

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION  
OF  
NATIONAL FEDERATION OF SUBPOSTMASTERS

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212797/0001/001334207

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Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

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<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Joseph David Timothy Boothman	<i>Authenticated Electronically</i>
Wendy Burke	<i>Authenticated Electronically</i>
Andrew Paul Craddock	<i>Authenticated Electronically</i>
Paul Christopher Haines	<i>Authenticated Electronically</i>
Sajjad Hussain	<i>Authenticated Electronically</i>
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David Roger Milner	<i>Authenticated Electronically</i>
James Arthur Nott	<i>Authenticated Electronically</i>
Ian Christopher Park	<i>Authenticated Electronically</i>
Donald Paterson Ramsay	<i>Authenticated Electronically</i>
Keith Richards	<i>Authenticated Electronically</i>
George Ritchie Thomson	<i>Authenticated Electronically</i>
Bharat Pranjivan Visani	<i>Authenticated Electronically</i>

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Dated 9 September 2015

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**ARTICLES OF ASSOCIATION**  
**OF**  
**NATIONAL FEDERATION OF SUBPOSTMASTERS**  
***LEGAL STATUS MATTERS***

**1. Interpretation**

Provisions in the Interpretation Schedule apply in these Articles.

**2. Objects**

The objects of NFSP are to:

- 2.1 regulate relations between SubPostmasters and POL, including by:
  - 2.1.1 negotiating rates of pay and conditions of service and variations to SubPostmaster contracts on behalf of SubPostmasters;
  - 2.1.2 participating in any form of consultation or negotiation relating to conditions of service for SubPostmasters;
  - 2.1.3 endeavouring to settle collective or individual disputes between Members and POL and promoting such settlement through joint participation, conciliation or arbitration;
- 2.2 promote and defend the interests of SubPostmasters and co-operate with other organisations having similar objects and interests;
- 2.3 promote methods of improving the customers services provided by Post Office outlets and to assist and advise POL on promoting new business;
- 2.4 inform and advise Members on matters relating to their Post Office businesses;
- 2.5 publish or procure the publication of a Federation journal and any other forms of communication approved by the Council and provide a helpline for Members and Associate Members;
- 2.6 provide or procure, as a service in exceptional circumstances, legal aid and advice to Members in relation to their role as a SubPostmasters, which may involve the instigation, support, or defence of any legal action, subject to such conditions as the Council may, in its discretion, impose, including (without limitation) conditions relating to the engagement of specified solicitors or counsel in connection with any actual or potential legal proceedings;
- 2.7 undertake or support the administration and organisation of any scheme or campaign intended to benefit SubPostmasters;
- 2.8 provide or support centralised schemes of administration and organisation of any business carried on by SubPostmasters;
- 2.9 undertake, provide for or procure such further activities, for the benefit of Members, as are set out in any proposal of the Council, specifying funds to be used, how such funds will be applied and the reasons for the proposal, approved by an Special Resolution;

- 2.10 succeed to the undertaking of the Predecessor Unincorporated Association, including its assets (subject to its liabilities), operations and recognition by POL, as the representative body of SubPostmasters in the United Kingdom.

### **3. Powers**

To further its objects through the pursuit or undertaking of its authorised activities NFSP may:

- 3.1 enter into contracts to provide services to or on behalf of other bodies;
- 3.2 acquire or rent any property and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.3 dispose of or deal with all or any of its property on such conditions as the Council consider fit;
- 3.4 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.5 set aside funds for special purposes or as reserves against future expenditure;
- 3.6 invest NFSP's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.7 arrange for investments or other property of NFSP to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.8 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any natural or legal person;
- 3.9 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute any financial instruments;
- 3.10 accept (or disclaim) gifts of money and any other property;
- 3.11 raise funds by way of subscription, donation or otherwise;
- 3.12 incorporate and acquire subsidiary companies to carry on any activity authorised by an Ordinary Resolution;
- 3.13 engage and pay employees, consultants and professional or other advisers;
- 3.14 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.15 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.16 become a member, associate or affiliate of or act as or appoint board members of any other organisation;
- 3.17 undertake and execute charitable trusts;
- 3.18 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body, subject to authorisation by Special Resolution;
- 3.19 co-operate with statutory authorities other bodies and exchange information and advice with them;
- 3.20 pay out of the funds of NFSP the costs of forming and registering NFSP;

- 3.21 insure the property of NFSP against any foreseeable risk and take out other insurance policies as are considered necessary by the Council to protect NFSP;
- 3.22 provide indemnity insurance for the Officers; and
- 3.23 do all such other lawful things as may further NFSP's objects in pursuit of its authorised activities.

#### **4. Limitation on private benefits**

The income and property of NFSP shall be applied solely towards the promotion of its objects, in pursuit of its authorised activities.

#### **5. No profit distribution to Members**

5.1 No part of the income and property of NFSP may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member (subject to Article 61). This shall not prevent any payment in good faith by NFSP of:

- 5.1.1 any payments made to any Member, or individual involved with a Member, in the capacity of a beneficiary of NFSP;
- 5.1.2 reasonable and proper remuneration to any Member appointed to any remunerated office, or employed by, or engaged to provide services to NFSP;
- 5.1.3 services provided generally by NFSP to the Members as such.

provided that the Conflicts of Interest provisions of (and in any policy under) the Articles must be complied with.

#### **6. Liability of members**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of NFSP in the event of its being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for:

- 6.1 payment of NFSP's debts and liabilities contracted before he/she ceases to be a Member;
- 6.2 payment of the costs, charges and expenses of winding up; and
- 6.3 adjustment of the rights of the contributories among themselves.

#### **7. Indemnity**

Without prejudice to any indemnity to which an Officer may otherwise be entitled, every Officer shall be indemnified out of the assets of NFSP in relation to any liability incurred by him/her in that capacity but only to the extent permitted by the Companies Acts.

### ***MEMBERSHIP***

#### **8. Eligibility for Membership and Organisational Representatives**

- 8.1 Any sole trader, partnership, unincorporated entity, or corporate entity holding a contract to operate as a SubPostmaster and who/which operates one or more Host/Core Offices (with none, one or more Satellite/Outreach Offices), may be a Member.
- 8.2 All Members shall exercise their membership rights and fulfil their membership responsibilities through one or more Organisational Representative(s).



- 8.3 An Organisational Representative may be nominated by or on behalf of each Host/Core Office of a Member.
- 8.4 The same individual may be nominated as the Organisational Representative of more than one Host/Core Office of the same Member.
- 8.5 In the case of a sole trader Member the sole trader may personally be the Organisational Representative of one or more Host/Core Offices operated by the sole trader Member.
- 8.6 Each Organisational Representative shall have the power to exercise one vote on behalf of the Host/Core Office he/she represents on Members' resolutions.
- 8.7 An individual acting as the Organisational Representative of more than one Host/Core Offices shall have power to exercise one vote on behalf of each Host/Core Office he/she represents.
- 8.8 The Council shall determine whether an office should be categorised as a Host/Core Office, or a Satellite/Outreach Office, applying criteria used for this purpose by the Predecessor Unincorporated Organisation as amended by the Council from time to time.
- 8.9 A Member, acting through an applicable Host/Core Office as appropriate, must notify to NFSP by Written Notice, the name of the Organisational Representative of each applicable Host/Core Office and may replace its Organisational Representative by such Written Notice.
- 8.10 The Council may not accept, or require the replacement of an individual as an Organisational Representative provided an alternative is possible. If an alternative is not possible the Council may exercise constitutional rights in respect of the Member directly.
- 8.11 Voting rights under the Articles may be exercised only by Organisational Representatives.
- 8.12 An Organisational Representative accepted under this Article 8 shall cease to be an Organisational Representative of the relevant Host/Core Office on cessation of the membership of NFSP of the Member which the Organisational Representative represents, or on the Organisational Representative ceasing to be the Organisational Representative of the relevant Host/Core Office.

