

Articles Related to Area TORs

Note the text below is taken from the proposed Articles of Association to be voted on at the 2021 AGM and relate solely to the Areas (Article 30)

Words	Meanings
the Act	the Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force
Area	a geographical region defined by the Council from time to time
Area Meeting	a meeting of the Members in a particular Area held in accordance with the Area ToR
Area Member	a Voting Member who is resident in a particular Area, or who attends an Area Meeting as detailed in Article 30.3.1(b)
Area TOR	the terms of reference of the Areas which govern their proceedings and state how they shall operate
the or these Articles	the Articles of Association of the Company, as amended from time to time
Board	the board of Directors
CEO	the Chief Executive Officer of the Company from time to time
Clear Day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect
the Council	the Members' representative group established under Article Error! Reference source not found. , its full name being the Members' Council
Councillor	an individual who is an Elected Councillor or a Specialist Councillor
a Director	a director of the Company for the purposes of the Act and Directors means all the directors of the Company
Election Voting Procedure	a document detailing how elected positions shall be decided, which shall be published on the Company's website and can only be amended by way of an ordinary resolution at a General Meeting or AGM
Members	means all members of the Company, both Voting Members, Non-voting Individual Members and Associate Members
the Office	the registered office of the Company

Remote Attendance remote attendance at a General Meeting or AGM by such means as are approved by the Board in accordance with Article **Error! Reference source not found.**

Voting Members any and all Members able to vote at AGMs and General Meetings, being Individual Members, Honorary Members, Patrons and Club Members but shall not include Non-voting Individual Members or Associate Members

30. AREAS

30.1. Proceedings and Terms of Reference

30.1.1. Area proceedings shall be governed in accordance with the Area TOR

30.1.2. Changes to the Area TOR shall be agreed by either:

- (a) An ordinary resolution at an AGM; or
- (b) All of:
 - (i) At least 75% of Area Officers,
 - (ii) the Council
 - (iii) the Board

and published on the Company's website.

30.1.3. The Area TOR shall be reviewed at least every 3 years.

30.2. Purpose

Area Meetings shall be convened for the following purposes:

- 30.2.1. to act as a forum in which Members may make their views known and to communicate those views to the Council;
- 30.2.2. to act as one of the channels for reporting to the Area Members the views, decisions and activities of the Council, the Board and the CEO;
- 30.2.3. to discuss local issues and to liaise with other organisations with an interest in such issues and to represent the policies of the Company in connection with such issues; and
- 30.2.4. to elect Area Representatives and Area Officers and any other Area roles as set out in Article 30.4.4.

30.3. Attendance

30.3.1. Voting Members may participate and vote at one Area Meeting. This will be either:

- (a) the Area where they are resident; or
- (b) an Area that they have elected, by notice to the CEO, to attend instead of the Area within which they reside.

30.4. Officers and Representatives

- 30.4.1. Each Area shall have two Area officers, an "**Area Chair**" and an "**Area Secretary**" (together the "**Area Officers**"), who shall be elected annually at the annual general meeting of that Area ("**Area AGM**"). Each person duly elected shall hold office until the next Area AGM.
- 30.4.2. Subject to Article 30.4.3, each Area shall elect two individuals ("**Area Representatives**") to serve on the Council, who shall be elected for three year terms at an Area AGM. For the avoidance of doubt a person elected an Area Officer may also be elected an Area Representative.
- 30.4.3. No person may hold office as an Area Representative for more than 6 consecutive years in the post,. A member who has previously served as an Area Representative for more than 3 consecutive years and leaves the post for whatever reason, will not be eligible for reappointment as an Area Representative for a minimum of 1 year.
- 30.4.4. Areas may appoint Area Members (who are able and willing to do so) to other Area roles either:
- (a) as reasonably requested by the ex officio Executive Director if deemed necessary for the effective operation of the Area; or
 - (b) in accordance with the Area ToR
- Such roles shall be elected annually at the Area AGM of that Area until such time as the role is no longer required.
- 30.4.5. No person shall be eligible for election to any office pursuant to Articles 30.4.1 and 30.4.2 unless that person is resident in that Area or has elected to attend that Area Meeting.
- 30.4.6. The provisions of Article **Error! Reference source not found.** relating to disqualification from office shall apply to any person holding office pursuant to Articles 30.4.1 30.4.2 and 30.4.4, unless an exception is agreed by the Council. If the person is to be disqualified from office, the appointment will be terminated with immediate effect and at the earliest suitable opportunity an Area AGM held to appoint a replacement.
- 30.4.7. Twenty five (25) Area Members may make a written representation to the Area Chair, or the Council, to terminate the appointment of an Area Officer or an Area Representative or a person appointed under Article 30.4.4. In such cases the Area will be required to re-elect the post via the next scheduled Area Meeting. The Area Officer or Area Representative or person appointed under Article 30.4.4 concerned will remain in post until the election and shall either continue in post if confirmed at the meeting, or shall stand down upon either the Area Members confirming their removal of that person or electing someone else in their place. .
- 30.4.8. Where a vacancy arises for whatever reason in the post of an Area Officer or Area Representative or person appointed under Article 30.4.4; the Area Chair, or the Area Representative(s) if the vacancy arising is that of the Area Chair, with agreement of the Council, will be able to co-opt an Area Member, who is suitable, able and willing to fill that vacancy until it is filled through an Area AGM in accordance with these Articles.
- 30.4.9. Additionally, Area Representatives appointments, may be terminated prior to completing their term defined in Article 30.4.2 by a vote at an Area AGM.