

## Directors (The Council) Bylaws

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## **1. Introduction**

1.1 Nothing in these Bylaws shall contradict the Memorandum and Articles of Association. If there is any conflict the Articles of Association shall take precedence.

1.2 The use of the terms Board of Directors and Council, may be used interchangeably but shall have the same meaning.

## **2. Board of Directors (Council)**

### **Powers of the Council**

1.1. The business of the Association is managed by the Council, which may use all the powers of the Association that are not, by the Companies Act or by these Articles, reserved to the Members or to them in their capacity as Members.

### **Composition of the Council**

1.2. The Council consists of:-

1.2.1. the elected Chair and Vice Chair; and

1.2.2. not fewer than six and no more than ten additional persons elected by Members of the Association.

1.3. No person under the age of 16 may be appointed as a Director.

### **Retirement of the Chair**

1.4. At the third annual general meeting after his or her last election as Chair, the Chair shall retire.

1.5. He or she shall be eligible for re-election as Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

1.6. He or she shall be eligible for re-election as a Director not taking the role of Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

1.7. For the purposes of these Bylaws a "year" shall mean a complete period of service between two annual general meetings.

#### **Retirement of the Vice-Chair**

1.8. At the third annual general meeting after his or her last election as Vice-Chair, the Vice-Chair shall retire.

1.9. He or she shall be eligible for re-election as Vice-Chair or Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

1.10. He or she shall be eligible for re-election as a Director not taking the role of Vice-Chair or Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

1.11. For the purposes of these Bylaws a "year" shall mean a complete period of service between two annual general meetings.

#### **Retirement of Directors (excluding the Chair and Vice-Chair)**

1.12. At the second annual general meeting after his or her last election a Director, shall retire.

1.13. He or she shall be eligible for re-election as either a Director not taking the role of Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

1.14. He or she shall be eligible for election as Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

1.15. For the purposes of these Bylaws a "year" shall mean a complete period of service between two annual general meetings.

#### **Filling vacancies in the Council**

1.16. The Council can appoint anyone as a Director to fill a vacancy in the membership of the Council. They will hold office until the next annual general meeting where they may be elected by the Members (unless they cease to be a Director prior to that). For the purposes of these Bylaws the Council shall decide how many vacancies there are, subject to the maximum and minimum numbers given in these Bylaws.

1.17. A co-opted Director (appointed by the Council to fill a vacancy) may be removed by the Council at any time and may not be co-opted more than two times. In the event that a co-opted Director goes on to be elected by the Members, for the purposes of the maximum terms of office his initial appointment shall be the date on which he was first co-opted.

### **Observers**

1.18. The Council may invite Observers to their meetings for the purpose of observing proceedings and providing advice, if asked.

1.19. For the avoidance of doubt, Observers shall not be Directors and shall not be entitled to vote on Council matters.

### **Disqualification, resignation and removal of Directors**

1.20. A Director shall cease to be a Director if the Director:-

- 1.20.1. becomes bankrupt or makes any arrangement or composition with their creditors;
- 1.20.2. is disqualified by law from serving as a company director unless there is an appropriate exception in place;
- 1.20.3. is disqualified by law from serving as an Association director unless a waiver has been granted;
- 1.20.4. is considered by the Council to have become incapable, whether mentally or physically, of managing their own affairs and a majority of the other Directors resolve that they must cease to hold office;
- 1.20.5. resigns by notice in writing to the Directors (but only if at least three Directors will remain in office when the resignation is to take effect);
- 1.20.6. is absent without permission from two consecutive meetings of the Directors and it is resolved by a majority of the other Directors to remove the Director;
- 1.20.7. is removed from office by the Members convening a general meeting and removing the Director in accordance with the procedure set out in the Companies Act;
- 1.20.8. is a co-opted Director and is removed by the Council;

1.20.9. is removed from office by a resolution of at least 75% of the other Directors present and voting at a Council meeting provided:

1.20.9.1. at least half of the serving Directors are present at the meeting; and

1.20.9.2. that prior written notice of meeting and the intention to propose such a resolution has been given to the Director in question; or dies.

