

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF
OXFORDSHIRE RACIAL EQUALITY COUNCIL**

1. Interpretation

1.1 In these Articles:

- (a) “The Act” means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.
- (b) “The REC” means Oxfordshire Racial Equality Council.
- (c) “The REC’s area of benefit” means the county of Oxfordshire.
- (d) “The Office” means the registered office of the REC.
- (e) “The Seal” means the common seal of the REC.
- (f) “The Executive Committee” means the executive committee of the REC.
- (g) “The Secretary” means any person appointed to perform the duties of the Secretary of the REC.
- (h) “The United Kingdom” means Great Britain and Northern Ireland.
- (i) “In Writing” means written or produced by any substitute for writing, including references to printing, lithography, photography and other modes of representing or reproducing words or figures in a visible form.
- (j) “Clear Days” in relation to the period of a notice means 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.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these Articles become binding on the REC.

1.3 Words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

1.4 “Race”, “racial”, “ethnic”, “discrimination” and “Commission for Racial Equality” shall have the meaning assigned to them by the Race Relations Act 1976 or any statutory modification or re-enactment of that Act.

1.5 References to local authorities shall have the meaning assigned to them by the Local Government Act 1972 or any statutory modification or re-enactment of that Act.

- 1.6 References to the Race Relations Act 1976, the Sex Discrimination Act 1975, the Disabled Persons (Employment) Acts 1944 and 1988, the Rehabilitation of Offenders Act 1974 and the Health & Safety at Work etc. Act 1974 shall be deemed to include any statutory modification or re-enactment of those Acts.
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2. Objects

The REC is established for the objects expressed in the Memorandum of Association.

3. Membership

- 3.1 The REC shall consist of not fewer than 3 full members, all of whom shall live in, work in, or be organisations operating in, the REC's area of benefit.

3.1.1 Full membership

Full membership shall be open to:

- (a) individuals who are interested in furthering the work of the REC;
- (b) any body corporate or unincorporated association which is interested in furthering the work of the REC (hereinafter referred to as "affiliated members").

In accordance with clause 3.1.2 below PROVIDED THAT in the case of individual members the REC shall have power to determine the number or proportion of such members and subsequently to amend or remove it subject to the prior approval of the Commission for Racial Equality (hereinafter referred to as "the CRE").

- 3.1.2 (a) Individual and affiliated membership shall be subject to renewal at three-yearly intervals, subject to clauses 3.2.1, 3.2.2 and 3.3.1 below.
- (b) Additionally, affiliated members must renew their commitment in writing to the REC yearly, subject to clause 3.2.3 below.

3.2 Affiliated members

- 3.2.1 Organisations which operate in the REC's area of benefit, and which at the time of their initial application or application for three-yearly renewal have been in existence for at least six months, may be admitted to initial or renewed affiliated membership if they:

- (a) make a written declaration of their commitment to the REC's objects and their desire to work strategically towards the achievement of those objects;
- (b) satisfy the REC that there is nothing in their constitution, aims or actions which conflicts with the REC's objects and functions.

3.2.2 With each application for initial and renewed affiliated membership, there shall be supplied to the REC the following documentation or an assurance that such documentation will be supplied to it within six months of the date of its admission as an affiliated member:

- (a) a copy of the organisation's current constitution or other documents setting out its aims and objectives;
- (b) in the case of religious organisations, a copy of the organisation's statement of beliefs, address of place of worship and name of governing body or umbrella organisation (if any);
- (c) evidence in writing that the organisation has a bona fide membership based on the criteria set out in clause 3.2.3 below;
- (d) if the organisation employs staff or provides services, a copy of its equal opportunities policy;

Failure to comply with the foregoing requirements shall cause the affiliated membership to lapse at the end of the above-mentioned six months' period.

3.2.3 In considering each application for yearly renewal of commitment, the REC shall:

- (a) seek confirmation that the affiliated member's constitution or statement of aims and objectives and its equal opportunities policy remain in force (as a minimum, the affiliated member must sign a statement confirming this);
- (b) seek evidence that it still has a bona fide membership by reference to:
 - (i) the number of members;
 - (ii) whether the members are related to each other or not;
 - (iii) whether the membership duplicates that of another organisation, in part or wholly.

