suspended no more than 48 hours and no less than 24 hours prior to the AGM at which the results of the Resolution of the Broad Membership are intended to be declared, with the time of suspension of the poll notified to the Broad Membership in the Advance Vote pack (or in the event of a failure to notify, taking place 48 hours before the start of the relevant AGM). The poll shall be resumed at the said AGM in order for the Live Votes to be cast and all votes to be counted, and the poll shall close at the direction of the chair of the meeting.
- 18.13 Any accidental failure of any technology in conducting a Live Vote will not invalidate any poll and in such circumstances, the chair of the meeting shall determine how any Live Votes shall be counted.

19. DECLARING THE RESULTS OF A VOTE BY THE BROAD MEMBERSHIP

- 19.1 A Resolution of the Broad Membership shall pass if a simple majority of those who vote, vote in favour of the resolution whether by exercising an Advance Vote or a Live Vote. The resolution shall pass with effect from the declaration of the results.
- 19.2 On the working day following the last day for receipt of Advance Votes and after eliminating all invalid votes, the appointed body will count the votes and advise the Secretary as soon as the count has been completed as to the number of Advance Votes that have been cast in favour of each Resolution of the Broad Membership.
- 19.3 The appointed body will certify the result of the Advance Votes in writing and deliver the certificate of the result to the Secretary.
- 19.4 At the AGM after eliminating all invalid votes, the appointed body will count the Live Votes and advise the Secretary as soon as the count has been completed as to the number of Live Votes that have been cast in favour of each Resolution of the Broad Membership
- 19.5 The appointed body will certify the result of the Live Votes in writing.
- 19.6 At the AGM the appointed body will confirm in writing the sum of the Advance Votes that have been cast for each Resolution of the Broad Membership and any Live Votes that have been cast for each Resolution of the Broad Membership and will notify the chair of the meeting of the results of each Resolution of the Broad Membership.
- 19.7 Subject to Rule 19.8, the result of the vote(s) will be formally declared at the AGM by the chair of the meeting (or the chair of that part of the meeting where a Resolution of the Broad Membership relates to the chair of the meeting).
- 19.8 Where for technical or other reasons it is not possible to declare formally the result of a Resolution of the Broad Membership at an AGM, such result shall be declared as soon as reasonably practicable after the close of the AGM, either at an adjourned meeting or in writing to Members including by publishing it on the Association's website.
- 19.9 Until the result is formally declared, the result of the vote(s) are provisional only, and may be modified to take account of any error or omission, or any circumstances which mean a Trustee is no longer eligible for appointment or re-appointment as a Trustee which comes to light before the result is formally declared.
- 19.10 Once the result of the vote(s) are formally declared, the result(s) so declared is/are binding and conclusive and will not be liable to be challenged or altered in any way.
- 19.11 The Council of Trustees will publish the names of Trustees approved by the Broad Membership and those not approved, by such means as the Council of Trustees considers appropriate. This may include notification in or with any Which? magazine or other publication or on the Which? website.

- 19.12 The Secretary will, following receipt of a written request from anyone entitled to vote, provide that person with a copy of the detailed result of the vote.
- 19.13 Any form, document or notification required under this Rule will:
- 19.13.1 if sent by first class post or other next day delivery service, be deemed to have been delivered 48 hours after it was sent and, in proving delivery, it will be sufficient to prove that it was properly addressed, prepaid and posted;
 - 19.13.2 if sent by second class post or other equivalent delivery service, be deemed to have been delivered 96 hours after it was sent and, in proving delivery, it will be sufficient to prove that it was properly addressed, prepaid and posted;
 - 19.13.3 if delivered in person, be deemed to have been delivered on the day it is delivered if it was received at the relevant address on a working day by 6pm, or otherwise the next working day; and
 - 19.13.4 if sent by email, be deemed to have been delivered on the next working day following the day on which the email was sent.
- 19.14 All disputes in relation to any matter connected with or arising from a Resolution of the Broad Membership will be determined by the Council of Trustees.

PART 5: ELIGIBILITY, APPOINTMENT AND APPROVAL OF TRUSTEES

20. ELIGIBILITY OF TRUSTEES

- 20.1 A declaration of eligibility and willingness to act shall include, as a minimum, confirmation that the proposed Trustee:
- 20.1.1 is an individual of 18 or more years of age;
 - 20.1.2 is eligible to be a charity trustee and a company director;
 - 20.1.3 is not an employee of the Association or a subsidiary company of the Association or an employee of any entity included in the Association's group accounts; and
 - 20.1.4 has not been in such employment within the period of five years immediately preceding the date on which they seek to be appointed as a Trustee with the exception that the Council of Trustees shall in its absolute discretion have the power to resolve to allow such a person to be appointed provided such appointment meets any requirements of charity law.

21. APPLICATION FOR TRUSTEESHIP

- 21.1 Vacancies will be advertised and appointments conducted through an open and transparent process.

22. APPOINTMENT & RE-APPOINTMENT OF TRUSTEES

- 22.1 The Council of Trustees shall retain its discretion to reject a recommendation of the Nominations Committee for the appointment or re-appointment of a Trustee including without limitation if it considers the recommendation:
- 22.1.1 is not in the best interests of the Association; or
 - 22.1.2 is inconsistent with furthering the Objects.
- 22.2 The Council of Trustees shall record the reasons for its decision to reject a recommendation of the Nominations Committee in the minutes of a Council of Trustees' meeting.

22.3 The Council of Trustees shall use its reasonable endeavours to align the appointment and re-appointment of Trustees to the AGM. Circumstances in which Trustees may make an immediate appointment in year include:

22.3.1 where a vacancy arises as a result of a resignation, dismissal or death; and

22.3.2 where the Council of Trustees considers it in the best interests of the Association to do so.