## **9. Admittance to Membership**

- 9.1 The Members and Associate Members of the Predecessor Unincorporated Association, at the date of incorporation of NFSP shall automatically be admitted as Members, or Associate Members, on incorporation, on an equivalent basis, as determined by the Council, so maintaining practical continuity of membership notwithstanding the change in legal status of the National Federation of SubPostmasters on the establishment of this Federation as a successor to the Predecessor Unincorporated Association.
- 9.2 To become a Member (except as a subscriber to the Memorandum of Association, or under Article 9.1 and subject to Article 10.2) a sole trader, partnership, or corporate entity must:
- 9.2.1 fulfil the criteria for membership under Article 8.1;
  - 9.2.2 nominate, as applicable, one Organisational Representative, or the appropriate number, of Organisational Representatives under Articles 8.1-8.4; and
  - 9.2.3 apply for and be accepted for membership in the manner prescribed by the Council for the purpose.
- 9.3 The Council may in its reasonable discretion decline to accept any person as a Member and need not provide its reasons for so doing.

## **10. International Members**

A SubPostmaster accepted as a Member who or which is not based in the four nations of the United Kingdom of Great Britain and Northern Ireland at the date of the incorporation of NFSP shall and who or which is located in any nation which becomes independent from the United Kingdom of Great Britain and Northern Ireland may, by Council Resolution, be designated as an International Member, subject to such consequential particular provisions as the Council shall determine.

## **11. Associate Representatives and Associate Members**

11.1 On written application as prescribed and accepted by (or on behalf of) the Council one additional representative of each Host/Core Office may be nominated on behalf of such Host/Core Office, who holds the post of registered post office clerk and is:

11.1.1 the spouse or other personal life partner of a sole trader Member; or

11.1.2 a formal business partner in a partnership or other unincorporated entity Member; or

11.1.3 a company board director, limited liability partnership partner, or equivalent in a Member constituted as a corporate, or limited liability, body, or

11.1.4 otherwise accepted by the Council as being an appropriate Associate Representative of a Host/Core Office to be its Associate Representative.

11.2 An Associate Representative accepted under Article 11.1 shall cease to be an Associate Representative on cessation of the membership of NFSP of the Member with which the Associate Representative is associated, or on the Associate Representative ceasing to be a registered post office clerk engaged by the relevant Host/Core Office.

11.3 On written application, as prescribed and accepted by (or on behalf of) the Council, an individual who is a former sole trader Member, or a former manager of a non-sole trader member, or a former Organisational Representative, or a former Associate Representative, shall be eligible to be a Retired Associate Member of NFSP.

11.4 An individual who has given notable and respected service to NFSP may, in accordance with any applicable policy adopted by the Council, be cited for and by Ordinary Resolution made an Honorary Associate Member of NFSP.

11.5 The Council may decline to accept any individual as an Associate Representative, or a Retired Associate Member and need not provide its reasons for so doing.

11.6 (Subject to Article 11.1) a Host/Core Office must notify NFSP by Written Notice of the name of its Associate Representative (if any) and may replace its Associate Representative at any time by such Written Notice.

11.7 An Associate Representative may attend any physical meeting of NFSP, as an observer and participate in proceedings, without voting rights, in accordance with any policy covering such participation adopted by the Council.

11.8 An Associate Representative may, on Written Notice to NFSP, act as a substitute for and exercise all participation and voting rights of the Organisational Representative of the relevant Host/Core Office, with which he/she is associated.

11.9 Retired and Honorary Associate Members may attend any physical meeting of NFSP, as observers but shall not have participation, or voting, rights.

11.10 An Associate Representative may have personal access to the NFSP helpline, may not receive personal copies of the NFSP journal and may receive other benefits (if any) from

NFSP in accordance with any policy covering Associate Representative benefits adopted by the Council.

- 11.11 Retired and Honorary Associate Members may not have personal access to the NFSP helpline, but may receive personal copies of the NFSP journal and may receive other benefits (if any) from NFSP in accordance with any policy covering Associate Member benefits adopted by the Council.
- 11.12 Associate Representatives are not eligible to be Elected Council Members or to hold office within NFSP at regional level.
- 11.13 Members and Associate Members shall be allocated, by or on behalf of the Council, to the NFSP Regions in which they are principally located, or otherwise most closely associated.
- 11.14 International Members may be allocated to the Region closest geographically to the International Members principal location, or to a Region with which it is otherwise most closely associated.

## **12. Member and Associate Member Subscriptions**

- 12.1 Members, International Members and Retired Associate Members, but not Honorary Associate Members, shall pay annual subscriptions. Primary rates shall be set, increased, or decreased by Ordinary Resolution after considering recommendations of the Council.
- 12.2 Subscriptions shall be payable for each Host/Core Offices operated by a Member and represented by an Organisational Member and additional subscription payments shall be made for each Associate Representatives representing a Member. The existence of Satellite/Outreach Branches shall not, in itself, be a basis for additional payments, but may be a consideration under Article 12.5 in relation to membership categories.
- 12.3 Subscriptions payable by International Members may be at different rates to those of other Members, in particular (but not exclusively) to reflect differences in communication requirements and the non-applicability of funding received by NFSP to International Members.
- 12.4 Subscriptions for Retired Associate Members shall be reasonably related to the benefits they receive as Retired Associate Members.
- 12.5 The Council may recognise and/or establish different categories of Member to reflect categories of Post Offices, for the purpose of further differentiating subscription levels. Such categories may, in particular, take account of differences in the legal status and the size of businesses of Members.
- 12.6 The Council shall provide for payment of subscriptions annually in advance, may provide for payment in monthly instalments and shall determine the payment method, or payment options, for different categories of Member.
- 12.7 If a Member moves from one Region to another any advance subscription paid in respect of the former Region shall be attributed to continued engagement with NFSP through the new Region.
- 12.8 Subscription policy may take account of funding arrangements between NFSP and POL.

## **13. Termination of Membership and Associate Membership**

- 13.1 Membership is not transferable.
- 13.2 A Member or Associate Member shall, as applicable, cease to be a member:
  - 13.2.1 if the Member, being a sole trader, ceases business, or dies;

- 13.2.2 if the Member, being a sole trader, or any partner, owner, director, or Organisational Representative of a Member, has a bankruptcy order made against him/her in England and Wales, or has an order made against him/her in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy;
- 13.2.3 if the Member, being a partnership, unincorporated or corporate entity, ceases business, or goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up, or is subject to any similar proceeding in respect of insolvency in any jurisdiction;
- 13.2.4 on the expiry of at least 7 Clear Days' notice given by the Member to NFSP of his/her/its intention to withdraw;
- 13.2.5 if any subscription or other sum payable by the Member to NFSP is not paid on the due date and remains unpaid for 14 Clear Days' after Written Notice is served on the Member by NFSP informing him/her/it that he/she/it will be removed from membership if it is not paid. The Council may re-admit to membership any person removed from membership on this ground on payment of such reasonable sum as the Council may determine;
- 13.2.6 if, at a meeting of the Council at which at least half of the Council is present, a resolution is passed resolving that the Member be expelled on the ground that his/her/its continued membership is harmful to, or is likely to become harmful to, the interests of NFSP and its Members. Such a resolution may not be passed unless the Member has been given at least 14 Clear Days' Written Notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by, or of making written representations to, the Council. A member expelled by such a resolution shall nevertheless remain liable to pay to NFSP any subscription or other sum owed by him/her/it. Any issue relating to the conduct, or circumstances, of an Organisational Representative, an Associate Representative or any other representative of a Member, may justify a resolution to expel the relevant represented Member.

