



Duty of Care

THE DUTIES AND RESPONSIBILITIES OF THE MEMBERS OF THE SWIMMING TEACHERS' ASSOCIATION

- Code of Ethics and Professional Conduct
- Safeguarding & Protecting Children Procedures
- Articles of Association

The Swimming Teachers' Association
Anchor House
Birch St
Walsall
West Midlands
WS2 8HZ

Tel: 01922 645097
Fax: 01922 720628
Out of Hours Tel: 07817 640189
E-mail: childprotection@sta.co.uk
www.sta.co.uk

NSPCC Child Protection Helpline:
0808 800 5000 (24 hour service)

Code of Ethics and Professional Conduct

1. Safety

- 1.1. The paramount consideration of all members at all time is safety.
 - Safety of pupils.
 - Safety of clients.
 - Safety of the general public.
 - Safety of the member.
- 1.2. Members must ensure that all reasonable steps are taken to provide a safe environment and all activities are in accordance with the appropriate regulations, or best practice if there are no regulations, and be appropriate for the age, experience and ability of the participants.

2. General

- 2.1. Members must respect the rights, dignity and worth of every person and treat everyone accordingly at all times.
- 2.2. Members must abide by the Equal Opportunities Policy of the Association; the Swimming Teachers' Association will not condone or permit harassment or discrimination on the grounds of sex, race, colour, nationality, national or ethnic origin, marital status, sexual orientation, age, disability, political or religious belief.
- 2.3. Child abuse is a criminal act, which will not be tolerated by the Association. Members should be fully aware of the child protection procedures set out on pages 3 to 7.
- 2.4. Members, when acting in a professional capacity, must display the highest standards of behaviour and appearance and must adhere to all STA policies.
- 2.5. Members inevitably gather a great deal of personal information about pupils in the course of a working relationship. Member and pupils must reach agreement as to what is regarded as confidential information, i.e. not divulged to a third party without the express approval of the pupil. Confidentiality does not preclude the disclosure of information where the Member is in an alleged breach of this Code of Ethics.
- 2.6. Advertising by members in respect of qualifications or services shall be accurate and professionally restrained and shall not display affiliation with an organisation that falsely implies sponsorship or accreditation by that organisation.
- 2.7. Members should refrain from public criticism of fellow Members, differences of opinion should be dealt with on a personal basis and more serious disputes should be referred to the STA.
- 2.8. Members should regularly seek ways of increasing their professional development and self-awareness, should welcome evaluation of their work by colleagues and be able to account to pupils, employers and colleagues for their actions.
- 2.9. Members should only act within their qualification.
- 2.10. Members should ensure that they have adequate Public Liability insurance. Fully paid up members are insured by the Association provided that they act within their qualification; if a member acts outside their qualification they may not be covered for insurance.
- 2.11. All members who work with children or vulnerable adults must obtain a DBS clearance. Many employers provide clearance as part of the employment process. If you are not DBS checked by your employer the STA can

provide a DBS clearance; subject to DBS regulations and payment of the relevant fee.

- 2.12. All members who employ staff to work with children or vulnerable adults must obtain a DBS clearance for their staff.
 - ❖ In 2.11 and 2.12 DBS means **Disclosure and Barring Service** in England & Wales, **Disclosure Scotland** in Scotland and **Data Protection Unit** in Northern Ireland; see page 6 for contact details.

3. Swimming and Lifeguard/First Aid Teachers

When acting as teachers of swimming, lifeguarding or first aid:

- 3.1. Members must place the well being and safety of the pupils/ candidates within the class/ course above the development of performance. They should follow all guidelines laid down by the governing bodies, Leisure Centres, Local Authorities or such other bodies who control swimming lessons/ courses.
- 3.2. Members must develop an appropriate working relationship with their pupils/ candidates, based on mutual trust and respect.
- 3.3. Members must encourage and guide their pupils/ candidates throughout each lesson/ course.
- 3.4. Members, who teach swimming, lifeguarding or first aid must hold a recognised teaching qualification.
- 3.5. Members must ensure that the activities they direct are appropriate for the age, maturity, experience and ability of the pupils/ candidates.
- 3.6. Members should at the outset, clarify with pupils/ candidates (and where appropriate with their guardians), exactly what format the lessons/ course will take and what is expected of the pupil/ candidate. They should also clarify what fees, if any, are payable.
- 3.7. Members should co-operate fully with others involved in the lessons/ course (e.g. Pool Management, other teachers) in the best interests of the pupil/ candidate.
- 3.8. Members who run training courses under the auspices of the Association must comply with the appropriate rules and regulations of the Association.
- 3.9. Members who receive fees or other monies from candidates or pupils must keep proper accounts. Any fees collected that are due to the Association must be paid over promptly.

4. Violations of the Code of Ethics and Professional Conduct

- 4.1. Allegations that a member has breached any of the articles of the Code of Ethics and Professional Conduct must be made in writing to the Chief Executive of the STA. The Board of Trustees will consider any such complaint in accordance with Articles of Association of the STA, (see pages 8 to 12) clauses 2.10 to 2.19. The powers contained under these clauses include suspension from and exclusion from membership of the STA.
- 4.2. Where the complainant alleges that a member may be in breach of the STA child protection policy the member **WILL BE** suspended from membership pending a full investigation.
- 4.3. A member found guilty under 4.2 will be permanently excluded from membership of the Association.

Safeguarding & Child Protection Processes

It is widely accepted that it is the responsibility of every adult to safeguard the well being of children. Child abuse can arouse strong emotions in those facing such a situation and it is important to understand these feelings and not allow them to interfere with your judgement about any action to take.