23. APPROVAL OF TRUSTEES BY THE BROAD MEMBERSHIP

23.1 The Council of Trustees shall ensure that information is available in the Association's Trustee appointments booklet included in the voting pack in relation to Trustees who are proposed for the approval of the Broad Membership.

23.2 The Council of Trustees shall set out its reasons for appointing or re-appointing a Trustee in the Trustee appointments booklet.

24. EXCEPTIONAL CIRCUMSTANCES FOR RE-APPOINTMENT AFTER A MAXIMUM TERM

24.1 The Council of Trustees may determine that Exceptional Circumstances have arisen and that as a result a Trustee may exceed their Maximum Term (if approved by the Broad Membership) if:

24.1.1 the Trustee is also the Chair and their Maximum Term occurs during a period of transition of the role of Chief Executive to a new incumbent; or

24.1.2 the Trustee is involved with a major project of the Association and their expertise or knowledge is such that it would be detrimental to the Association for the Trustee to no longer be involved with the project; or

24.1.3 such other circumstances arise which the Council of Trustees considers exceptional, acting reasonably and in good faith.

24.2 The Exceptional Circumstances shall be recorded in the minutes of a Council of Trustees' meeting and disclosed to the Broad Membership.

PART 6: COUNCIL OF TRUSTEES

25. COUNCIL OF TRUSTEES' MEETINGS

25.1 The Council of Trustees' meetings shall be deemed to take place where the largest group of Trustees are assembled, or, if there is no such group, where the Chair is.

25.2 If there is no Chair, or if the Chair is unable or unwilling to chair the Council of Trustees' meeting, or is not present within 5 minutes of the time at which a Council of Trustees' meeting was due to start, the Deputy Chair (if any) shall preside at the Council of Trustees' meeting.

25.3 If the Deputy Chair cannot preside for any reason then any Trustee chosen on a show of hands of the Trustees present shall preside at the Council of Trustees' meeting.

26. DECISIONS IN WRITING

26.1 A resolution circulated to all the Trustees eligible to vote and executed by a simple majority of the Trustees shall be as valid and effectual as if it had been passed at a Council of Trustees' meeting, which in every case was duly convened and held.

26.2 For the purposes of this Rule:

- 26.2.1 a resolution shall consist of one or more Written documents sent to an address specified for the purpose, including via a board portal, by the Secretary, provided that each such Written document (if more than one) is to the same effect;
- 26.2.2 a Written document is executed when the person executing it signs it and a Written document in Electronic Form is executed when the person executing it sends it or votes in favour of it by electronic means including via a board portal provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe;
- 26.2.3 the Trustees need not execute the same Written document;
- 26.2.4 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by them that the resolution has been executed in accordance with this Rule; and
- 26.2.5 if no Secretary is appointed, the Chair shall perform the functions of the Secretary under this Rule.

27. CHAIR & OTHER OFFICERS

- 27.1 The Council of Trustees may from time to time appoint from among its number:
 - 27.1.1 a Chair;
 - 27.1.2 a Deputy Chair;
 - 27.1.3 a Member Governance Representative (if not the Deputy Chair)
 - 27.1.4 such other officer roles as the Trustees may appoint from time to time.
- 27.2 The Council of Trustees may set the Chair's and other Officers' terms of office. The Council of Trustees may remove the Chair and any other Officer from office at any time (but any removal of such a person as a Trustee shall only be undertaken in accordance with the Articles).
- 27.3 If the Council of Trustees does not determine the term of office for any Officer, they shall hold office for the period of one year.

28. COMMITTEES

- 28.1 Committees shall comply with their terms of reference and any additional instructions from the Council of Trustees.
- 28.2 The proceedings and decisions of committees shall be reported to the Council of Trustees as soon as reasonable.
- 28.3 A committee can co-opt anyone, and remove any person co-opted, (including members of staff and people who are not Members) to serve on the committee PROVIDED THAT a former Trustee who has reached their Maximum Term and has retired from office shall not be considered independent and shall not be co-opted to a committee where independence is a requirement for such co-opted committee members.
- 28.4 At any one time not more than one third of a committee shall consist of co-opted committee members.
- 28.5 The Council of Trustees may remove a co-opted committee member at any time.
- 28.6 The Council of Trustees may determine who is to chair a committee and their period of office, but if it does not do so, the committee shall elect a committee chair from among its number and decide their period of office.

- 28.7 Questions arising at a committee meeting shall be decided by a majority of votes. In case of an equality of votes, the committee chair shall have a second or casting vote.
- 28.8 A committee matter circulated in writing, including via electronic communication and/or a board portal, to all committee members eligible to vote and decided by a simple majority shall be as valid and effectual as if it had been decided at a committee meeting.

PART 7: CHIEF EXECUTIVE & SECRETARY

29. CHIEF EXECUTIVE

- 29.1 The Chief Executive shall be entitled to attend, to report and to give advice to Council of Trustees' meetings.

30. TERMS OF EMPLOYMENT

- 30.1 The Association shall employ the Chief Executive and the Secretary on such terms and conditions (including pay) as the Council of Trustees shall decide.

PART 8: ADOPTION, AMENDMENT & REVOCATION

31. ADOPTING, AMENDING AND REVOKING THE RULES

- 31.1 The Council of Trustees may adopt, amend and revoke such Rules as they deem appropriate from time to time.
- 31.2 The Council of Trustees shall review the Rules annually.

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ANNEX A – FORM OF PROXY APPOINTMENT