



*The Companies Acts 1985 and 1989*

# ARTICLES OF ASSOCIATION OF NORTH STAFFORDSHIRE HEALTH & SAFETY GROUP

(Company limited by guarantee and not having a share capital)

## 1. PRELIMINARY

Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A"), shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company

## 2. INTERPRETATION

In regulation 1 of Table A the definition of "the holder" shall be omitted.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent Statute

## 3. MEMBERSHIP

The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes of membership as the Directors shall see fit providing that the classification of such membership is designed to further the aims and objects of the Company. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors.

Membership of the group shall be open to all industrial and commercial firms and other interested organisations and self-employed people, on payment of the appropriate subscription. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by them. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body:-

- Authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation to the Secretary of the Company, and
- At any time by giving notice to the Secretary of the Company revoke the authority of its representative and authorise another representative in their place.





The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which they represent as that corporation could exercise if it were an individual Member of the Company

Any representative of the Health and Safety Executive shall be welcomed as an Honorary Member

The Directors are empowered to award "Honorary Life Membership" to persons who have given outstanding service to the Group. Proposals for Honorary Life Membership should be submitted to the Directors for ratification prior to adoption at the following Annual General Meeting (hereafter referred to as the AGM)

Honorary Life Members will be eligible to:-

- Attend ALL meetings including AGM's
- Have voting rights at an AGM if they have attended at least one scheduled meeting in the previous 12 months
- Attend all functions as a guest of the board of directors

Any member who has actively retired from paid employment will be entitled to continue membership on payment of one half of the current membership fee. Voting rights will be retained.

### **Ceasing to be a member**

A member may at any time withdraw from the Company by giving at least seven clear days notice to the Company. Membership shall not be transferable and shall cease on the winding up of an organisation or the death of an individual.

Any member who has not paid their membership fee for two consecutive years will be contacted by the Executive, who will then decide whether that member is deemed to have resigned.

Any offensive behaviour, including racist, sexist or inflammatory remarks, will not be permitted. Anyone behaving in an offensive way may be asked not to attend further meetings or to resign from the group if an apology is not given or the behaviour is repeated. The individual concerned shall have the right to be heard by the Executive committee, accompanied by a friend, before a final decision is made.

### **Member Conflict**

If any member has an issue with another member or a new member applying to join, which could affect the Group, they should notify the Chair, Vice Chair or Treasurer. The Chair, Vice Chair and Treasurer will decide which one of them will investigate the issue. The investigation shall be confidential and as thorough and practicable as the investigator's time allows. The investigator shall present the investigation's findings to the whole executive committee, who will agree or vote on the course of action. The members concerned will be notified in writing of the outcome of the investigation. Should any member wish to appeal a decision this should be made in writing within seven days to the group President.

## **4. EQUAL OPPORTUNITIES**

NSHSG will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

## **5. ANNUAL GENERAL MEETINGS**

The Company shall hold a General Meeting every year at its AGM in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one AGM of the Company and that



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of the next. Provided that so long as the Company holds its first AGM within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year.

The AGM shall be held at such a time and place as the Directors shall appoint.

Twenty per cent (20%) of the paid membership shall form a quorum (honorary members have voting rights but would not be counted for quorate

## 6. GENERAL MEETINGS

All General Meetings other than AGM's shall be called Extraordinary General Meetings (hereafter referred to as EGM).

The Directors may whenever they think fit, convene an EGM and EGM's shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. 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 an EGM in the same manner as nearly as possible as that in which meetings may be convened by Directors.

## 7. NOTICES OF GENERAL MEETINGS

An AGM and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and a meeting of the Company other than an AGM or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the time of the meeting and, in special business, the general nature of that business shall be given, in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons who are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- a. In case of a meeting called as the AGM by all the Members entitled to attend and vote there at; and
- b. In the case of any other meetings by a majority in number of the Members having to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.

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

## 8. PROCEEDINGS AT GENERAL MEETINGS

All business shall be deemed special that is transacted at an EGM, and also all that is transacted at an AGM, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of remuneration, of the auditors.

No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the meeting proceeds to business; save as herein otherwise provided 20% of the paid Membership present in person or by proxy shall be a quorum.

If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it

## **9. VOTES OF MEMBERS**

Subject as herein otherwise provided, every Member present in person or by proxy shall have one vote (appointment of a proxy must be in writing to the Company where practicable proformas will be issued by the Company).

No Member shall be entitled to vote at any General Meeting unless all monies presently payable by them has been paid.

On a show of hands or on a poll, votes may be given either personally or by proxy (Proxy voters have all rights of members, and do not need be members themselves)

## **10. DIRECTORS**

Until otherwise determined by the Company in General Meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be three. Directors will hold office for two years, after which they will need to re-stand for election.