#### **14. Suspension of Membership and individual representation**

- 14.1 A Member be suspended from membership, if, at a meeting of the Council at which at least half of the Council is present, a resolution is passed resolving that the Member be suspended on the ground that he/she/it is the subject of a prescribed investigation or disciplinary process in relation to potentially, or alleged, misconduct of the Member, (including, as applicable, through its Organisational Representative, Associate Representative, or any other representative of the Member. Such a resolution may only take effect from the date of provision to the Member of Written Notice that the resolution has been passed, specifying the circumstances alleged to justify suspension and the investigation or disciplinary procedure that has been instigated. A Member suspended by such a resolution shall nevertheless remain liable to pay to NFSP any subscription or other sum owed by him/her/it.
- 14.2 Any issue relating to the conduct, or circumstances, of an Organisational Representative, or Associate Representative may justify a resolution to suspend the relevant individual from engagement with NFSP, requiring the replacement of the respective Organisational Representative, or Associate Representative.

#### **15. Register of Members and related details**

A register of the names of all Members, together with the names and locations of all their Host/Core Offices and the names of all their Organisational Representatives and Associate Representatives shall be maintained by NFSP.

## **COUNCIL**

### **16. Council's general authority**

Subject to the Articles, the Council is responsible for the management of NFSP's business, for which purpose it may exercise all the powers of NFSP.

### **17. Members' reserve power**

17.1 The Members may, by Special Resolution, direct the Council to take, or refrain from taking, specified action.

17.2 No such Special Resolution invalidates anything which the Council has done before the passing of the resolution.

### **18. Composition and Appointment of Council**

18.1 The 12 executive council members of the Predecessor Unincorporated Organisation, at the date of incorporation of NFSP, representing the 10 regions of the Predecessor Unincorporated Organisation, shall (provided they are NFSP Organisational Representatives and remain available and willing to act) be initial Transitional Council Members of the same initial regions of NFSP, until the first elections in such Regions under Article 18.3.1.

18.2 The two Regions in which there are initially two Transitional Council Members shall be two of the Regions in which the first elections under Article 18.3.1 are held and there shall be one Elected Council Member appointed to each such Region as a result of those first elections.

18.3 There shall be an Council which may be comprised of:

18.3.1 one Organisational Representative per Region (subject to Article 18.1) elected by the Organisational Representatives of that Region, in accordance with applicable Regulations;

18.3.2 up to 5 further Council Members, who need not be Organisational Representatives, co-opted by resolution of the Council, in particular to ensure a reasonable balance among different categories of Member, provided that no appointment of a Co-opted Council Member shall result in the Co-opted Council Members forming a majority of the Council Members;

18.3.3 the General Secretary/Chief Executive of NSPF ex officio;

18.3.4 any Organisational Representative appointed, by the Council resolution, to fill a casual vacancy in an Elected Council Member position up to the earlier of the announcement of an elected successor or the end of the next AGM.

### **19. Retirement by rotation of Council Members**

19.1 Prior to each AGM, in accordance with applicable Regulations, elections shall be held in one third of the Regions (or the number nearest one third) to appoint one Elected Council Member for each of those Regions under Article 18.3.1 and the results of such elections shall be announced at the AGM.

19.2 Transitional Council Members and Elected Council Members may stand for re-election. A Transitional Council Member, who is elected, becomes an Elected Council Member.

19.3 At the end of every AGM (subject if applicable to re-election) a Transitional or Elected Council Member appointed under Article 18.1, or 18.3.1, in relation to a Region where an election was conclusively held under Article 19.1 shall be succeeded in office by the new Elected Council Member for the relevant Region. If a required election does not take place or is inconclusive

the incumbent shall be deemed to continue in office until a successor is conclusively elected under Article 18.3.1, or co-opted under Article 18.3.4.

19.4 The following rules shall apply to determine in which Regions elections under Article 19.1 should be held in each year:

19.4.1 the Regions in which first elections under Article 19.3.1 are held shall include the two Regions in which two Transitional Council Members were appointed, as provided for in Article 18.2;

19.4.2 the Transitional or Elected Council Members to retire by rotation shall (subject to Article 19.4.1) be those who have been longest in office since their last appointment or reappointment, using for this purpose, for Transitional Council Members, the date of their last appointment to the executive committee of the Predecessor Unincorporated Association;

19.4.3 as between persons who became or were last reappointed Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot;

19.4.4 Council Members appointed under Articles 18.3.2, 18.3.3, 18.3.4 shall be disregarded in determining the number of Council Members who are to retire by rotation.

19.4.5 A required election to fill a casual vacancy in any year, shall (subject to contrary resolution of the Council, for example to provide for enhanced continuity), not reduce the number of otherwise required elections under Article 19.1.

## **20. No Alternates**

A Council Member may not appoint an alternate or anyone else to act on his/her behalf at Council meetings, or otherwise.

## **21. Honorary Officers**

The Members may elect an Honorary President and an Honorary Vice-President who may have honorary functions in accordance with any applicable Regulations.

## **22. Delegation by the Council**

22.1 Subject to the Articles, the Council may delegate any of its powers or functions to any committee, which may include a Negotiating Committee to focus on engagement with POL.

22.2 Subject to the Articles, the Council may delegate the implementation of its decisions or the day to day management of the affairs of NFSP to any person or committee.

22.3 Any delegation by the Council may be on such terms and conditions as it shall resolve.

22.4 The Council may authorise further delegation of the relevant powers, functions, implementation, or day to day management.

22.5 The Council may revoke any delegation in whole or part, or alter its terms and conditions.

22.6 The Council may by power of attorney or otherwise appoint any person to be the agent of NFSP for such purposes and on such conditions as it shall resolve.

## **23. Committees**

- 23.1 In the case of delegation by the Council to any committee:
- 23.1.1 The Council resolution making the delegation must specify those who shall serve or be asked to serve on the committee and the resolution may allow the committee to make co-options up to a specified number;
  - 23.1.2 the deliberations of the committee must be properly reported to the Council and any resolution passed or decision taken by any committee must be promptly reported to the Council and every committee must appoint a committee secretary for that purpose;
  - 23.1.3 the Council may make such regulations and impose such terms and conditions and give such mandates as it may from time to time resolve; and
  - 23.1.4 it shall not incur expenditure or liability on behalf of NFSP except as authorised by the Council or in accordance with a budget approved by the Council.
- 23.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Council so far as they apply and are not superseded by any Regulations.

## **24. Regions**

- 24.1 The Council may by resolution organise Host/Core Offices into Regions administered by regional committees (including a chairman and secretary) established under Article 23, which may further provide for Organisational Representatives to engage through sub-groups administered by sub-group committees provided for under Article 23 and establish Regulations for the operation of Regions (and sub-groups), in particular to ensure reasonable regional constitutional operation and fair regional election procedures.
- 24.2 The Regions on incorporation of NFSP shall be the same ten regions as are designated by the Predecessor Unincorporated Association at the time of such incorporation.
- 24.3 Each Region shall (subject to the transitional provisions of Article 18.1) have power in accordance with Regulations to elect one Elected Council Member.

## **25. Delegation of day to day management**

- 25.1 The Council may establish and delegate to an Executive Committee and may delegate to a General Secretary/Chief Executive and via him/her to other senior managers.
- 25.2 Delegated power under Article 22.1 shall be to manage NFSP by implementing the policy and strategy adopted by and within a budget approved by the Council and (if applicable) to advise the Council in relation to such policy, strategy and budget;
- 25.3 The Council shall provide any manager with a description of his/her role and the extent of his/her authority.
- 25.4 A manager shall report regularly to the Council on the management of NFSP and provide for management accounts sufficient to explain the financial position of NFSP.

## **26. Regulations**

- 26.1 The Council may from time to time, by Council resolution, make, repeal or alter such Regulations as are required for the management, administration and operation of NFSP and its affairs. Regulations shall be binding on all Members of NFSP. No Regulation shall be inconsistent with the Companies Acts, any other rule of law, or the Articles.