Abuse and poor practice can occur within many situations including the home, school and the sporting environment. Some individuals will actively seek employment or voluntary work with children in order to harm them. Everyone working in swimming either in a paid or voluntary capacity, together with those working in affiliated organisations has a role to play in safeguarding the welfare of children and promoting good practice

A swimming teacher, lifeguard, lifesaver, or volunteer may have regular contact with children and be a very important link in identifying cases where a child may be at risk or in need. When establishing guidelines concerning the protection of children it is important to recognise that the organisation has both a moral and legal duty of care to ensure that when it is given responsibility for children it provides them with the highest possible standard of care.

The Swimming Teachers' Association recognises that they have a responsibility to:

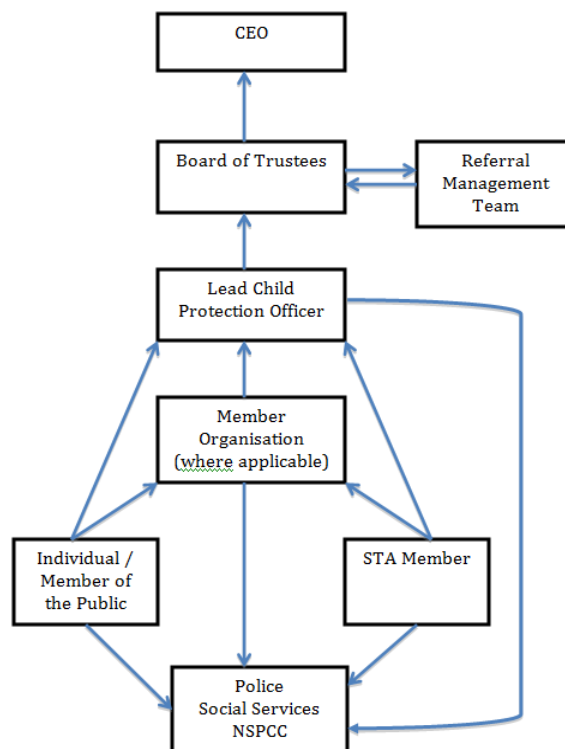
- Safeguard and promote the interests and well-being of children with whom it is working;
- Take all reasonable practical steps to protect them from harm, discrimination, or degrading treatment;
- Respect their rights, wishes and feelings.

Child protection procedures can:

- Offer safeguards to the children with whom we work, and to our members of staff, volunteers and those in affiliated organisations; a
- Help to maintain the professionalism and the standards of practice that are associated with the members of the STA.

We recognise that any procedure is only as effective as the ability and skill of those who operate it. We are committed to:

- Proper recruitment policies;
- The provision of support and appropriate training;
- Clear processes for recognition and responding to concerns;
- Working together with parents/carers and other organisations to ensure that the needs and the welfare of children remain paramount.



Principles

- The child's welfare is paramount.
- All children whatever their age, culture, disability, gender, language, racial origin, religious belief and/or sexual identity have the right to protection from abuse.
- All suspicions and allegations of abuse will be taken seriously; and responded to swiftly and appropriately.
- Anyone under the age of 17 years (Scotland under 16 years) should be considered as a child for the purposes of this document,

Working in partnership with children and their parents/carers is essential for the protection of the children.

The STA recognise the statutory responsibility of the social services department to ensure the welfare of children and is committed to working together with the local safeguarding children's board (LSCB) and to complying with its procedures.

Recognition of Abuse

Even for those experienced in working with child abuse, it is not always easy to recognise a situation where abuse may occur or has already taken place. The STA acknowledges that their staff, whether in a paid or voluntary capacity, are not experts at such recognition. It therefore expects them to report any concern they may have about the welfare of a child immediately with the person in charge, as follows:
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It is the responsibility of these people to ensure that appropriate advice is obtained from the local Social Services department or the NSPCC. (Also see the section "Responding to Suspicions or Allegations of Child Abuse" on page 4, which details exactly what action to take.) If the person in charge is not available, or the concern is about the person in charge, the person in receipt of the information will contact the Social Services direct.

Indications that a child is being abused could include:

- Unexplained or suspicious injuries such as bruising, cuts or burns, particularly if situated on a part of the body not normally prone to such injuries;
- An injury for which the explanation seems inconsistent;
- The child describes what appears to be an abusive act involving him/her;
- Someone else - a child or adult, expresses concern about the welfare of another child;
- Unexplained changes in behaviour - e.g. becoming very quiet, withdrawn, or displaying sudden outbursts of temper;
- Inappropriate sexual awareness;
- Engages in sexually explicit behaviour in games;
- Is distrustful of adults, particularly those with whom a close relationship will normally be expected;
- Has difficulty in making friends;
- Is prevented from socialising with other children;
- Displays variations in eating patterns including overeating or loss of appetite;
- Loses weight for no apparent reason;
- Becomes increasingly dirty or unkempt.

It must be recognised that the above list is not exhaustive and the presence of one or more of the indicators is not proof that abuse is actually taking place. **It is not the responsibility of those working in swimming to decide that child abuse is occurring, but it is their responsibility to act on any concerns.** (See section "Responding to Suspicions or Allegations of Child Abuse" on page 4).

Forms of Abuse

Physical Abuse

Where adults, or young people, physically hurt or injure children by hitting, shaking, squeezing, burning and biting or by giving children alcohol, inappropriate drugs or poison. Attempted suffocation or drowning also comes within this category.

In sports situations, physical abuse might occur when the nature and intensity of training disregard the capacity of the child's immature and growing body.

Sexual Abuse

Girls and boys are abused by adults, both male and female, and by other young people who use children to meet their own sexual needs. This could include full sexual intercourse, masturbation, oral sex, anal intercourse, fondling. Showing children pornographic material is also a form of sexual abuse as may be the taking of inappropriate photographs of children.

Swimming or related activities, which might involve physical contact with children, could potentially create situations where sexual abuse may go unnoticed. Also the power of the coach over young athletes, if misused, may lead to abusive situations developing.

Emotional Abuse

Persistent lack of love and affection, where a child may be constantly shouted at, threatened or taunted which may make the child very nervous and withdrawn. Emotional abuse also occurs when there is constant overprotection, which prevents children from socialising.