An affiliated member, all or a majority of whose members are

- (i) related to each other, and/or
- (ii) members of another organisation

shall be deemed not to have a bona fide membership.

3.2.4 Each affiliated member may at each annual general meeting nominate two persons of 18 years or over to represent it and to vote on its behalf at meetings of the REC. Where an affiliated member is a local authority, represented by elected Councillors, it may nominate up to three such persons in order to allow representation by different party political groups, in accordance with clause 4.2(a) of the Memorandum of Association.

3.2.5 Each representative shall have one vote exercisable personally.

3.2.6 In keeping with the statement made in accordance with clause 3.2.1 (a) above, the persons nominated shall, before they are recognised by the REC as representatives, also declare in writing that they subscribe to its objects, and shall thereafter renew their declaration annually during their period of service.

- 3.2.7 An affiliated member may replace one or both of its representatives, PROVIDED THAT:
- (a) it may not do so between its annual renewal of commitment and the annual general meeting of the REC;
 - (b) at all other times it gives notice in writing to the Secretary and its representative of its intention to do so not less than seven days before the REC meeting at which it desires its new representative(s) to take office; and
 - (c) the provisions of clause 3.2.6 above are observed.

3.3 Individual members

3.3.1 A person living or working in the REC's area of benefit may be admitted as an individual member of the REC, and her/his membership may be renewed at three-year intervals, provided that she/he submits a written declaration of her/his commitment or renewed commitment to the REC's objects and desire to work for the fulfilment of the REC's functions.

3.3.2 Each individual member of the REC shall have one vote exercisable personally.

3.3.3 No member of the REC who is under the age of 18 may be nominated for election to the membership panel (constituted by clause 3.6 below) and/or the executive committee (constituted by clause 5 below).

3.4 Associate membership

3.4.1 The REC may at its discretion admit to non-voting associate membership:

- (a) any person whose application for individual voting membership cannot be accepted because the number or proportion of individual members has already reached the limit determined by the REC under the provisions of clause 3.1.1 above.
- (b) any individual who lives outside the REC's area of benefit, provided that she/he is not a member or associate member of any other REC.

3.4.2 No person shall be admitted to associate membership unless she/he fulfils the requirements of clause 3.3.1 above.

3.4.3 Associate members may attend REC meetings with the right to speak but not to vote.

3.5 Termination of membership and withdrawal of recognition

3.5.1 The executive committee (constituted by clause 5 below) shall have the power to-

- (a) terminate the membership of -
 - (i) an affiliated member, or
 - (ii) an individual member, or
 - (iii) an associate member

whose actions or whose consistent failure to participate in the affairs of the REC, are or is deemed to be prejudicial to the interests of the REC; PROVIDED THAT the affiliate or individual or associate member or the representative of an affiliated member shall have the right to be heard by the executive committee (constituted by clause 5 below) before a final decision is made and thereafter a right of appeal to the next ordinary general meeting of the REC;

(b) withdraw recognition and the right to vote from the representative of an affiliated member.

3.5.2 Any member of the REC may resign her/his/its membership and any representative of an affiliated member may resign her/his position by giving to the Secretary written notice to that effect.

3.6 Membership panel

3.6.1 For the purposes of clause 3.1 to 3.5 above inclusive, the executive committee (constituted by clause 5 below) may establish a membership panel consisting of:

(i) three members of the REC who are not members of the executive committee (to be elected to the panel at the annual general meeting); and

(ii) two members of the executive committee (to be appointed by that committee at its first meeting after the annual general meeting).

3.6.2 The executive committee (constituted by clause 5 below) may delegate to the membership panel the following functions and powers:

(a) to receive and consider all applications for individual, affiliated and associate membership and annual renewals thereof.

(b) to determine all such applications provided that an organisation or individual wishing to appeal against a decision of the panel shall have the right to do so, and to be heard in such appeal, at the next ordinary general meeting of the REC;

(c) to recommend to the executive committee (constituted by clause 5 below) termination of membership or withdrawal of recognition and the right to vote under clause 3.5.1 above.