- 26.2 Regulations may regulate the following, among other, matters:
- 26.2.1 policies and procedures of NFSP;
  - 26.2.2 constitutional organisation, for example of Regions and regional sub-groups;
  - 26.2.3 the roles and responsibilities of committees, officers, and employees of NFSP;
  - 26.2.4 the admission of and benefits conferred on Members, and subscriptions payable by (or on behalf of) Members;
  - 26.2.5 the conduct of Members in relation to one another, and to NFSP's officers and employees;
  - 26.2.6 engagement between NFSP and Organisational Representatives and Associate Representatives;
  - 26.2.7 the conduct of business of the Council or any committee (including, how decisions are made, recorded and communicated);
  - 26.2.8 the procedure at general meetings;
  - 26.2.9 any of the matters or things within the powers or under the control of the Council; and
  - 26.2.10 all such further matters as are commonly the subject of member association rules.
- 26.3 The Council may make Regulations subject to the approval of, or to consultation with Members, as is considered appropriate by the Council.
- 26.4 NFSP in general meeting has the power to alter, add to or repeal the Regulations.

## **27. Council decisions**

Any decision of the Council must be:

- 27.1 by resolution of a majority of the Council Members present and voting at a quorate Council meeting; or
- 27.2 a resolution passed in accordance with Article 33.

## **28. Council meetings**

- 28.1 The Chair of Council or three Council Members may (and the Secretary, if any, must at their request) call a Council meeting.
- 28.2 A Council meeting must be called by at least 7 Clear Days' Written Notice unless:
  - 28.2.1 all the Council Members otherwise agree; or
  - 28.2.2 urgent circumstances require shorter notice.
- 28.3 Notice of Council meetings must be given to each Council Member.
- 28.4 Every notice calling a Councils' meeting must specify:
  - 28.4.1 the place, day and time of the meeting;
  - 28.4.2 the nature of the business to be considered; and



28.4.3 if it is anticipated that Council Members participating will not be in the same place, how it is intended that they should communicate with each other during the meeting.

28.5 Notice of Council meetings may be sent by Electronic Means to an Address provided by any Council Member for the purpose.

## **29. Participation in Council meetings**

29.1 Council Members participate in a Council meeting, or part of a Councils' meeting, when:

29.1.1 the meeting has been called and takes place in accordance with the Articles; and

29.1.2 they can each communicate on items of business, including via telephone or video conferencing.

29.2 If all the Council Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **30. Quorum for Council meetings**

30.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

30.2 The quorum for Council meetings may be fixed from time to time by resolution of the Council, subject to a minimum of five, and unless otherwise so fixed it is five or one-third of the total number of Council Members, whichever is the greater.

30.3 If the total number of Council Members for the time being is less than the quorum required, the Council must not take any decision other than a decision to:

30.3.1 appoint further Council Members; or

30.3.2 call a general meeting to enable the Members to appoint further Council Members.

## **31. Chair of Council meetings**

The Chair and Vice-Chair of Council meetings shall be elected by the Council, and in their absence another Council Member resolved upon by the Council Members present, shall preside as chair of the current Council meeting.

## **32. Casting vote**

32.1 If the numbers of votes for and against a proposal at a Council meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he/she may have.

32.2 Article 32.1 does not apply if the chair is not counted as participating in the decision-making process for quorum or voting purposes.

## **33. Council resolutions without a meeting**

33.1 A resolution is taken in accordance with this Article when at least 75% of the Council Members, with the knowledge of all Council Members, indicate to each other by any means (including Electronic Means) that they share a common view on a matter. The Council cannot use this provision to pass a resolution if one or more of the Council Members has a Conflict of Interest which results in them not being entitled to vote.

33.2 Such a resolution may, but need not, take the form of a Written Resolution, copies of which have been signed by at least 75% of Council Members, or to which such majority of Council Member has otherwise indicated agreement in Writing.

33.3 A decision which is made in accordance with this Article 34 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

33.3.1 approval from each Council must be received by a “*Recipient*” being a Council Member, the Secretary, or another person, nominated or volunteering for that purpose;

33.3.2 following receipt of responses from the required number of Council Members, the Recipient must communicate to all of the Council Members (by any means) whether the resolution has been formally approved by the Council Members;

33.3.3 the date of the resolution shall be the date of the communication from the Recipient confirming formal approval; and

33.3.4 the Recipient must prepare a formal minute of the resolution for NFSP’s records.

#### **34. Conflict of interest management**

34.1 Subject to Article 34.2, a Council Member must declare the nature and extent of:

34.1.1 any direct or indirect interest he/she has in a proposed transaction or arrangement of NFSP; or

34.1.2 any duty or any direct or indirect interest he/she has which conflicts or may conflict with the interests of NFSP or his/her duties to NFSP.

34.2 There is no need to declare an interest or duty of which the other Council Members are, or ought reasonably to be, already aware.

34.3 If a Council Member’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of NFSP, he/she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether an interest or duty is likely to give rise to a conflict shall be determined by a majority resolution of the other Council Members taking part in the process.

34.4 If a Council Member’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duty with or in respect of NFSP, he/she may participate in the decision-making process and may be counted in the quorum and vote unless:

34.4.1 the decision could result in the Council Member or any person personally connected with him/her receiving a benefit other than:

(a) any permitted benefit received as a beneficiary of NFSP and which is available generally to beneficiaries of NFSP;

(b) the payment of premiums in respect of permitted indemnity insurance;

(c) payment under an indemnity provided in these Articles, or by law;

(d) permitted reimbursement of expenses.

34.4.2 a majority of the other Council Members participating in the decision-making process resolve to the contrary,

in which case he/she must comply with Article 34.5.

- 34.5 If a Council Member with a conflict of interest or conflict of duty is required to comply with this Article he/she must:
- 34.5.1 take part in the decision-making process only to such extent as in the resolved view of the other Council Members is necessary to inform the debate;
  - 34.5.2 not be counted in the quorum for that part of the process; and
  - 34.5.3 withdraw during the vote and have no vote on the matter.
- 34.6 Where a Council Member or person personally connected with him/her has a conflict of interest or conflict of duty and the Council Member has complied with his/her obligations in respect of that conflict:
- 34.6.1 the Council Member shall not be in breach of his/her duties to NFSP by withholding confidential information from NFSP if to disclose it would result in a breach of any other duty or obligation of confidence owed by him/her; and
  - 34.6.2 the Council Member shall not be accountable to NFSP for any benefit permitted under these Articles which he/she or any person personally connected with him/her derives from any matter or from any office, employment or position.

**35. Register of Councils Members' interests**

The Council must maintain a register of Council Members' interests.

**36. Validity of Council actions**

All acts done by a person acting as a Council Member shall, even if afterwards discovered that there was a defect in his/her appointment, or that he/she was disqualified from holding office, or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Council Member.

**37. Cessation of Council Member office**

A Council Member shall cease to hold office if:

- 37.1 In the case of Elected Council Members, or Council Members appointed under Article 18.3.4 he/she ceases to be an Organisational Representative;
- 37.2 he/she ceases to be a Council Member by virtue of any provision of the Companies Acts or is prohibited from being a company director by law;
- 37.3 the Council Members reasonably believe he/she has become physically or mentally incapable of managing his/her own affairs and resolve that he/she be removed from office;
- 37.4 notification is received by NFSP from him/her that he/she is resigning from office, and such resignation has taken effect in accordance with its terms (provided at least 3 Council Members will remain in office when such resignation takes effect);
- 37.5 he/she fails to attend three consecutive meetings of the Council, without reasonable apology and the Council Members resolve that he or she be removed for this reason;
- 37.6 at a general meeting of NFSP, a resolution is passed that he/she be removed from office, provided the meeting has invited his/her views and considered the matter in the light of such views; or
- 37.7 at a meeting of the Council at which at least half of the Council Members are present, a resolution is passed that he/she be removed from office. Such a resolution shall not be passed unless he/she has been given at least 14 Clear Days' notice that the resolution is to

be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either being heard by and/or making written representations to the Council.