Emotional abuse in sport might include situations where children are subjected to unrealistic pressure by the parent or coach, or bullied in order to consistently perform to high expectations.

Neglect

Where adults fail to meet a child's basic needs like food or warm clothing. Children might also be constantly left alone or unsupervised. Adults may also fail to, or refuse to, give

children love and affection; this could be seen to be emotional neglect.

Neglect in a sport situation could include a teacher or coach not ensuring children are safe, or exposing them to undue cold

Bullying

Although not a specific form of abuse, can take the form of any of the acknowledged abuse forms. Bullying can occur face to face or in a more subtle manner such as through electronic methods like text messaging and face book. Bullying can not only be physical, sexual or neglectful in nature but also emotionally damaging.

The Effects of Abuse

Abuse in all its forms can affect a child at any age. The effects can be so damaging, that if not treated, they may follow an individual into adulthood. For example, an adult who has been abused as a child may find it difficult, or impossible, to maintain a stable, trusting relationship; may become involved with drugs or prostitution; may attempt suicide, or may abuse a child in the future and find successful parenting difficult.

There have been a number of studies' which suggest children with disabilities are at increased risk of abuse through various factors such as stereo-typing, prejudice, discrimination, isolation, and a powerlessness to protect themselves, or to adequately communicate that abuse has occurred. Children from ethnic minorities, who may also be experiencing racial discrimination, may be doubly powerless.

Listening to the Child

If a child says or indicates that he or she is being abused, or information is obtained which gives concern that a child is being abused, the person receiving this information should:

- React calmly so as not to frighten the child;
- Tell the child they are not to blame and that it was right to tell someone;
- Take what the child says seriously, recognising the difficulties inherent in interpreting what is said by a child who is very young, has a speech disability and/or differences in language;
- Keep questions to the absolute minimum necessary to ensure a clear and accurate understanding of what has been said;
- Reassure the child, but do not make promises of confidentiality which might not be feasible in the light of subsequent developments;
- Make a full record of what had been said, heard and/or seen as soon as possible.

Responding to Suspicions or Allegations of Child Abuse

It is not the responsibility of a member of the STA to take responsibility or to decide whether or not child abuse is taking place. There is however, a responsibility to report concerns so that appropriate agencies can then make inquiries and take any necessary action to protect the child.

Whilst the STA acknowledges the importance of the role of statutory agencies involved in children's welfare (social services, police, NSPCC), it appreciates that there may be some reluctance to report direct to these agencies, especially if the person reporting is unclear as to whether abuse has occurred. As a result of this, and in line with the STA's duty of care, the STA have a Lead Child Protection Officer (LCPO), who should be contacted at the earliest possible time after the event or allegation. The LCPO can then liaise directly with statutory agencies and assist the organisation that made the report."

The social services department has a statutory duty under the Children Act 1989 to ensure the welfare of a child. When a child protection referral is made its staff have a legal responsibility to investigate. This may involve talking to the child and family and gathering information from other people who know the child. Inquiries may be carried out jointly with the police.

What to do if there are concerns

1. There is always a commitment to work in partnership with parents or carers where there are concerns about their children. Therefore, in most situations, it would be important to talk to parents or carers to help clarify any initial concerns. For example, if a child seems withdrawn, they may have experienced bereavement in the family.
2. **However**, there are circumstances in which a child might be placed at even greater risk were such concerns to be shared, e.g. where a parent or carer may be responsible for the abuse or not able to respond to the situation appropriately.
3. In these situations, or where concerns still exist, any suspicion, allegation, or incident of abuse must be reported to the person in charge as soon as possible, and recorded. (See section "Recognition of Abuse" on page 3).
4. It is the responsibility of the person in charge to inform the social services department without delay. If a person in charge is not available, the person discovering or being informed of the abuse should immediately contact the social services department or the police. If you're not sure about what to do, you can call the STA Child Protection Officer on 07817 640 189 and/or

**NSPCC Child Protection Helpline
0808 800 5000 (24 hour service)**

Recording And Information

Information passed to the social services department or the police must be as helpful as possible, hence the necessity for making a detailed record. If you have access to the internet then you can download the Welfare Incident Form at www.sta.co.uk. If not then the information should contain the following:

- The nature of the allegation;
- A description of any visible bruising or other injuries;
- The child's account, if he or she can give them, of what has happened and how any bruising or other injuries occurred;
- Any times, dates, or other relevant information;
- A clear distinction between what is fact, opinion, or hearsay.
- Reporting the matter to the police or social services department should not however be delayed by attempts to obtain more information.
- Once an allegation or concern has been raised with the police, social services or the NSPCC then the concern must be passed on to the STA through the LCPO.
- Wherever possible, referrals telephoned to the social services department should be confirmed in writing within 24 hours. A record should also be made of the name and designation of the social services member of staff or police officer to whom the concerns were passed, together with the time and date of the call, in case any follow-up is needed.

Allegations of Abuse against Members of the STA

This would include anyone working with children in a paid or voluntary capacity. For example, volunteers in clubs, club helpers, tutors on training camps, lifeguards and swimming teachers.

Child abuse can and does occur outside the family setting. Although it is a sensitive and difficult issue, child abuse has occurred within institutions and may occur within other settings, for example, in sport or other social activities. Recent inquiries indicate that abuse, which takes place within a public setting, is rarely a one-off event. It is crucial that those involved in swimming are aware of this possibility and that all allegations are taken seriously and appropriate action taken.