3.7 Appeals against refusal of admission to or renewal of membership and termination of membership or withdrawal of recognition and the right to vote

3.7.1 The outcome of appeals to the REC under clause 3.5.1 and 3.6.2 above shall be determined by a simple majority of members present and voting.

3.7.2 When appeals are being heard under clause 3.4.1 or 3.6.2 above, those members of the executive committee and/or of the membership panel who were present at a meeting which took the decision now the subject of appeal, together with individual appellants or appellant organisations or appellant representatives shall not exercise their vote.

3.8 Consultant Observers

- 3.8.1 Any Commissioner or officer of the CRE may attend meetings of the REC as a consultant observer with the right to speak but not to vote. This provision shall extend to meetings of the executive committee. (Constituted by clause 5 below).
- 3.8.2 The chief executive of any local authority in the REC's area of benefit or her/his named representative, may attend meetings of the REC as a consultant observer with the right to speak but not to vote. The executive committee shall have power to invite such chief executives or their representatives to attend executive committee meetings, and meetings of sub-committees or ad-hoc working parties on the same terms.
- 3.8.3 The REC shall determine, on the recommendation of the executive committee, whether invitations to attend meetings as consultant observers, on similar terms, should be extended to the chief officers of other organisations in the public, private or voluntary sectors, or their named representatives.
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4. Meetings of the REC

- 4.1 The REC shall meet not less often than two times a year. One of these meetings shall be the annual general meeting, which shall take place in the first four months of the financial year. Twenty-one days' notice of ordinary general meetings, and twenty-eight days' notice of annual general meetings, shall be given to all members by the Secretary.
- 4.1.1 Nominations for election to the membership panel (constituted by clause 3.6 above) and the executive committee (constituted by clause 5 below) must be made and, in the case of the executive committee, seconded by members of the REC in writing and must be in the hands of the Secretary at least 21 days before the annual general meeting.
- 4.2 Extraordinary meetings of the REC shall additionally be convened at any time on the application of one-sixth of the total membership, or of not fewer than six members of the executive committee (constituted by clause 5 below). The application shall be made in writing to the Secretary and shall state the only business to be transacted at the meeting. Subject to the requirements of clauses 15 and 16, fourteen days' notice of an extraordinary meeting shall be given to all members by the Secretary.
- 4.3 The REC may determine whether all or part of any REC meeting shall be closed to the public, provided that only members of the REC may vote at meetings of the REC.
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5. Executive committee: composition, duties, meetings

- 5.1 Subject as herein provided, the REC and its property shall be administered and managed in accordance with the Memorandum and Articles of Association, and having regard to specific policy decisions of the REC, by members of the executive committee hereinafter constituted (who shall be the charity trustees within the meaning of section 97(1) of the Charities Act 1993).

5.2 The executive committee shall consist of:

- (a) not more than 18 members (unless the CRE gives prior approval to a larger number), of whom -
- (b) not fewer than two thirds of the total at any time shall be full members of the REC elected by ballot at the time of the REC's annual general meeting in accordance with clause 6.1 (a) below, and
- (c) not more than one third of the total at any time may be -
 - (i) not more than two persons each appointed by local authorities in the REC's area of benefit or such other number as may be approved in writing by the CRE; and/or
 - (ii) persons co-opted by the executive committee itself in accordance with clause 6.7 below.
- (d) the first executive committee members shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future members shall be appointed as provided subsequently in these Articles.

5.3 The duties of the executive committee shall be to administer and manage the REC and its property in accordance with clause 5.1 above and shall include the following specific functions:

- (a) to exercise the powers of the REC conferred by clause 5 of the Memorandum of Association.
- (b) the maintenance of premises;
- (c) the implementation of statutory health and safety provisions;
- (d) attention to legal matters affecting the REC and its property;
- (e) in consultation with the CRE, to prepare, implement, monitor and evaluate an appropriate programme of work in accordance with clause 4.1.5 of the Memorandum of Association.
- (f) to report on its activities and decisions to each annual and ordinary general meeting of the REC, and in so doing the executive committee may make such recommendations and/or seek such endorsement by the REC as the executive committee may think fit.