## **GENERAL MEETINGS**

### **38. Annual General Meetings**

NFSP must hold an AGM within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Council considers appropriate.

### **39. Extraordinary General Meetings**

39.1 The Council may call an EGM at any time.

39.2 The Council must call a general meeting if required to do so by the Members under the Companies Acts.

### **40. Length of notice**

All general meetings must be called by at least 14 Clear Days' notice.

### **41. Content of notice**

41.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

41.2 If a Special Resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a Special Resolution.

41.3 In every notice calling a meeting of NFSP there must appear with reasonable prominence a statement informing the member of his/her/it's right, under company law, to appoint another person as his/her/it's proxy at a general meeting, although the scheme for representation by Organisational Representatives and in their absence Associate Representatives, should, in practical terms, generally make the appointment of proxies unnecessary.

41.4 If NFSP gives an Electronic Address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

### **42. Service of notice**

Notice of general meetings must be given to every Organisational Representative (and thereby to every Member), to the Council Members and to the auditors of NFSP.

### **43. Attendance and speaking at general meetings**

43.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

43.2 A person is able to exercise the right to vote at a general meeting when:

43.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

43.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

43.3 The Council may make procedural arrangements by Regulations and practical arrangements for the management of general meetings and to enable those attending a general meeting to exercise their rights to speak and vote.

#### **44. Quorum for general meetings**

44.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

44.2 The quorum shall be 25 persons entitled to vote on the business to be transacted, each person being an Organisational Representative, an Associate Representative deputising for an Organisational Representative, or a proxy for a Member.

44.3 If a quorum is not present within half an hour from the time appointed for the meeting:

44.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he/she thinks fit; and

44.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

#### **45. Chairing general meetings**

45.1 The Honorary President, or in his/her absence the Honorary Vice-President, or in his/her absence the Council Chair, or then the Vice-Chair, or then another Council Member willing to act, shall preside as chair of every general meeting.

45.2 If no Council Member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the persons present and entitled to vote must choose one of the Organisational Representatives present in person to be chair of the meeting. A proxy holder who is not an Organisational Representative entitled to vote shall not be entitled to be appointed chair of the meeting under this Article.

#### **46. Attendance and speaking by Council Members and non-members**

46.1 Council Members may attend and speak at general meetings, whether or not they are Organisational Representatives.

46.2 The chair of the meeting may permit other persons who are not Organisational Representatives, or Associate Representatives, or Members, to attend and speak at a general meeting.

#### **47. Adjournment**

47.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

47.1.1 the meeting consents to an adjournment; or

47.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

47.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 47.3 When adjourning a general meeting, the chair of the meeting must:
- 47.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council; and
  - 47.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 47.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, NFSP must give at least 7 Clear Days' notice of it:
- 47.4.1 to the same persons to whom notice of NFSP's general meetings is required to be given; and
  - 47.4.2 containing the same information which such notice is required to contain.
- 47.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **48. Voting in a meeting**

- 48.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 48.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 48.2.1 has or has not been passed; or
  - 48.2.2 passed with a particular majority;
- shall be conclusive evidence of that fact, without proof of the number, or proportion, of the votes recorded in favour of, or against, the resolution. An entry in respect of such a declaration in formal minutes of the meeting shall also be conclusive evidence of that fact without such proof.
- 48.3 On a vote on a resolution which is carried out by a show of hands the following persons have one vote each:
- 48.3.1 each Organisational Representative present in person;
  - 48.3.2 each Associate Representative present in person deputising for an Organisational Representative; and
  - 48.3.3 any proxy present who has been duly appointed by one or more persons entitled to exercise any vote on the resolution.

Any person present representing more than one Host/Core Office entitled to a vote relating to each such representative position may exercise multiple votes through a poll.

- 48.4 On a vote on a resolution which is carried out by a poll, the following persons have the following votes:
- 48.4.1 each Organisational Representative present in person, one vote per Host/Core Office of which he/she is the Organisational Representative;
  - 48.4.2 each Associate Representative present in person deputising for an Organisational Representative, one vote in that capacity; and

- 48.4.3 any proxy present who has been duly appointed by one or more persons entitled to exercise any vote on the resolution, one vote per Host/Core Office in respect of which he/she is an appointed proxy.
- 48.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he/she may have.
- 48.6 No person shall be entitled to vote at any general meeting unless all monies presently payable to NFSP by the Member he/she represents have been paid.
- 48.7 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 49. Voting by Poll**
- 49.1 A poll on a resolution may be demanded:
- 49.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 49.1.2 at a general meeting, either before a show of hands on that resolution, or immediately after the result of a show of hands on that resolution is declared.
- 49.2 A poll may be demanded by:
- 49.2.1 the chair of the meeting;
  - 49.2.2 the Council;
  - 49.2.3 2 or more persons having the right to vote on the resolution; or
  - 49.2.4 any person, who, by virtue of being appointed as an Organisational Member, or proxy for one or more Members having the right to vote on the resolution, holds two or more votes.
- 49.3 A demand for a poll may be withdrawn if the poll has not yet been taken and the chair consents.
- 49.4 Subject to the Articles and Regulations, polls at general meetings must be taken when, where and in such manner as the chair directs.
- 49.5 The chair may appoint scrutineers (who need not be Organisational Representatives) and decide how and when the result of the poll is to be declared.
- 49.6 The result of a poll shall be the decision in respect of the resolution on which the poll was demanded.
- 49.7 A poll on the election of the chair of the meeting, or an adjournment must be taken immediately. Other polls must be taken within 30 days of being demanded.
- 49.8 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- 49.9 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least 7 days' Written Notice must be given specifying the time and place at which the poll is to be taken.

## **50. Proxies**

- 50.1 A Member (including through an Organisational Representative) is entitled to appoint another person as his/her/its proxy to exercise all or any of his/her/its rights to attend, speak and vote at a general meeting. A proxy must vote in accordance with any instructions given by the appointing Member. It is expected (but not required) that, as far as possible, an Associate Representative will deputise for an Organisational Representative in preference to the appointment of a proxy and that otherwise Organisational Representatives, rather than the Members they represent will exercise any power to appoint proxies.
- 50.2 Proxies may only be appointed by Written Notice (a "*Proxy Notice*") which:
- 50.2.1 states the name and address of the appointing Member;
  - 50.2.2 identifies the person appointed to be proxy and the general meeting in relation to which the proxy is appointed;
  - 50.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine; and
  - 50.2.4 is delivered to NFSP in accordance with the Articles and any instructions in the notice of general meeting to the appointment relates.
- 50.3 A proxy for a Member represented by an Organisational Representative may be appointed by the Member or the Organisation Representative.
- 50.4 NFSP may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 50.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain) on one or more resolutions.
- 50.6 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 50.6.1 allowing the proxy discretion as to how to vote on any ancillary or procedural resolution put to the meeting; and
  - 50.6.2 appointing that proxy in relation to any adjournment of the general meeting to which it relates.

## **51. Delivery of Proxy Notices**

- 51.1 The "*Proxy Notification Address*" in relation to any general meeting is:
- 51.1.1 the registered office of NFSP; or
  - 51.1.2 any other Address(es), including Electronic Addresses, specified by NFSP at which NFSP will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.
- 51.2 If NFSP gives an Electronic Address:
- 51.2.1 in a notice calling a meeting;
  - 51.2.2 in an instrument of proxy relating to the meeting; or
  - 51.2.3 in an invitation to appoint a proxy issued in relation to the meeting;
- it will be deemed to have agreed that any document or information relating to proxies for that meeting may be sent by Electronic Means to that Electronic Address (subject to any



conditions specified in the notice). Documents relating to proxies include the appointment of a proxy, any document necessary to show the validity of the appointment, and notice of the termination of the authority of a proxy.