The person in charge may be informed of situations where they are unsure about whether the allegation constitutes abuse or not, and are therefore unclear about what action to take. There may be circumstances where allegations are about poor practice rather than abuse but those responsible should always consult the STA CEO or LCPO and avoid discussions with colleagues as there is a need to protect human rights of all concerned, including the individual against who the allegation is made, and gain advice from social services, or the NSPCC where there is any doubt. This is because this may be just one of a series of other instances which together cause concern. It is acknowledged that feelings generated by the discovery that a member of staff or volunteer is, or may be abusing a child, will raise concerns among other staff or volunteers, including the difficulties inherent in reporting such matters. However, it is important that any concerns for the welfare of the child arising from abuse or harassment by a member of staff or volunteer should be reported immediately.

The STA would want to assure all staff and members that it would fully support and protect anyone who, in good faith, reports his or her concern that a colleague is, or may be, abusing a child.

Where there is a complaint of abuse against a member of staff, there may be three types of investigation:

1. A criminal investigation
2. A child protection investigation
3. A disciplinary or misconduct investigation

The results of the police and social services investigation may well influence the disciplinary investigation, but not necessarily.

- If, following consideration the allegation is clearly about poor practice then the STA will deal with this as a misconduct issue.
- Any suspicion that a child has been abused by a member will be reported to a person in charge who will take such steps as he or she considers necessary to ensure the safety of the child in question and any other child who may be at risk.
- The designated person will refer the allegation to the social services department who may involve the police.
- The parents or carers of the child will be contacted as soon as possible following advice from the social services department.
- The person in charge should also notify the Chief Executive and the LCPO of the STA .
- Every effort should be made to ensure that confidentiality is maintained for all concerned.
- If the person in charge is the subject of the suspicion/allegation and is a member of the STA, the report must be made to the STA LCPO who is then responsible for taking the action outlined above.
- Irrespective of the findings of the social services or police inquiries, the STA must assess all individual cases under the appropriate misconduct/disciplinary and welfare procedures, to decide whether a member should be reinstated and how this can be sensitively handled. This may be a difficult decision, particularly where there is insufficient evidence to uphold any action by the

police. In such cases, the STA will reach a decision based upon the information that is available which could suggest that on a balance of probability it is more likely than not that the allegation is true. The welfare of children should always remain paramount.

- Consideration should be given to what support may be appropriate to children, parents and members of staff.

Allegations of Previous Abuse

Allegations of abuse may be made some period of time after the event. For example, by an adult who was abused as a child by a member of staff who is still currently working with children. Where such an allegation is made, the organisation should follow the procedures given above and report the matter to the social services department or the police. This is because other children, either within the sport or outside it, may be at risk from this person. Anyone who has a previous criminal conviction for offences related to abuse or a schedule 1 offence is automatically excluded from working with children.

Prevention

All children have a right to be safe and to be treated with dignity and respect.

Basic guidelines will help safeguard both children, staff, volunteers and the organisation concerned and reduce the risk of allegations being made. These are listed below.

Recruitment and Selecting Staff and Volunteers

Anyone may have the potential to abuse children in some way and it is important that all reasonable steps are taken to ensure that unsuitable people are prevented from working with children. It is essential the same procedure is used consistently whether staff be paid or unpaid in part-time or full-time occupation.

When undertaking pre-selection checks the following should be included:

- All volunteers and staff working for a club should complete an application form.
- Application forms should be designed to elicit information about an applicants past career (including any gaps), and to establish any criminal record.
- Consent should be obtained from applicants for police and social services checks.
- At least two references should be taken up, including at least one regarding previous work with children.
- Clubs and employers should have effective measures in place to ensure the confidentiality of information received in relation to applicants is treated with the strictest of confidence.
- All volunteers and employees should sign a Child Protection Protocol.
- All volunteers and employees should be checked with the following organisations who maintain information about individuals who are deemed unsuitable to work with children:

England & Wales: DBS **0870 9090811**
Scotland: Disclosure Scotland **0870 6096006**
Northern Ireland: Data Protection Unit **02890 650222**

Policy and Procedure

To help prevent abuse of children the club or organisation should have a policy which ensures that children are protected and kept safe from harm. Everyone involved in the care of children should know what to do if there are concerns about abuse and where procedures are kept.

Training and Seminars

It should be recognised that checks are only part of the process to protect children from possible abuse by members

of staff. STA teachers are required to have completed a Safeguarding Children course, with the STA's course or an acceptable alternative as determined by STA. They should receive appropriate ongoing training and attend suitable seminars undertaken by experienced deliverers so that they are aware and sensitive to potentially abusive situations.

Supervision

Managers should be sensitive to any concerns about abuse or not adhering to good practice as set out below, and act on them at an early stage. They should also offer appropriate support to those who report concerns.

Complaints & Appeals

The Management Committee of all clubs will ensure that there is a well established complaints procedure in operation and that parents and their children have the relevant information that will allow easy access to this procedure.

Good Practice in the Care of Children

You can reduce situations for the abuse of children and help to protect staff and volunteers by promoting good practice. The following are more specific examples of care which should be taken when working within a swimming context.

- Always be publicly open when working with children. Avoid situations where a teacher/coach and individual swimmers are completely unobserved;
- Where any form of manual support is required, this should be provided openly and with the assent of the child and consent of the parent. The teacher should also be extremely careful as it is difficult to maintain hand positions when the child is constantly moving. The views of parents / guardians should always be carefully considered;
- Where possible parents / guardians should take on the responsibility for their children in the changing rooms. Where classes have to be supervised in the changing rooms always ensure that teachers/coaches work in pairs. Encourage an open environment, e.g. no secrets;
- Do not take children alone in a car on journeys, however short.

Where cases arise where it is unavoidable that these things do happen, they should only occur with the full knowledge and consent of someone in charge in the organisation, or the child's parents.

And you should never.

- Engage in rough, physical or sexually provocative games, including horseplay.
- Share a room with a child.
- Allow or engage in inappropriate touching of any form.
- Allow children to use inappropriate language unchallenged.
- Make sexually suggestive comments to a child even in fun.
- Let allegations a child makes go unrecorded, or not acted upon.
- Do things of a personal nature that children can do for themselves.
- Have children stay at your home with you unsupervised.
- Spend excessive amounts of time alone with children away from others.
- Take children to your home where they will be alone with you.
- Take still or movie photographs of children without obtaining the guardians consent in writing.