5.4 Meetings and proceedings of the executive committee

5.4.1 The executive committee shall hold at least six ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the executive committee upon not less than 4 days' notice being given in writing to the other

members of the executive committee of the matters to be discussed, but if the matters include the appointment of a co-opted member, not less than 21 days' notice must be given.

- 5.4.2 Every matter shall be determined by a majority of votes of the executive committee present and voting on the question but in the case of equality of votes, the Chair shall have a second or casting vote.
- 5.4.3 The executive committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the executive committee.
- 5.4.4 The executive committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with the Memorandum and Articles of Association.
- 5.5 The executive committee shall appoint from its members the following sub-committees whose meetings and proceedings shall be governed by clause 5.4 above.
 - 5.5.1 A finance and general purposes sub-committee, to which it may delegate revocably its obligations under clause 8 below. This sub-committee shall consist of no more than five persons being members of the executive committee, of whom one shall be the honorary Treasurer. The sub-committee shall report on its activities and decisions to each meeting of the executive committee, and in doing so it may make such recommendations and/or seek such endorsement by the executive committee as the sub-committee may think fit.
 - 5.5.2 A personnel sub-committee consisting of seven persons being full members of the REC, of whom one shall be the honorary Chair, whose composition shall have regard to the equal opportunities policy of the REC. Within the limits and guidelines set down by the executive committee, it shall have responsibility for all stages of the recruitment and appointment of staff, their conditions of service, and matters relating to discipline and grievances.
 - 5.5.2.1 Two panels consisting of three members of the personnel sub-committee shall be set up, as and when necessary, to deal with:
 - (a) the appointment of staff;
 - (b) disciplinary and grievance matters.
 - 5.5.2.2 Panels shall have power to appoint as a consultant observer, with the right to speak but not to vote, a representative of the local authority or other funding agency, in accordance with procedures agreed by the CRE.
 - 5.5.2.3 Both panels shall have delegated powers, to make appointments and to resolve disputes respectively, but shall report their decisions to the personnel sub-committee and the executive committee.
- 5.6 The executive committee may appoint other sub-committees, ad-hoc working parties or task groups consisting of such persons as the executive committee shall determine for the support of specialist areas of the REC's work. Each of these shall:

- (a) have power to co-opt persons, whether members of the REC or not, with expertise to offer in its subject area;
- (b) include at least one member of the executive committee, to represent the policy interests of the REC;
- (c) report to each meeting of the executive committee, making recommendations on all matters requiring policy decisions.

Such sub-committees, working parties or task groups shall not have power to commit the executive committee to any particular action.

- 5.7 Any Commissioner or officer of the CRE may attend meetings of the sub-committees, working parties and task groups referred to in clauses 5.5 and 5.6 above, with the right to speak but not to vote.
- 5.8 No member of the executive committee shall acquire any interest in property belonging to the REC (otherwise than as a trustee for the REC) or receive remuneration or be interested (otherwise than as a member of the executive committee) in any contract entered into by executive committee.

6. Election of executive committee members and honorary Officers

- 6.1 (a) The elected members of the executive committee and, from amongst the members of that committee, the honorary Chair and honorary Vice-Chair of the REC shall be chosen by means of a ballot at, or a postal ballot immediately prior to, the annual general meeting of the REC. One third of the elected members shall be chosen thus every year. All honorary officers shall be elected annually and hold office until the conclusion of the annual general meeting. Subject to their annual renewal of commitment to the REC as provided for in clause 3.1.2 (b) above, elected members of the executive committee shall serve for a period of three years, and at the end of the third annual general meeting after their election shall be required to resign.
- 6.1 (b) The honorary Treasurer shall be appointed by the executive committee either from amongst their number, or by co-option in accordance with clause 7.5 below.
- 6.2 At the conclusion of any three-year term of office, a member of the executive committee shall be eligible for re-election for a further period of three years.
- 6.3 A member who has not been a full individual member of the REC continuously for a period of six months immediately prior to the election shall not be eligible for election or to be nominated for election to the executive committee or to nominate for or to vote in such election.

