

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
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COMPANIES HOUSE

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THE NATIONAL ASSOCIATION FOR SPECIAL EDUCATIONAL NEEDS

1. Objects

The Association is established for the objects expressed in the Memorandum of the Association ("the Objects")

2. Membership

- a Membership of the Association is open to any individual or organisation interested in promoting the Objects who applies to the Association in the form required by the Trustees
- b Members will be enrolled into the Association on payment of the appropriate annual subscription
- c The number of Members with which the Association proposes to be registered is unlimited
- d The Association must maintain a register of members
- e Membership is terminated if the Member concerned
 - i gives written notice of resignation to the Association
 - ii dies or is dissolved
 - iii is two months in arrears in paying the relevant subscription (but in such a case the Member may be reinstated on payment of the amount due) or
 - iv is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the Member's continued membership is harmful to the Association (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice)
- f Membership of the Association is not transferable
- g Complimentary and Life membership of the Association may in exceptional cases and at the discretion of the Trustees be awarded to those who have rendered outstanding service to the Association. Complimentary and Life members shall be entitled to receive notice of General Meetings, and to attend and speak, but not vote, at them
- h The rates and due payment date of subscriptions shall be fixed by the Trustees. Complimentary and Life members do not pay a subscription

3. Trustees

3.1. The Composition of the Trustees

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Unless the Trustees decide otherwise there shall be at least ten Trustees with

- a all to be appointed by the existing Trustees through interview process ensuring a spread of expertise including education, finance, marketing, management etc , and
- b the role of Chair of Trustees will be in addition to other Trustee posts and appointed by existing Trustees through an interview and selection process


3.2. Powers of the Trustees

- a The business of the Association shall be managed by the Trustees who may exercise all the powers of the Association as are not required to be exercised by the Association in General Meeting Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Association or by these Articles of Association, but no amendment to the Articles shall invalidate any prior act of the Trustees which would have been valid if that amendment had not been made No employee of the Association shall be entitled to serve as a Trustee although they may be invited or requested to attend Trustees' meetings
- b The Trustees shall have the power to make any regulations they see fit (as long as these are consistent with the Memorandum and Articles of Association) in order to ensure the Objects are fulfilled and for the Association's procedures and governance These regulations are prescribed in the Standing Orders and may be amended as and when the Trustees see fit in accordance with the rules governing Trustee meetings set out below The Standing Orders are binding on all Members

3.3. Disqualification of Trustees

The office of Trustee shall be vacated if -

- a a Trustee is in the opinion of the other Trustees guilty of conduct detrimental to the interests of the Association and the Trustees resolve by a 75% majority of the Trustees present and voting at a properly convened Trustees' meeting that he or she should be removed, or
- b he or she is disqualified under the Charities Act 2011 from acting as a charity trustee, or
- c he or she ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or he or she becomes prohibited by law from being a charity trustee or company director, or
- d he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
- e he or she is, or may be, suffering from mental disorder and either -
 - i he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003, or
 - ii an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs, or
- f he or she resigns his or her office by notice to the Association (but only if the number of Trustees remain who are sufficient for a quorum at a Trustees' meeting), or
- g he or she shall for more than six consecutive months have been absent without permission of The Trustees from meetings of The Trustees held during that period and the Board of Trustees resolve that his or her office be vacated, or


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- h he or she is removed from office by a resolution of the Association pursuant to Section 168 of the Companies Act 2006

3.4 Term of Office of Trustees

- a Trustees shall be appointed for a term of three years from the date of their appointment and shall be eligible for re-appointment for one further term of three years
- b The Chair of the Board of Trustees shall be appointed as Chair for a term of three years from the date of their appointment and shall be eligible for re-appointment for one further term of three years
- c The Chair's appointment shall terminate if he or she ceases to be a Trustee
- d The Chair may be removed at a meeting of the Trustees called for the purpose at which a resolution with a majority in favour of the removal is passed. The Chair must be given an opportunity to say why he or she should not be removed
- e Those that are Trustees as at September 2012 shall complete their current terms and where applicable be eligible for re-appointment for one further term of three years

4 Conflicts of Interest

4.1 Declaration of interests

- a If a Trustee is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Association, he must declare the nature and extent of that interest to the other Trustees
- b In accordance with the Companies Act 2006, the declaration may be made at meeting of the Trustees or by written notice
- c If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made
- d Any required declaration of interest must be made before the Association enters into the transaction or arrangement
- e A declaration is not required in relation to an interest of which the Trustee is not aware or where the Trustee is not aware of the transaction or arrangement in question. For this purpose a Trustee is treated as being aware of matters of which he ought reasonably to be aware
- f A Trustee need not declare an interest -
 - i if it cannot reasonably be regarded as likely to give rise to a conflict of interests, or
 - ii if, and to the extent that, the other Trustees are already aware of it (and for this purpose the other Trustees are treated as being aware of anything of which they ought reasonably to be aware)

4.2 Authorisation of direct conflicts of interests

A Trustee may enter into a transaction or arrangement with the Association only if and to the extent that such an arrangement is authorised by clause 5 of the Memorandum of Association

4.3 Authorisation of indirect conflicts of interest

Where, for whatever reason, a Trustee has any form of indirect interest in relation to a transaction or arrangement with the Association (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then

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it may be authorised by those Trustees not having a conflict provided that -

- a the Trustee with the conflict (and any other interested Trustee) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict, and
- b the Trustees who do not have a conflict in relation to the matter in question consider it is in the best interests of the Association to authorise the transaction
- c the Trustees who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Trustee with the conflict and/or any other interested Trustees should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict

5 The Secretary

- a The Trustees may decide whether or not to appoint a company secretary
- b Where appointed, a company secretary may be removed by the Trustees at any time
- c If a Trustee is appointed as the company secretary he or she may not receive any remuneration for acting in that capacity

6. General Meetings

- a The Trustees may, whenever they think fit, convene a General Meeting
- b The Members may call a General Meeting in accordance with section 303 of the Companies Act 2006
- c All General Meetings shall be called by at least fourteen clear days written notice specifying the business to be discussed, date, time and venue of the meeting
- d The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

7. Proceedings at General Meetings

- a No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 30 Members personally present or by proxy or by a duly authorised representative of a member that is an organisation, who are entitled to vote, shall be a quorum
- b A Member may be part of the quorum at a General Meeting if he or she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment
- c If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day next week at the same time and place, or to such other place, day and time as the Trustees may determine, and those present, shall constitute the quorum
- d The Chair of the Board of Trustees, or the person nominated by the Board of Trustees, will chair General Meetings

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- e The chair of the Members' 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- f At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairperson or by at least two Members present in person or by proxy or by a duly authorised representative (if an organisation) or by Members present in person or by proxy or by a duly authorised representative (if an organisation) representing one tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairperson.
- g Subject to the provision of Article 5, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- h No poll shall be demanded on the election of a chairperson of a meeting, or on any question of adjournment.
- i The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- j In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote.

8. Members Votes

- a Every Member shall have one vote, with the exception of Complimentary and Life members who are unable to vote.
- b Votes may be given either personally or by proxy. A proxy or by a duly authorised representative (if an organisation) need not be a Member.
- c The instrument appointing a proxy shall be in writing under the hand of a Member.
- d The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited with the Secretary, or such person who may be delegated to perform his/her duties, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- e A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or

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of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Association before the commencement of the meeting or adjourned meeting at which the proxy is used

- f Any instrument appointing a proxy shall be in the form prescribed by the Trustees. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- g Any director, officer, trustee or secretary for the time being of any organisation who is a Member, or any other individual appointed by resolution of the directors, officers or other governing body of such organisation, may act as its representative at any General Meetings of the Association. The individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member

9. Members' Written Resolutions

- a A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Members (provided that those Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting provided that
 - i a copy of the proposed resolution has been sent to every eligible Member,
 - ii a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members have signified their agreement to the resolution, and
 - iii such agreement is contained in an authenticated document that has been received at the registered office of the Association within the period of 28 days beginning with the circulation date
- b A resolution under this Article may consist of several documents in similar form each approved by one or more Members
- c In the case of a Member that is an organisation, its authorised representative may signify its agreement

10. Proceedings at Trustee Meetings

- a The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- b A meeting of The Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Trustees generally
- c If it is found that there was some defect in the appointment or continuance in office of a Trustee or that he or she was disqualified, anything done before such discovery by any meeting of the Trustees is as valid as if there were no defects or disqualification
- d The Trustees shall cause proper minutes to be made of all appointments made by The Trustees and of the proceedings of all meetings the Trustees


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- e If the number of Trustees is below the number required for a quorum at a Trustees' meeting, the Trustees may act solely for the purpose of increasing the number of Trustees to that number
- f A written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

11. Delegation by Trustees

The Trustees may delegate any of their powers or discretions to committees consisting of such persons as the Trustees may think fit. All such committees shall, in the exercise of powers so delegated, comply with any regulations imposed on them by the Trustees and shall report promptly their proceedings to the Trustees.


12. Accounts & Financial Control

The Trustees shall comply with the accounting requirements of the Charities Act 2011 and Companies Act 2006, relevant to the income/expenditure level of the Association, with regard to

- a the keeping of accounting records of the Association,
- b the preparation of annual statements of account for the Association,
- c the auditing, or independent examination, of the statements of account of the Association,
- d the preparation of an annual report and the sending of it together with the statements of account to the Charity Commission and Registrar of Companies, and the preparation of the appropriate annual return and its transmission to the Charity Commission and the Registrar of Companies

13. Notices

- a Notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees or their committees) shall either be in writing or be by an electronic means or device
- b The Association may give any notice to a Member either
 - i Personally, or
 - ii By leaving it at his/her registered address, or
 - iii By sending it by post, or
 - iv By an electronic means or device to him/her or to his/her registered address
- c Notice of every General Meeting shall be given in any authorized manner to
 - i Every Member (including life and complimentary members) or Trustee except those members who have not supplied to the Association an address for the giving of notices to them, and
 - ii the auditor for the time being of the Association
 - iii No other person shall be entitled to receive notices of General Meetings
- d A Member or Trustee present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- e Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be

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given at the expiration of 48 hours after either the envelope containing it was posted or that the notice was duly sent by electronic means

14. Dissolution

The provisions of the Memorandum of Association relating to the dissolution of the Association shall have effect as if repeated in the Articles

15. Interpretation

15.1 In these Articles the following expressions have the following meanings

"clear days"	in relation to a period of notice means the period excluding the day when notice is given or deemed to be given and day for which it is given or on which it is to take effect,
"the Companies Act 2006" or "the Charities Act 2011"	that Act and any statutory modification or re-enactment of any of its provisions for the time being in force,
"Member"	A member of the Association having the right to vote at General Meetings

15.2 Expressions defined in the Companies Act 2006 have the same meaning

15.3 Reference to an Act of Parliament is to the Act as modified or re-enacted from time to time and to any subordinate legislation made under it

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