It may be sometimes necessary for staff or volunteers to do things of a personal nature for children, particularly if they are young or are children with disabilities. These tasks should only be carried out with a full understanding and written consent of parents and of the children involved. There is a need to be responsive to a child's reactions and if a child is fully dependent upon you, talk with them about what you

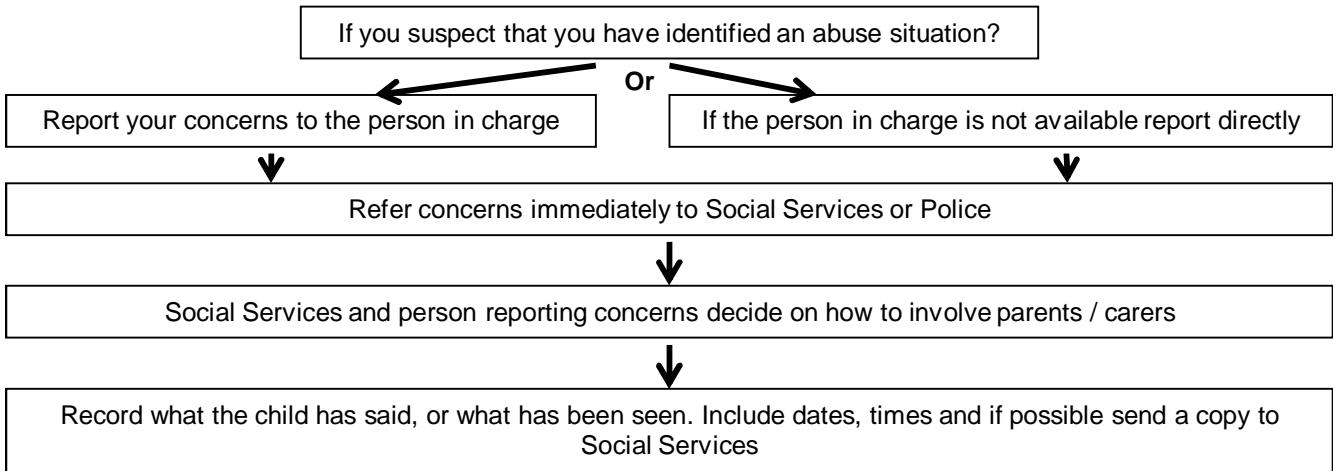
are doing and give them choices where possible. This is particularly so if you are involved in any dressing, or undressing of outer clothing, or where there is physical contact of lifting or assisting a child to carry out particular activities.

If during your care of a child you accidentally hurt them, the child seems distressed in any manner, appears to be

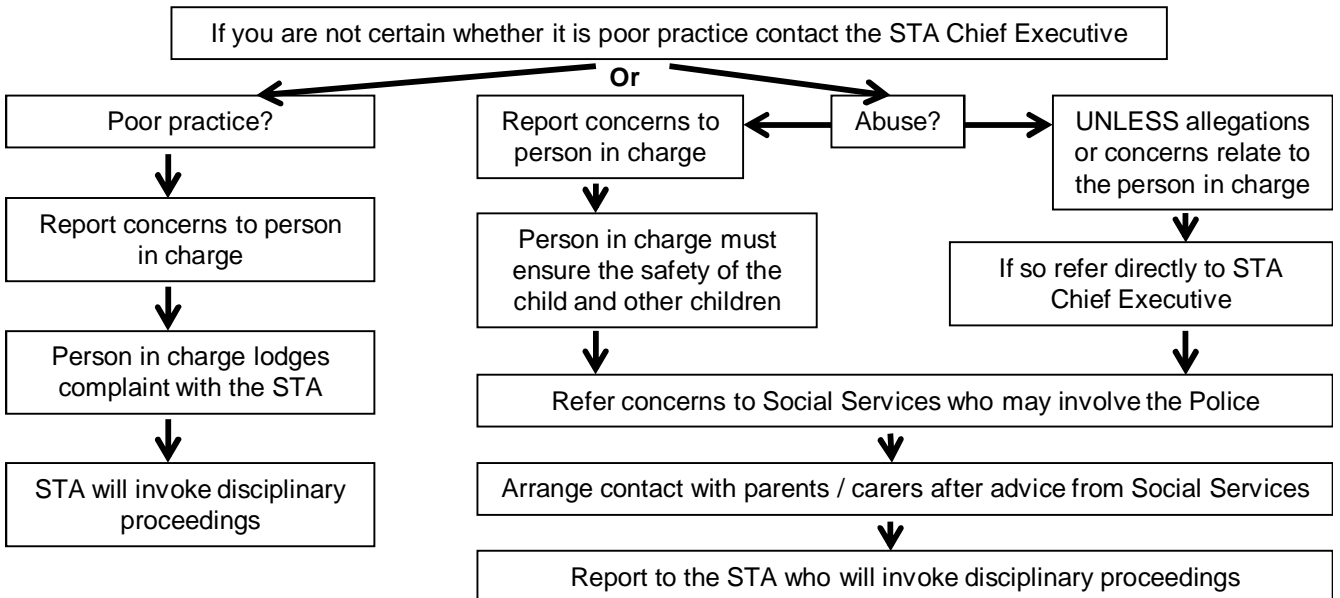
sexually aroused by your actions, or misunderstands or misinterprets something you have done, report any such incident as soon as possible to another colleague and make a brief written note of it. Parents or carers should be informed of the incident.

The STA acknowledge the help provided by NSPCC in producing these procedures.