All members who have been full individual or affiliated members of the REC continuously for a period of six months prior to the election shall be eligible to be nominated for election to the executive committee and to nominate for and to vote in such election.

- 6.4 Every individual member nominated and seconded in writing to serve on the executive committee may in writing accept the nomination within 14 days of the closing date for nominations and shall at the same time sign a declaration that she/he will:
- (a) seek to promote the objects of the REC and not the interests of any one group of members;
 - (b) fulfil her/his share of responsibility for:
 - (i) implementing the REC's policies and work programme
 - (ii) the employment, management and support of staff;
 - (iii) the financial affairs of the REC;
 - (c) participate actively in executive committee meetings;
 - (d) undertake such training as may be required by the CRE.
- 6.5 The first meeting of the newly-elected executive committee shall take place within fourteen days of the annual general meeting.
- 6.6 Resignation, termination and disqualification of members of the executive committee
- 6.6.1 Any member of the executive committee may resign her/his/its membership by giving the executive committee written notice to that effect (but only if at least three members of the executive committee will remain in office when the notice of resignation takes effect).
- 6.6.2 The REC may at any time invite the resignation of, or dismiss from the membership of the executive committee, a person who, without good cause, fails to fulfil the duties set out in clause 6.4 above or whose actions are prejudicial to the REC's interests. A member who is dismissed under the provisions of this clause shall have the right to appeal, and to be heard in such appeal, at the next ordinary general meeting of the REC.
- 6.6.3 A member of the executive committee shall cease to hold office if she or he -
- (a) becomes prohibited from holding office by virtue of any provision of the Act or is disqualified from acting as a member of the executive committee by virtue of section 72 of the Charities Act 1993;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his own affairs.
- 6.7
- (a) For the purpose of enabling it to fulfil its functions more effectively, the executive committee may during each year co-opt persons to serve as members of the committee until the next annual general meeting in accordance with clause 5.2 (c) (ii) above.
 - (b) A co-optee who is not a member of the REC shall be required to submit a written declaration of her/his commitment to the REC's objects and desire to work for the fulfilment of the REC's functions.

- 6.8 If through resignation or other cause a vacancy occurs in the elected membership of the executive committee, the executive committee may appoint a member of the REC to fill the vacancy until the next annual general meeting.
- 6.9 The appointees of the local authorities in the REC's area of benefit to the executive committee shall serve for one year from the time of their appointment and shall thereafter be eligible for re-appointment if the relevant local authority so wishes. The said local authorities may at any time replace one or more of their appointees.
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7. Honorary Officers

- 7.1 The honorary Chair and honorary Vice-Chair elected under clause 6.1 (a) above and the honorary Treasurer appointed under clause 7.5 below shall be ex-officio honorary officers of the executive committee.
- 7.2 To assist it to fulfil its responsibilities, the executive committee may elect from among its members such other honorary officers of the executive committee as it sees fit.
- 7.3 The REC may at any time, at its discretion, and on the recommendation of the executive committee, confer the titles of honorary President or Vice-President on a person or persons subscribing to the objects of the REC and wishing to support its work. Any title so conferred shall be subject to annual review.
- 7.4 The executive committee, at its first meeting after each annual general meeting of the REC, shall elect, from among the elected members of the executive committee, members to the membership panel as specified in clause 3.6 above.
- Of these members, one must be elected as membership secretary. The committee shall also, at its first meeting, set up sub-committees as specified in clause 5.5 and 5.6 above.
- 7.5 The executive committee shall, at the same meeting, also appoint annually an honorary Treasurer, who may be an elected member of the executive committee, or may be co-opted for this purpose as one of the co-optees permitted under clauses 5.2 (c) (ii) and 6.7 above.
- 7.6 All members of the executive committee, regardless of the number of years remaining in their three-year period of service, are eligible for election as honorary officers. No person shall serve for more than three years consecutively in any one honorary office except that of the Treasurer.
- 7.7 The duties of the Chair shall be:
- (a) to preside at meetings of the REC and of the executive committee;
 - (b) to prepare, in consultation with the senior employee of the REC, agenda for meetings of the REC and the executive committee;
 - (c) as may be required by the REC or executive committee, to act as a principal spokesperson on public occasions or when representations are being made on behalf of the REC to public bodies;

- (d) to uphold the Memorandum and Articles of Association and standing orders of the REC, to ensure the efficient and proper conduct of its affairs, and to encourage co-operation and goodwill among members and paid staff in promoting the REC's objects and fulfilling its functions.