The Directors may from time to time and at any time appoint any Member of the Company as a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall retain their office only until the next AGM where they become eligible for re-election.

No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.

## **11. BORROWING**

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company.

## **12. POWERS AND DUTIES OF THE DIRECTORS**

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or other legislation applicable to the Company or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act, such other legislation or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

The Directors shall have power from time to time to appoint one of their number to be Chairman of the Board of Directors and determine the period for which they are to hold office.

The Directors shall cause minutes to be made of the meetings where the following take place:

- a. Of all appointments of officers made by the Directors;
- b. Of the names of the Directors present at each meeting of the Directors and of any committee of Directors;
- c. Of all resolutions and proceedings at all meetings of the Company, and of committees of Directors



The Directors shall have the power from time to time to adopt and make, alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not repugnant to the Memorandum or Articles of Association. Any resolution of the Directors for the adoption, making alteration or revocation of such bye-laws shall be subject to confirmation by Special Resolution of the Company at the next AGM and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Special Resolution of the Company. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or if any alterations or additions thereto, or having otherwise no notice of them.

The Directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the Directors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act for the purpose of filling vacancies in their body, or summoning a General Meeting but not for any other purpose.

### **13. DISQUALIFICATION OF DIRECTORS**

The office of Director shall be vacant if a Director:-

- a. Becomes bankrupt or makes any arrangement or composition with their creditors
- b. Becomes incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs,
- c. Ceases to be a Member of the Company
- d. By notice in writing to the Company resigns their office
- e. Is removed from office by a resolution passed pursuant to Section 303 of the Act
- f. Is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner prescribed by Section 317 of the Act

A Director shall not vote in respect of any contract in which they are interested or any matter arising there from, and if they do so vote their vote shall not be counted.

### **14. PROCEEDINGS OF DIRECTORS**

The Directors 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 three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of a meeting shall have a second or casting vote.

A Director may, and on request of a Director the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of meeting.

The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be three.

Notwithstanding Article 43 should the number of Directors fall below the minimum required then the continuing Directors may act until such time as replacement Directors are appointed under provision of Article 31

The Chairman for the time being of the Directors shall be entitled to preside at all meetings of the Directors at which they shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be chairman of the meeting.

The Directors may delegate any of their powers to committees consisting of such person or persons (whether or not Directors or Members of the Company) as the Directors think fit but so that any committee consisting of less than three persons shall consist only of Directors and any other committee shall consist of Directors to the extent of at least two thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Directors and shall subject at all times to the control of the Director

The meetings and proceedings of any such committee shall be governed by the provision of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

All acts bona fide done by any meeting of the Directors or of any committee set up by the Directors or by any person acting as a Director or Member of any committee 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 or Member of the committee.

A resolution in writing signed by all the Directors for the time being or of any committee set up by the Directors who are duly entitled to receive notice of a meeting of the Directors or such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee respectively duly convened and constituted.

All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

## **15. SECRETARY**

Subject to section 10(5) of the Act, the secretary shall be appointed by the Directors for such term and such remuneration as they may think fit, and any secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of helping.

## **16. THE SEAL**

The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a committee of Directors authorized by the Directors on their behalf, and subject as hereinafter mentioned every instrument to which the seal shall be affixed be signed by a Director and shall be countersigned by the secretary or second Director or by some other person appointed by the Directors as an Authorised Signatory for that purpose.

## **17. ACCOUNTS**

The Directors shall cause accounting records to be kept in accordance with section 221 of the Act, or other legislation for the time being applicable to the Company.



North Staffordshire

**Health & Safety Group****17. ACCOUNTS**

The Directors shall cause accounting records to be kept in accordance with section 221 of the Act, or other legislation for the time being applicable to the Company.

The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Directors think fit, and shall always be open for inspection of the officers of the Company.

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any rights of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Directors or by the Company in general meeting.

At the AGM in every year the Directors shall lay before the Company an income and expenditure account for the period to the last preceding account, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 236 of the Act

**18. AUDIT**

Once at least in every year the accounts of the Company shall have an Independent Examination for correctness of the income and expenditure, account and balance sheet. We have appointed VAST to undertake this task.

This original document was agreed at the inaugural AGM of the NSHSG

This version was agreed at the AGM held on 17th April 2018

Signed on behalf of the group:

Name and position: Mr Stephen Mullock President

Signature

Date 15<sup>th</sup> May 2018

Name and position: Mrs Judith Richardson Chairman

Signature

Date

15<sup>th</sup> May 2018