What to do if you have concerns about child abuse



What to do if you have concerns about child abuse by a member of the STA



Articles of Association of the Swimming Teachers' Association Limited

Company Not Having a Share Capital - Articles of Association for a Charitable Company

Adopted 26th October 2013

- 1 The company's name is:
The Swimming Teachers' Association Limited
(and in this document it is called the "**Association**")

Interpretation

- 2 In the articles:
"Act" means the Charities Act 2011;
"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Association;
"articles" means the Association's articles of association;
"Association" means the company intended to be regulated by the articles;
"clear days" in relation to the period of a notice means a period excluding;
 (a) the day when the notice is given or deemed to be given; and
 (b) the day for which it is given or on which it is to take effect;
"Commission" means the Charity Commission for England and Wales;
"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;
"document" includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form" has the meaning given in section 1168 of the Companies Act 2006;
"Honorary Officers" means the President, the Vice-President and the Immediate Past President and "**Honorary Officer**" means any one of them.
"memorandum" means the Association's memorandum of association;
"officers" includes the Trustees and the secretary (if any);
"OSCR" means the Office of the Scottish Charity Regulator;
"seal" means the common seal of the Association if it has one;
"secretary" means any person appointed to perform the duties of the secretary of the Association;

"Trustees" means the directors of the Association. The Trustees are charity trustees as defined by section 177 of the Act;

"United Kingdom" means Great Britain and Northern Ireland;

"2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these articles become binding on the Association.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The articles are to be interpreted without reference to the model articles under the Companies Acts and such model articles do not apply to the Association.

Liability of members

- 3
- (1) The liability of the members is limited.
 - (2) Each member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One pound).

Objects

- 4 The Association's objects ("**Objects**") are specifically restricted to the following:
- (1) The preservation of human life by:
 - (a) promoting the effective teaching of swimming, lifesaving and survival techniques;
 - (b) promoting swimming as a life skill;
 - (c) promoting water safety;
 - (d) promoting safe water environments; and
 - (e) promoting public health and safety by the provision of training courses and by such other means as the Trustees think fit.

- (2) The advancement of health through the promotion of swimming and/or water exercise as an enjoyable and healthy recreational activity for people of all ages.

Powers

5 The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Association has power:

- (1) to raise funds. In doing so, the Association must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to accept and hold any fund, gift, legacy or donation on special trusts within the Objects;
- (3) to take and accept any gift or legacy of money, property or other assets;
- (4) to provide advice in connection with the Objects;
- (5) to organise, provide and/or support the provision of training courses;
- (6) to act as an awarding organisation that accredits qualifications in connection with the Objects;
- (7) to buy, take on lease or in exchange, hire or otherwise acquire property of any kind and to maintain and equip it for use;
- (8) to sell, lease or otherwise dispose of all or any part of any property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117-121 of the Act in relation to disposals of land;
- (9) to build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, swimming baths, colleges, training centres, reservoirs, watercourses, sports centres and other works and conveniences which seem calculated directly or indirectly to advance the interests of the Association and to join with any other person or company in doing any of these things;
- (10) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 124-126 of the Act if it wishes to mortgage land;
- (11) to subscribe for, take or otherwise acquire and hold shares, stock debentures or other securities of any company;
- (12) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, whether in paper or electronic means, and to operate bank accounts;

- (13) to print and/or publish newspapers, periodicals, journals, books, examination papers, circulars or leaflets;
- (14) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (15) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (16) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (17) to procure that the Association be registered or recognised in any part of the world;
- (18) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (19) to employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may employ or remunerate a Trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (20) to provide and/or contribute to superannuation or pension funds for the employees of the Association or any of them and their spouses and dependents;
- (21) to enter into contracts;
- (22) to establish or acquire subsidiary companies;
- (23) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Association to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and the 2005 Act;
- (24) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Act and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2010.

Application of income and property

Universal clauses

- 6 (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (2) (a) A Trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
 - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Act and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2005.

- (c) A Trustee may receive an indemnity from the Association in the circumstances specified in article 64.
 - (d) A Trustee may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Trustee receiving:
- (a) a benefit from the Association in the capacity of a beneficiary of the Association;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.

Benefits and payments to Trustees and connected persons

General provisions

- 7 (1) No Trustee or connected person may:
- (c) buy goods or services from the Association on terms preferential to those applicable to members of the public;
 - (d) sell goods or services, or any interest in land to the Association;
 - (e) be employed by, or receive any remuneration from the Association;
 - (f) receive any other financial benefit from the Association;
- unless (i) the payment is permitted by article 6(2) or by sub-clause (2) of this article, or (ii) the payment is authorised by the court or the Commission and the terms of section 67 of the 2005 Act are not thereby contravened.
- In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Trustees' or connected persons' benefits

- (2) (a) A Trustee or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the Trustees do not benefit in this way.
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in,

sections 185 and 186 of the Act and section 67 of the 2005 Act.

- (c) A Trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate) provided that section 67 of the 2005 Act is not contravened.
 - (d) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion. Section 67 of the 2005 Act must not be contravened.
 - (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
- (3) In this article:
- (a) "**Association**" includes any company in which the Association:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Trustees to the board of the company;
 - (b) "**connected person**" includes any person within the definition in article 68.

Declaration of Trustees' interests

- 8 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

- 9 (1) If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - (c) the unconflicted Trustees consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying; and
 - (d) the terms of section 66 of the 2005 Act are not contravened.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

Members

- 10 (1) A person who is appointed as a Trustee of the Association pursuant to the articles shall be deemed to have agreed to become a member of the Association and on his appointment as a Trustee shall become a member and shall be included in the register of members.
- (2) The members immediately following the adoption of these articles shall be the persons holding office as the Trustees of the Association as at the date of adoption of these articles.
- (3) The form and procedure for applying for membership shall be prescribed by the Trustees.
- (4) Membership is not transferable.
- (5) The Trustees shall keep a register of the names and addresses of members.