### **Notification of change of Directors**

1.21. All appointments, retirements or removals of Directors and the Company Secretary (if any) must be notified to the Registrar of Companies.

## **2. Decision-making by the Directors**

### **Meetings of the Council**

3.1 The Directors must hold at least four meetings each year.

3.2 The Council may meet, adjourn and run its meetings as it wishes, subject to these Bylaws, the Articles and the Companies Act.

### **Calling a meeting**

3.3 The Association, if requested by the Chair or any three Directors, must call a meeting of the Council.

### **Participation in meetings**

3.4 Council meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

### **Quorum for Council meetings**

3.5 The quorum for a Council meeting is five Directors.

3.6 A Director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

### **Chair of Council meetings**

3.7 The Chair, as elected by the Members, or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each Council meeting.

### **Voting**

3.8 Matters for decision at any meeting must be decided by a majority of votes and each Director has one vote (including the Chair).

3.9 If the votes are equal, the Chair has a second or casting vote.

### **Conflicts of Interest**

3.10 For the purposes these Bylaws, "Conflict of Interest" means any direct or indirect interest of a Director (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Association, because the Director or a Connected Person may receive a benefit from the Association, or has some separate interest or duty in a matter *to* be decided, or in relation to information which is confidential to the Association.

3.11 Subject to Article 16, whenever a Director is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Director must:

3.11.1 fully declare the nature and extent of the interest before discussion begins on the matter;

3.11.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Directors;

3.11.3 not be counted in the quorum for that part of the meeting or decision-making process;

3.11.4 be absent during the vote and have no vote on the matter; and

3.11.5 comply with any other requirement which the other Directors resolve is necessary.

3.12 If any question arises as to whether a Director has a Conflict of Interest, the question must be decided by a majority decision of the other Directors.

3.13 When any Director has a Conflict of Interest, the Directors who do not have a Conflict of Interest (if they form a quorum without counting the Director and are satisfied that it is in

the best interests of the Association to do so) may by resolution passed in the absence of the Director permit the Director, notwithstanding any Conflict of Interest which has arisen or may arise for the Director, to:

3.13.1 continue to participate in discussions leading to the making of a decision, or to vote, or both;

3.13.2 disclose to a third party information confidential to the Association;

3.13.3 take any other action not otherwise authorised which does not involve the receipt by the Director (or a Connected Person) of any payment or Material Benefit from the Association; or

3.13.4 refrain from taking any step required to remove the conflict.

3.14 Where a Director has a Conflict of Interest which has been declared to the Directors, the Director shall not be in breach of that Director's duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Director may not withhold information relating to a direct or indirect personal benefit for the Director.

3.15 The Directors shall observe the other duties and rules in the Companies Act, and such other rules as the Council adopts, in relation to the management of Conflicts of Interest.

3.16 Nothing contained in these Bylaws shall authorise a Director to receive any benefit not permitted elsewhere in these Articles.

3.17 For the purposes of these Bylaws, a Director is deemed to be connected to:

3.17.1 any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his partner or any other family member who is dependent or partially dependent on the Director; and

3.17.2 any firm or company in which the Director is: (i) a partner; (ii) an employee;

3.17.3 (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares do not give him, or him together with any dependent, a substantial interest (being more than one-fifth of the shares or voting power of the relevant company).

### **Resolutions in Writing without a Council meeting**

3.18 A resolution in Writing Signed by all of the Directors is as valid as if it had been passed at a properly held meeting of the Council. The resolution may consist of several documents in the same form Signed by one or more of the Directors.

### **Officers of the Council**

3.19 The Chair is elected by the Members.

3.20 If the Chair ceases to be a Director in between annual general meetings, the Directors may appoint a Director as an interim Chair until the next annual general meeting.

3.21 The Directors may appoint or remove any other officers that it wishes. Officers shall be appointed from among the Directors, with the exception of the company secretary who may but need not be a Director.

### **Council's right to act despite vacancies**

3.22 The Council may act despite any vacancy on the Council, but if the number of Directors falls below the number fixed as the quorum, it may act only to summon a general meeting of the Association or to appoint further Directors.

### **Validity of acts done at meetings**

3.23 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director, anything done before the discovery is valid.

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