- 51.3 A person entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an Organisational Representative) remains so entitled in respect of that meeting or any adjournment of it, even though a Proxy Notice has been delivered to NFSP by or on behalf of such person. If such person exercises a right to vote at a meeting his/her/its Proxy Notice for that meeting is invalidated.
- 51.4 Subject to Articles 51.5 and 51.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 51.5 In the case of a demanded poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 51.6 In the case of a demanded poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 51.6.1 received in accordance with Article 51.5; or
- 51.6.2 given to the chair, Secretary (if any) or any Council Member at the meeting at which the poll was demanded.
- 51.7 An appointment under a Proxy Notice may be revoked by Written Notice by or on behalf of the appointing person to a Proxy Notification Address.
- 51.8 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 51.8.1 the start of the meeting or adjourned meeting to which it relates; or
- 51.8.2 in the case of a poll not taken on the same day as the meeting or adjourned meeting, the time appointed for taking that poll.
- 51.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **52. Amendments to general meeting resolutions**

- 52.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 52.1.1 notice of the proposed amendment is given to NFSP by Written Notice by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may decide); and
- 52.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 52.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 52.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 52.2.2 the amendment does not go beyond what is necessary to correct a non-substantive error in the resolution.
- 52.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.
- 53. Written Members' resolutions**
- 53.1 Subject to this Article a written resolution agreed by Members representing a simple majority; or in the case of a Special Resolution representing not less than 75% of the total voting rights of persons eligible to vote, shall be effective.
- 53.2 A Members' resolution under the Companies Acts removing a Council Member or auditor before the expiry of their term of office may not be passed as a written resolution.
- 53.3 A copy of a proposed written resolution must be sent to every Organisational Representative (and thereby every Member), together with a statement informing the Organisational Representative how to signify agreement and the date by which the resolution must be passed if it is not to lapse.
- 53.4 In relation to a written resolution the persons eligible to vote are the Organisational Representatives, or deputising Associate Representatives, who would have been entitled to vote on the resolution on the Circulation Date.
- 53.5 The required majority of eligible persons must signify their agreement to the written resolution within a specified period of days from the Circulation Date. In default of specification that period is 56 days.
- 53.6 Communications in relation to written resolutions must be sent to NFSP's auditors in accordance with the Companies Acts.
- 53.7 A person signifies agreement to a proposed written resolution when NFSP receives from that person an authenticated document identifying the resolution to which it relates and indicating the person's agreement to the resolution.
- 53.8 For the purposes of Article 53.7:
- 53.8.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 53.8.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by NFSP; or
- (b) where no such manner has been specified by NFSP, if the communication contains or is accompanied by a statement of the identity of the sender and NFSP has no reason to doubt the truth of that statement.
- 53.9 If NFSP gives an Electronic Address in any document relating to a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the document).

## **ADMINISTRATIVE MATTERS**

### **54. Communications by NFSP**

- 54.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent by NFSP under the Articles or the Companies Acts may be

sent or supplied in any way in which the Companies Act 2006 allows, including without limitation: in Hard Copy Form; in Electronic Form; or by making it available on NFSP website.

- 54.2 Where a document or information required or authorised to be sent by NFSP under the Companies Acts is sent or supplied in Electronic Form, or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Council may decide what agreement (if any) is required from the recipient.
- 54.3 Subject to the Articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by the Council may be sent or supplied by any means which that Council Member has specified.
- 54.4 A person present at a meeting of NFSP and the Host/Core Office he/she represents and to that extent the Member he/she represents, shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 54.5 Where any document or information is sent or supplied by NFSP to any person:
- 54.5.1 where it is sent by post it is deemed to have been received 48 hours (including weekends and public holidays) after it was posted;
- 54.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 54.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 54.6 Subject to the Companies Acts, a Council Member or any other person (other than in their capacity as an Organisational Representative) may agree with NFSP that notices or documents sent to that person in a particular way are deemed to have been received within a specified time and for the specified time to be less than 48 hours.
- 54.7 Where any document or information has been sent or supplied by NFSP by Electronic Means and NFSP receives notice that the message is undeliverable:
- 54.7.1 if the document or information is notice of a general meeting of NFSP, NFSP is under no obligation to send a Hard Copy of the document or information, but may in its discretion choose to do so;
- 54.7.2 in all other cases, NFSP shall send a Hard Copy of the document or information to the Organisational Representative's postal address as shown in NFSP's register of Members and Organisational Representatives; and
- 54.7.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of any Hard Copy.
- 54.8 Copies of NFSP's annual accounts and reports need not be sent to a person for whom NFSP does not have a current Address.
- 54.9 Notices of general meetings need not be sent to a Host/Core Office for which no Address is registered with NFSP, or except in respect of International Members where only a postal

Address outside the United Kingdom is registered, or to a person for whom NFSP does not have a current Address.

#### **55. Communications to NFSP**

The provisions of the Companies Acts shall apply to communications to NFSP.

#### **56. Company Secretary**

A Secretary may be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 56.1 anything authorised or required to be given or sent to, or served on, NFSP by being sent to its Secretary may be given or sent to, or served on, NFSP itself, and if addressed to the Secretary shall be treated as addressed to NFSP; and
- 56.2 anything else required or authorised to be done by or to the Secretary of NFSP may be done by or to a Council Member, or a person authorised generally or specifically in that respect by the Council.

#### **57. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of any written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

#### **58. Minutes**

The Council must cause minutes to be made of all:

- 58.1 appointments of NFSP officers;
- 58.2 resolutions of NFSP and of the Council (including decisions made without a meeting); and
- 58.3 all proceedings at meetings of NFSP and of the Council and of committees of the Council exercising primary functions of the Council, including the names of attendees at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Council meetings signed or authenticated) by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall, as against any Organisational Representative, Member or Council Member, be sufficient evidence of the proceedings.

#### **59. Records and accounts**

- 59.1 The Council shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of: annual reports; annual returns; and annual statements of account.
- 59.2 Except as provided by law or authorised by the Council or an Ordinary Resolution of NFSP, no person is entitled to inspect any of NFSP's accounting or other records or documents merely by virtue of being a Member.

#### **60. Exclusion of model articles**

Any otherwise applicable model articles for a company limited by guarantee are hereby expressly excluded.

## 61. Winding up

At any time before, and in expectation of, the winding up or dissolution of NFSP, subject to any members' resolution, the Council may resolve that any net assets of NFSP after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of NFSP be applied or transferred in any of the following ways:

- 61.1 directly for the objects of NFSP; or
- 61.2 to any institution or institutions which is or are regarded as charitable, or for community benefit for purposes related to the objects of NFSP; or
- 61.3 distribution among the Members on a reasonable basis determined by the Council.

## 62. Amendment to Articles

Amendment to these Articles shall be by Special Resolution in accordance with the Companies Acts.