Termination of membership

- 11 Membership is terminated if:
- (1) the member dies;
 - (2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Association is not paid in full within one month of it falling due;
 - (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Association that his or her or its membership is terminated. Any such resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's

- representative (who need not be a member of the Association) has been allowed to make representations to the meeting;
 - (5) the member is barred from regulated activity relating to children or vulnerable adults under the Safeguarding Vulnerable Groups Act 2006 (or any amending legislation);
 - (6) the member is convicted of an offence under the Sexual Offences Act 2003 (or any amending legislation);
 - (7) the member is investigated by the police (or equivalent) with regard to the committing of an offence under the Sexual Offences Act 2003 (or any amending legislation) and the Trustees resolve that it is in the best interests of the Association that his or her membership is terminated. Any such resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting;
 - (8) the member is convicted of an offence anywhere in the world which if committed in some part of the United Kingdom would be an offence to which the Sexual Offences Act 2003 (or any amending legislation) would apply;
 - (9) the member ceases to be a Trustee of the Association in which case he or she shall be deemed to have given written notice of resignation of his membership to the Association to take effect on the date on which he or she ceased to be a Trustee.
- 12 A member shall notify the Trustees immediately of any conviction as referred to in article 12(6) or 12(8) or if he or she is barred from regulated activity as referred to in article 12(5) or if he or she is investigated as referred to in article 12(7).
- 13 The Trustees shall have the power to suspend a member who in the reasonable opinion of the Trustees is guilty of any conduct which is of disgraceful or discreditable kind or brings the Association into disrepute or who acts to the detriment of the interests of the Association.

Affiliates

- 14 The Trustees may from time to time provide for the admission of persons as affiliates of the Association subject to such conditions, subscriptions, rights and obligations as the Trustees shall determine. An affiliate shall not be a member of the Association for the purpose of the Companies Acts or for the purpose of the articles and their rights (if any) shall not include

a right to attend, speak or vote at general meetings of the Association.

- (1) The persons who are Fellows, Diploma Members, Qualified Members, Associate Members, Student Members, Honorary Associates and Vice Presidents as at the date of adoption of these articles shall be affiliates as from the date of adoption of these articles.

Termination of affiliation

- 15 Affiliation is terminated if:
- (1) the affiliate dies;
 - (2) the affiliate resigns by written notice to the Association;
 - (3) any sum due from the affiliate to the Association is not paid in full within one month of it falling due;
 - (4) the affiliate is removed by a resolution of the Trustees that it is in the best interests of the Association that his or her or its affiliation is terminated. A resolution to remove an affiliate may only be passed if:
 - (a) the affiliate has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the affiliate or, at the option of the affiliate, the affiliate's representative (who need not be an affiliate of the Association) has been allowed to make representations to the meeting.
 - (5) the affiliate is barred from regulated activity relating to children or vulnerable adults under the Safeguarding Vulnerable Groups Act 2006 (or any amending legislation);
 - (6) the affiliate is convicted of an offence under the Sexual Offences Act 2003 (or any amending legislation);
 - (7) the affiliate is investigated by the police (or equivalent) with regard to the committing of an offence under the Sexual Offences Act 2003 (or any amending legislation) and the Trustees resolve that it is in the best interests of the Association that his or her affiliation is terminated. Any such resolution to remove an affiliate may only be passed if:
 - (c) the affiliate has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (d) the affiliate or, at the option of the affiliate, the affiliate's representative (who need not be an affiliate of the Association) has been allowed to make representations to the meeting;

- (8) the affiliate is convicted of an offence anywhere in the world which if committed in some part of the United Kingdom would be an offence to which the Sexual Offences Act 2003 (or any amending legislation) would apply.
- 16 An affiliate shall notify the Trustees immediately of any conviction as referred to in article 12(6) or 12(8) or if he or she is barred from regulated activity as referred to in article 12(5) or if he or she is investigated as referred to in article 12(7).
- 17 The Trustees shall have the power to suspend an affiliate who in the reasonable opinion of the Trustees is guilty of any conduct which is of disgraceful or discreditable kind or brings the Association into disrepute or who acts to the detriment of the interests of the Association.

General meetings

- 18 The Trustees may call a general meeting at any time.

Notice of general meetings

- 19 (1) The minimum period of notice required to hold a general meeting of the Association is fourteen clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
 - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 26.
 - (4) The notice must be given to all the members and to the Trustees and auditors.
- 20 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

Proceedings at general meetings

- 21 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 22 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

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- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 23 (1) General meetings shall be chaired by the President.
- (2) If there is no President or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 24 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 25 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of

- the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll must be taken immediately.
- (b) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 26 (1) Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
- (d) is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

- 26A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by

whom or on whose behalf the proxy notice was given.

- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) 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 appointor's behalf.

Written resolutions

27

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

- 28 Every member shall have one vote.
- 29 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Composition of the body of Trustees

- 30 (1) A Trustee must be an individual aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 46.
- 31 The body of Trustees when complete shall consist of:
 - (1) The Honorary Officers for the time being of the Association; and
 - (2) At least 3 and not more than 7 members or affiliates of the Association appointed as Trustees by the Trustees in accordance with article 39.
- 32 Hugh Millan Hall, Myra Catherine Lee Robinson, Dave Lewis, Joan O'Sullivan and Richard Timms shall be treated as the first persons

holding office as Trustees in accordance with article 31(2).

- 33 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

Appointment of Honorary Officers

- 34 Any appointment of a person as an Honorary Officer pursuant to article 31(1) shall be made by resolution passed at a meeting of the Trustees of which at least 14 clear days notice has been given or passed by way of a resolution in writing or in electronic form pursuant to article 52.
- 35 Subject to articles 38 and 46, a person appointed as the Vice-President shall hold office as the Vice-President for a term determined by the Trustees, such term not exceeding three years.
- 36 Subject to articles 38 and 46, a person appointed as the President shall hold office as the President for a term determined by the Trustees, such term not exceeding three years.
- 37 Subject to articles 38 and 46, a person appointed as the President shall, at the expiry of his or her term of office as determined by the Trustees pursuant to article 36, automatically hold office as the Immediate Past President for a term of one year.
- 38 Subject to article 46, the persons holding office as the Honorary Officers at the date of adoption of these articles shall hold office as such for the period representing the unexpired residue of their existing terms as Honorary Officers.

Appointment of Trustees

- 39 Subject to article 32, any appointment of a person as a Trustee pursuant to article 31(2) shall be made by resolution passed at a meeting of the Trustees of which at least 14 clear days notice has been given or passed by way of a resolution in writing or in electronic form pursuant to article 52.
- 40 The appointment of a Trustee, howsoever appointed, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Retirement of Trustees

- 41 Subject to article 46, an Honorary Officer shall hold office as a Trustee until completion of his or her term of office as the Honorary Officer in question.
- 42 Subject to articles 43 and 46, every person appointed as a Trustee pursuant to article 31(2) shall hold office as a Trustee until the first meeting of the Trustees in the third calendar year following his or her appointment.
- 43 The persons referred to in Article 32 shall hold office until the first meeting of the Trustees in the third calendar year following his or her appointment.

- 44 Any Trustee shall be eligible for re-appointment in accordance with the provisions of these articles at the end of his term of office.

Powers of Trustees

- 45 (1) The Trustees shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Disqualification and removal of Trustees

- 46 A Trustee shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of section 178 and 179 of the Act or by virtue section 69 and 70 of the 2005 Act;
- (3) ceases to be a member or affiliate of the Association;
- (4) is removed from office by an ordinary resolution of the Association pursuant to section 168 of the Companies Act 2006;
- (5) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (6) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (7) is absent without the permission of the Trustees from all their meetings held within a period of one year and the Trustees resolve that his or her office be vacated.

Remuneration of Trustees

- 47 The Trustees must not be paid any remuneration unless it is authorised by article 7.

Proceedings of Trustees

- 48 (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Trustee may call a meeting of the Trustees. The secretary (if any) must call a meeting of the Trustees if requested to do so by any Trustee.
- (3) The Trustees shall hold at least three meetings each calendar year upon not less than 7 clear days' notice being given to each of the Trustees (unless a majority of the Trustees having a right to attend

and vote at the meeting agree that the meeting may be called on shorter notice).

- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 49 (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be four, or such larger number as may be decided from time to time by the Trustees.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 50 The Trustees may act in the administration of the Association notwithstanding any vacancy in their number but if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 51 (1) At the first meeting of the Trustees in each calendar year the Trustees may elect one of their number to be chairman of their meetings until the commencement of the first meeting of the Trustees in the following calendar year. The chairman shall always be eligible for re-election.
- (2) If at any meeting of the Trustees the chairman is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.
- 52 (1) A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

Delegation

- 53 (1) The Trustees may delegate any of their powers or functions to a committee of two or more persons provided that at least one Trustee shall be a member of every such committee. The

terms of any delegation must be recorded in the minute book.

- (2) The Trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- (5) The quorum for a meeting of a committee shall be one-half of the total number of members of that committee provided that a quorum shall only be present if at least one Trustee member of the committee is present.

Validity of Trustees' decisions

54

- (1) Subject to article 54(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
 if without:
 - (d) the vote of that Trustee; and
 - (e) that Trustee being counted in the quorum;
 the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Article 54(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee if, but for article 54(1), the resolution would have been void, or if the Trustee has not complied with article 8.

Seal

- 55 If the Association has a seal it must only be used by the authority of the Trustees or of a committee authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be

signed by a Trustee and by the secretary (if any) or by a second Trustee.

Minutes

- 56 The Trustees must keep minutes of all:
- (1) appointments of officers made by the Trustees;
 - (2) proceedings at meetings of the Association;
 - (3) meetings of the Trustees and committees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 57 (1) The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- 58 (1) The Trustees must comply with the requirements of the Act and the 2005 Act with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission and to OSCR;
 - (c) preparation of an Annual Return and its transmission to the Commission and to OSCR.
- (2) The Trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities or the Scottish Charity Register respectively.

Means of communication to be used

- 59 (1) Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 60 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.

- 61 (1) The Association may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 62 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 63 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 64 (1) The Association shall indemnify any relevant Trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a “**relevant Trustee**” means any Trustee or former Trustee of the Association.

Rules

- 65 (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Association.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members and affiliates of the Association (including the admission of organisations to membership

- and affiliation) and the rights and privileges of such members and affiliates, and the entrance fees, subscriptions and other fees or payments to be made by members and affiliates;
 - (b) the suspension of members and affiliates of the Association pursuant to articles 13 and 17;
 - (c) the conduct of members and affiliates of the Association in relation to one another, and to the Association's employees and volunteers;
 - (d) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
 - (e) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (f) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association.
- (5) The rules or bye laws shall be binding on all members of the Association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

- 66 If a dispute arises between members of the Association about the validity or propriety of anything done by the members of the Association under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

- 67 (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Association, the Trustees of the Association may at any time before and in

expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:

- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with article 67(1) or article 67(2) is passed by the members or the Trustees the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.
- (4) Nothing in these articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with section 7 of the 2005 Act.

- (7) Sections 350 – 352 of the Act apply for the purposes of interpreting the terms used in this article 68.

Interpretation

- 68 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 54 “**connected person**” means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
 - (2) the spouse or civil partner of the Trustee or of any person falling within paragraph (1) above;
 - (3) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (1) or (2) above;
 - (4) an institution which is controlled:
 - (a) by the Trustee or any connected person falling within paragraph (1), (2) or (3) above; or
 - (b) by two or more persons falling within sub-paragraph 4(a), when taken together;
 - (5) a body corporate in which:
 - (a) the Trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest;
 - (6) a Scottish partnership in which one or more of the partners is a Trustee or a person with whom the Trustee is connected.