7.8 The Chair may, on the advice of the senior employee and/or other members of the executive committee, take decisions under "Chair's action", provided that:

- (a) whenever possible, she/he shall normally so act only after consultation with at least two other members of the executive committee;
- (b) all such action shall be reported to the next meeting of the executive committee with the request that it be ratified;
- (c) expenditure that may be incurred under Chair's action between any two meetings of the executive committee shall not exceed a sum to be pre-determined by the executive committee;
- (d) the Chair shall not have power to employ or dismiss a member of staff, but may suspend a member of staff until such time as that member of staff's case may be properly dealt with under discipline and grievance procedures in accordance with clause 5.5.2 above.

7.9 The Vice-Chair shall deputise for the Chair in the performance of any of the duties listed under clause 7.7 and 7.8 above:

- (a) when so requested by the Chair, or
- (b) in the absence or non-availability of the Chair.

In the absence or non-availability of both these officers, the executive committee shall appoint one of its number to act as Chair.

7.10 If the office of Chair falls vacant, through resignation or any other cause, the executive committee shall, as soon as possible, elect one of its number to assume the title and duties of the office until the first executive committee meeting after the next annual general meeting. If the person elected to the Chair is the person who has been serving as Vice-Chair, the executive committee shall similarly elect a new Vice-Chair.

7.11 The duties of the Treasurer shall be:

- (a) to keep or ensure that proper accounts are kept of all monies received by or on behalf of the REC and of all payments made on its behalf, that they are presented annually for audit by a qualified auditor, and that the auditor's report thereon is presented to the annual general meeting;
- (b) in consultation with the finance and general purposes sub-committee, to prepare an annual budget to cover the work of the REC and to keep the out-turn under review;

- (c) to advise the finance and general purposes sub-committee, and through them the executive committee and the REC, on all matters, including those listed under clause 9 below, relating to the REC's financial management.
- (d) to present an account of current income and expenditure to the executive committee at least once a quarter.

7.12 If the office of the Treasurer falls vacant, through resignation or any other cause, the executive committee shall, as soon as possible, appoint one of its number or co-opt a person under the provisions of clause 7.5 above, to assume the title and duties of the office.

8. Accounts, annual report and annual return

8.1 The executive committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) the keeping of accounting records for the REC;
- (b) the preparation of annual statements of account for the REC;
- (c) the auditing or independent examination of the statements of account of the REC;
- (d) the transmission of the statements of account to the Charity Commissioners.

8.2 The executive committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

8.3 The accounting records shall be kept at the Office and shall always be open to the inspection of members of the executive committee, or by the membership at meetings of the REC.

8.4 The accounts shall be prepared in accordance with the provisions of the Act.

9. Finances

9.1 Clause 6 of the Memorandum of Association relating to income and property shall have effect as if the provisions thereof were repeated in these Articles.

9.2 At its discretion, the REC may require affiliated members and individual members to pay an annual subscription of an amount to be determined from time to time by the REC. The amount of the subscription may vary as between affiliated members, individual members and associate members, and the REC may waive the payment of such subscriptions, or modify the amount to be paid, at its discretion.

9.3 The funds of the REC, from whatever source, shall be paid into an account or accounts in the name of the REC at such bank or banks as the executive committee shall from time to time decide. No cheque shall be drawn on the account or accounts unless it bears the signatures of at least two persons, of whom at least one must be a member of

the executive committee, from among four persons authorised so to sign by resolution of the executive committee.