### **INTERPRETATION SCHEDULE**

- 1. In the Articles, unless the context requires otherwise, the following terms have the following meanings:

	<b><i>Term</i></b>	<b><i>Meaning</i></b>
1.1	"Address"	a postal/physical address or an Electronic Address;
1.2	"Articles"	NFSP's articles of association;
1.3	"Associate Representative"	a second representative of a Host/Core Office as defined in Article 11.1;
1.4	"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6	"Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006);
1.7	"Council"	the board of company directors of NFSP;
1.8	"Council Member"	a company director of NFSP, including Transitional, Elected and Co-opted Council Members and the General Secretary/Chief Executive;
1.9	"Electronic Address"	a number or address used for the purposes of sending or receiving documents or information by Electronic Means;
1.10	"Electronic Form /Means"	email, telephone, tele-conference and any other means within the respective definitions in Section 1168 of the Companies Act;

	<b>Term</b>	<b>Meaning</b>
1.11	<i>“General Secretary/Chief Executive”</i>	the chief executive of NFSP, in succession to the equivalent General Secretary position within the Predecessor Unincorporated Association;
1.12	<i>“Hard Copy/Hard Copy Form”</i>	have the meanings respectively given to them in the Companies Act 2006;
1.13	<i>“Host/Core Office”</i>	a Post Office operated by a Member as a principal Post Office under a contract with POL;
1.14	<i>“Member”</i>	a company member of NFSP;
1.15	<i>“Officer”</i>	a senior post holder in NFSP;
1.16	<i>“Organisational Representative”</i>	a nominated representative of one or more Host/Core Office(s) of a Member, with authority, as defined in Article 8, to exercise the company membership rights of his/her nominating Member in respect of such Host/Core Office(s);
1.17	<i>“Ordinary Resolution”</i>	a members’ resolution passed by a simple majority;
1.18	<i>“POL”</i>	Post Office Limited: Company Registration Number 2154540 (England and Wales) and any companies within the same corporate group;
1.19	<i>“Predecessor Unincorporated Association”</i>	the predecessor unincorporated association of NFSP also with the name <i>“National Federation of SubPostmasters”</i> , previously recognised by POL as the representative body for SubPostmasters;
1.20	<i>“Proxy Notice”</i>	has the meaning given in Article 54;
1.21	<i>“Region”</i>	an administrative region of NFSP established under Article 24;
1.22	<i>“Proxy Notification Address”</i>	has the meaning given in Article 55;
1.23	<i>“Regulations”</i>	rules for the management administration and operation of NFSP established by the Council under Article 26;
1.24	<i>“Satellite/Outreach Office”</i>	an office, or location, from which Post Office services and products are supplied, managed by a Member from a Host/Core Office;
1.25	<i>“Secretary”</i>	the company secretary of NFSP (if any);
1.26	<i>“Special Resolution”</i>	a members’ resolution passed by a 75% majority;
1.27	<i>“SubPostmaster”</i>	any sole trader, partnership, or unincorporated or corporate entity with a contract from POL (or an equivalent organisation outside the United Kingdom or outside a residual United Kingdom) to deliver Post Office services and products, in

**Term**

**Meaning**

		one or more of the four nations comprising the United Kingdom of Great Britain and Northern Ireland at the date of incorporation of NFSP, or in another territory, or jurisdiction, from which the Council determines International Members of NFSP may be admitted, whether or not known or described as a “ <i>SubPostmaster</i> ”, including all holders of such contracts known as “ <i>Operators</i> ”, operating any Post Office model; and
1.28	“ <i>Written Notice</i> ”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Hard Copy or Electronic Form.
	2.	Subject to contrary provision, time limits in the Articles exclude weekends and public holidays in any part of the United Kingdom.
	3.	Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 2 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on NFSP.
	4.	Subject to paragraph 3 above, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

## ***NFSP Guidelines for Regions and Branches***

### Regional Committee

The NFSP is divided into regions which are the principal administrative units, each region should organise and administer their area as they deem appropriate, subject to NFSP Board (Board) approval.

Regions have been established in accordance with the NFSP's Articles of Association (Articles) for the following areas:

North East;  
North West;  
Midland;  
North Thames & East Anglia;  
South West;  
South East;  
Scotland;  
Northern Ireland;  
London; and  
Wales/Cymru.

Members shall be attached to the region appropriate to the location of their post office. Once elected to the Regional Committee, any Regional Committee member may nominate a member of its staff who may attend and vote at Regional Committee meetings.

A Regional Committee shall consist of members from within the region. Each region should establish its own internal structure (see example 1). Regions should submit their proposed structure and any amendments to that structure to the Board for approval. However, the Regional Committee must include a Regional Chair, Regional Secretary and Regional Treasurer whose roles and responsibilities are set out later in this guidance. The appointment of the Regional Secretary, Regional Chair and Regional Treasurer shall take place annually after the NFSP National Conference. The incumbent post holders may stand for re-appointment. If two or more members put themselves forward for any role, the members present can vote by way of a show of hands (or other similar/appropriate means where such meetings are held using electronic facilities).

Each region shall adopt regional guidelines setting out reasonable constitutional operation and fair regional election procedures which require to be in accordance with the NFSP's Articles of Association and these guidelines and may amend them, provided that such guidelines and amendments are submitted to the next Board meeting for their approval. The Board shall have the power to set aside any such amendments that may be in conflict with the Articles or any other rules set by the Board (national rules). Each committee (and its members) shall ensure that they are not in a position where they have a conflict of interest and shall declare any interest they have at any meeting where business is to be conducted.

Each Regional Committee must hold at least four meetings a year. In view of the Covid-19 pandemic, all meetings shall be held by means of a suitable secure electronic facility or facilities until further notice.

Post Covid-19 pandemic there will be a requirement that at least 50% of all meetings shall be held using suitable secure electronic facilities.

Any meeting held using suitable secure electronic facilities will be duly constituted for the purpose of these guidelines if the chair is satisfied that the members attending the meeting by use of these electronic facilities are able to

- (a) Participate in the business for which the meetings has convened;
- (b) Hear all persons speaking; and
- (c) Be heard by all other persons attending and participating in the meeting.



The Board may prescribe or recommend from time to time, what electronic facility or facilities are deemed to be suitable.

At each meeting, the Regional Secretary should give a report on the work done and the Organisational Representative on the Board for that region (Regional Non-Executive Director) should report on the Board's work and policy.

Honorary members of a region may be elected by the Regional Committee in recognition for their service to the members of the NFSP and may attend and speak at any Regional Committee meeting but are not entitled to vote.

In consultation with their Regional Non-Executive Director, Regional Committees should establish the most effective contacts and channels of communication with Post Office Ltd (PO) for dealing with day to day issues within the region. This must be subject to any national rules or other arrangements agreed at national level taking precedence.

Regional Committees are subject to the control of the Board, whose decision on all matters of policy (including disputes as to interpretation of policy) shall be final.

A region may send resolutions to Conference. All resolutions approved at regional level shall be forwarded to the Chief Executive Officer (CEO) for consideration by the Board.

Each region is entitled to send delegates to Conference on the basis of 1 per 40 members or part thereof. There will also be a further 20 delegate spaces available through direct application by members to NFSP Headquarters and will be filled on a "first come first served" basis. Any member is entitled to attend Conference as a day delegate.

Members of the Board are ex officio members of their Regional Committee with a right to speak but no voting rights.

Each region must have a recognised current bank account. The starting figure will be no less than £10,000 to allow for the day to day running of regional activities and for the payment of "out of pocket" expenses within the region. Subject to the production of proper receipts and expense claim forms to the Finance Department and provided that the expenditure was in accordance with the agreed budget agreed with the Board, when a regional account dips below £3,000 then said account will be topped back up to the original £10,000 figure to allow the work of the region to run smoothly. Applications or transfers for payment drawn thereon in excess of £250 shall be signed, physically or digitally, by two persons; one signatory will suffice under £250. All regional funds shall be applied to the objects and purposes of the region as long as such objects and purposes of the region are not extraneous from or inconsistent with the objects and purposes of the NFSP.

The autonomy of the regional finances shall lie with each region as long as they are not inconsistent with the objects and purposes of the NFSP and are in accordance with an approved budget. However, electronic visibility of the regional accounts shall be made available to the NFSP and its auditors at all times.

Prior to NFSP Conference each year the Finance Department will ensure that regions have sufficient funds to be able to reimburse their delegates.

The Regional Secretary in conjunction with the Regional Treasurer should ensure that the region's accounts are forwarded to NFSP headquarters not later than 30<sup>th</sup> of November each year, to enable the preparation and audit of the Financial Statements to the preceding 30<sup>th</sup> of September.

#### Branches

Regions may sub divide into branches.

Expenditure incurred by branches in meeting the objects of the NFSP and in compliance with Region and Branch Guidelines will be settled from funds held and managed by the region.

Where branches are established by regions, members shall be attached to the branch appropriate to the location of their post office. Any member may nominate to the Secretary, a representative who can

attend and vote at branch meetings (subject to the NFSP Articles of Association). The appointment of the Branch Secretary or the Branch Chair shall take place annually after the NFSP Annual Conference. The incumbent post holders may stand for re-appointment. If two or more members put themselves forward for any role, the members present can vote by way of a show of hand (or other similar/appropriate means where such meetings are held using electronic facilities).

As a minimum requirement each branch should appoint a Branch Secretary who should be responsible for organising branch meetings and liaising with the Regional Committee. A branch may make other appointments as they see fit.

Each branch shall hold at least 2 meetings per year. Subject to geography within the branch area, it is encouraged that meetings are held in different locations or using secure electronic facilities to allow as many members to attend as possible. Post Covid-19 pandemic there will be a requirement that at least 50% of all meetings shall be held using suitable secure electronic facilities.

Any meeting held using suitable secure electronic facilities will be duly constituted for the purpose of these guidelines if the chair is satisfied that the members attending the meeting by use of these electronic facilities are able to

- (a) Participate in the business for which the meetings has convened;
- (b) Hear all persons speaking; and
- (c) Be heard by all other persons attending and participating in the meeting.

The Board may prescribe or recommend from time to time, what electronic facility or facilities are deemed to be suitable.

Each branch shall adopt Branch Guidelines as described and may amend these provided that such guidelines and amendments are submitted to the Regional Committee within 14 days for their approval. The Regional Committee will have full power to set aside any amendments which are in conflict with either the Regional Guidelines or the Articles of Association and these guidelines.

Branches can be further sub-divided into local hub areas so that members can meet locally on an informal basis to discuss issues relating to the running of their post office. Issues highlighted should be fed back to the regional committee via the hub co-ordinator.

All resolutions from branches must, in the first instance, be submitted to the Regional Secretary in time for inclusion in the agenda for the Regional Committee meeting.

A branch may be dissolved either by a two-thirds majority vote of branch members present and voting passed at any annual or special general meeting of the branch or by the Regional Committee or the Board where in its opinion the branch has ceased to function.

#### Social Media

Branches and regions are encouraged to engage with members via social media sites such as Facebook, WhatsApp, Twitter etc. provided they do so in accordance with NFSP Communications Policies. The purpose is to keep members informed of developments within the wider NFSP community. It will also be an opportunity for members to discuss day to day issues along with requesting guidance on Post Office procedures, stock/store numbers and best practice.

#### Non-Executive Director Elections

Each region will be entitled to elect one Organisational Representative (to be a Regional Non-Executive Director) in accordance with article 18.3 who will be entitled to attend Board meetings. Elections will take place in accordance with the Articles on a rolling three-year cycle with the next cycles being

#### First year 2021:

North West  
South East  
Midland

### The Following Year

North Thames & East Anglia

North East

Wales/Cymru

Scotland

### The following year:

London

Northern Ireland

South West

Nominations for election to serve on the Board must be received at NFSP headquarters no later than 5pm on the date specified. In the event of there being more than one nominee for the seat on the Board, an election must take place. A ballot paper bearing the name of each nominee will be prepared and distributed by post by the nominated scrutineers to all members within the region. Nominees will be offered an equal opportunity to provide a personal information statement which will be distributed with the ballot papers.

Completed ballot papers must be returned by post to the nominated scrutineers allowing sufficient time to ensure that they will be received no later than the date advertised. The cost of postage will be borne by National Federation of SubPostmasters (NFSP). A list of nominees will be sent to the Regional Secretary within one week of the closing date for nominations.

If a ballot is held, the result certified by the nominated scrutineers will be notified to the Chief Executive who will in turn notify the nominees and the Regional Secretary.

If an Organisational Representative Non-Executive Director resigns within the term of office the newly elected Organisational Representative will continue until the next Triennial election as described above.

### Roles & Responsibilities

#### Chair of the Regional Committee

- Will attend the regional and/or branch meetings and shall chair the regional committee in accordance with any local rules and with the National Guidelines
- Will be responsible for setting an agenda along with the Regional Secretary
- Will keep a regular dialogue with their Non-Executive Director.

#### Regional Secretary

- Will be responsible for the management of the region
- Will organise and manage the regional and/or branch meetings to ensure the region complies with the National Guidelines
- Will ensure that there are no fewer than four meetings per year and notified to the Regional Committee and the NFSP Communications Team as early as possible
- Will ideally arrange for meetings to be held within two weeks of NFSP Board meetings
- Will be responsible for setting an agenda (see example 2 below)
- Will arrange local meetings with Post Office Ltd (PO) representatives and liaise with them and try to resolve local issues
- Will be available to respond to members queries and liaise with headquarters when required
- Will keep a regular dialogue with their Non-Executive Director
- Will arrange for contact with potential new members in the region to be established.

#### Branch Secretary

- Will liaise on a regular basis with the Regional Secretary and discuss all relevant issues in the region

- Will arrange meetings with local PO Area Managers to try to resolve issues locally where possible
- Will arrange and manage branch meetings in accordance with the Regional Guidelines, dates to be advised to the NFSP Communications Team as soon as possible
- Will set agenda for the meetings (see example 3 below)
- Will request NFSP headquarters to notify members of any upcoming meetings.

#### Hub Co-ordinator

- Will be responsible for organising local informal meetings to update members when required
- Will report to both the Regional and Branch Secretary
- Will be members of the Regional Committee.

#### Regional Treasurer

- Will be responsible for the management of the regional funds
- Will be required to pay any expenses in a timely manner from regional funds
- Will be responsible for paying venue costs for meetings from regional funds
- Will be required to submit receipts to NFSP headquarters on a quarterly basis as required by the Articles of Association
- Will be required to submit end of year regional accounts by no later than 30 November after NFSP financial year end (30 September).

#### Regional Committee

The Committee will be made up of Regional Chair, Regional Secretary, Regional Treasurer, Branch Secretaries and any Hub Co-ordinators. These will all be active members within the Region.

The Non-Executive Director will be an ex-officio member of the Region.

#### Payments/Expenses - submitted as an invoice by official

- Payments to officers and anyone on official NFSP business will be paid as follows
- Regional Secretary £1200/annum plus expenses for attending meetings as described below
- Branch Secretary £600/annum plus expenses for attending meetings as described below
- Regional Treasurer £1200/annum plus expenses for attending meetings as described below
- Regional Committee Expenses for attending meetings as described below

#### Expenses

Time off counter £100/day or £60/half day

Mileage 45p/mile

Subsistence Up to 5 hrs £5

Up to 10 hrs £10

Overnight, up to £100 B&B with £20 for an evening meal (vat receipts required)

#### Non-active regions or branches

In the case of a moribund region or branch, where no meetings have been held for a period of time NFSP headquarters can arrange meetings within that region or can disband the region or Branch.

#### Example 1 (structure of region)

Chair

Regional Secretary

Treasurer

Branch Secretaries

Hub Coordinator – Committee members

### Example 2 (regional meeting)

Agenda (already circulated to attendees)

Welcome and introductions

Brief overview of agenda

Non-Executive Director report (20 mins)

Secretary report (15 mins)

Treasurer's report (10 mins)

Guest speaker/s (e.g. PO, Retail Team, Mails Support Team, HQ support staff) (20 mins)

Open forum for members (10 mins)

### Example 3 (branch meeting)

Agenda (advisable to circulate prior to meeting)

Welcome and introductions

Brief overview of agenda

Officers' reports (maximum 1 hour in total)

Guest speaker 30 minutes (e.g. POL, Retail team, Mails team, HQ support staff)

Open forum for members (30 mins)

Refreshments on arrival for all attendees (max £15 per head).