- 9.4 No sub-committee, working party of task group shall incur expenditure on behalf of the REC except in accordance with a budget which has previously been approved by the executive committee.
- 9.5 In the interests of financial control, the executive committee shall determine from time to time the limits within which expenditure may be incurred on the authority of the senior employee and/or the Treasurer or other honorary officers, and beyond which specific authorisation is required from the finance and general purposes sub-committee.
- 9.6 The REC shall have power to appoint no fewer than two of its members or a trust corporation to act as holding trustees or custodian trustee respectively for the purpose of holding any monies or property for the time being belonging to the REC. Provided that they act only in accordance with the lawful directions of the executive committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 9.7 The REC's financial year shall run from the first day of April to the last day of March in the following year. At each annual general meeting:
- (a) the report and audited accounts for the past financial year shall be presented by the executive committee;
 - (b) a qualified auditor or auditors shall be appointed to audit the accounts for the current financial year.

10. Staff

- 10.1 The REC may appoint such staff as it sees fit. The appointment of staff shall be the responsibility of the personnel sub-committee in accordance with clause 5.5.2 above.
- 10.2 The terms and conditions of employment of all staff shall be governed by:
- (a) the provision of:
 - (i) the Race Relations Act 1976, the Sex Discrimination Act 1975, the Disabled Persons (Employment) Acts 1944 and 1988, the Rehabilitation of Offenders Act 1974, and the codes of practice relating to them;
 - (ii) the Health & Safety at Work, etc. Act 1974 and all other relevant employment legislation;
 - (b) the equal opportunities policy of the REC;
 - (c) all other conditions of grant aid set by the CRE;

- 10.3 No employee of the REC shall be a member of the REC or of the executive committee. Any member of the executive:
- (a) who applies for paid employment by the REC shall cease to function as a member of the executive committee while her/his application is being determined;
 - (b) who accepts paid employment by the REC shall immediately resign her/his membership of the executive committee.
- 10.4 The senior employee shall act as Secretary to the REC and shall be responsible, through the Chair, for efficient and proper conduct of the REC's day to day affairs.
- 10.5 The REC, executive committee, sub-committees, working parties and task groups shall have power to invite the attendance, in an advisory capacity, of any paid employee of the REC at any of their meetings, but no employee shall have a vote at any such meeting.
- 10.6 Every paid employee of the REC shall be required to withdraw from any meeting when her/his personal terms of service or any other matter relating to her/his employment are to be discussed.
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11. Conduct of Business

- 11.1 The REC and all its committees shall observe any standing orders being in force at the time. The REC shall may make, vary or revoke standing orders relating to the conduct of its affairs, provided that they are fully consistent with all the provisions of these presents, and that in the event of a conflict between the standing orders and the provisions of these presents the latter shall prevail.
- 11.2 At all meetings of the REC and of the executive committee, voting on motions duly proposed and seconded shall be by show of hands, unless at least five members request a ballot. All elections of executive committee members and honorary officers, however, shall be by means of secret ballot.
- 11.3 The Secretary or other person specially appointed by the executive committee shall keep a full record of proceedings at every general meeting of the REC.
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12. Quorum

Meetings of the REC, including the annual general meeting, shall be deemed to be quorate when at least one quarter of the total number of voting members (as defined by clauses 3.2.5 and 3.3.2 above) are present. A quorum for meetings of the executive committee shall be five persons, of whom at least four shall be elected members and at least one shall be an honorary officer. A quorum for meetings of the finance and general purposes sub-committee and the personnel sub-committee shall be three persons.

13. Notices

Any notice required to be served on any member of the REC shall be in writing and shall be served by the Secretary or the executive committee on any member personally or by sending through the post in a pre-paid letter addressed to such member at her/his last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

14. The Seal

The executive committee shall provide for the safe custody within the Office of the seal, if any, which shall only be used by the authority of the executive committee and every instrument to which the seal shall be affixed shall be signed by an executive committee member and countersigned by the Secretary or by a second executive committee member.

15. Dissolution

Clause 10 of the Memorandum of Association relating to the winding-up and dissolution of the REC shall have effect as if the provisions thereof were repeated in these Articles.

16. Alterations to the Articles of Association

Clause 9 of the Memorandum of Association relating to alterations and amendments shall have effect as if the provisions thereof were repeated in these Articles.

Names, addresses and descriptions of subscribers

	Name	Address	Description	Signature
1.				
2.				
3.				
4.				
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11.				
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Dated:

Witness to the above signatures:

Dated: