



Police Superintendents' Association Ltd

RULES

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STANDING ORDERS

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1. Name and Authority

The Association shall be known as the Police Superintendents' Association and shall be the sole representative body of members of police forces in England and Wales maintained under Section 1 of the Police Act 1996, in the rank of Chief Superintendent and Superintendent as designated by the Secretary of State for the purposes of Section 64 of the Police Act 1996. The Police Superintendents' Association is also the representative body for Chief Superintendents and Superintendents in the British Transport Police, Civil Nuclear Constabulary and the British Overseas Territory of Bermuda. All future references in these Rules and Standing Orders to Superintendent shall include Chief Superintendent.

The Association shall operate by a company limited by guarantee, Police Superintendents' Association Limited (company number: 11378745) (the "**Company**"). All references to the **Association** in this rulebook shall mean the **Company** operating as the **Association**.

2. Objects

- To negotiate the best possible conditions of service for members, and to provide support and advice to members regarding health and welfare or those 'at risk' in relation to conduct issues.
- To help lead and develop the police service to improve standards of policing.
- To actively contribute to helping to shape future policing policy and practice at the national and strategic levels.

3. Organisation and Representation

The members of each force of the rank of Superintendent shall form a Branch of the Association.

Notwithstanding this requirement, one or more Branches of the Association may decide that it is in their mutual interest to merge and become one Branch covering more than one police force area. In order to do so, a motion to merge must be considered and agreed upon by way of a vote held in accordance with the provisions of the Association's Standing Orders at a meeting of each affected Branch. Once merged, the new entity will be deemed 'a Branch of the Association'.

Branches that have merged can, if they so wish, de-merge. In order to do so, a motion to de-merge must be considered and agreed by way of a vote held in accordance with the provisions of the Association's Standing Orders at a meeting of the Branch or, alternatively, by way of a simple majority of all subscribing members belonging to one of the forces from which the single Branch was formed voting in favour of such a de-merger.

The National Executive Committee may also from time to time approve the creation of additional Branches of a United Kingdom Policing Agency or the equivalent or a police force of a British Overseas Territory or Crown Dependency established by statute, which employs police officers of the rank of Superintendent or Chief Superintendent.

The Association shall be divided into Districts as shown in Schedule A of these Rules and the National Executive Committee may from time to time vary the forces that comprise the Districts. Members of each Branch shall elect annually representatives to attend the appropriate District Conference of the Association. Such representation shall be according to the actual number of members in the Branch at the time of the Branch Annual General Meeting as follows:

NUMBER OF REPRESENTATIVES

Under 21:	2
21 – 49:	3
50 – 74:	4
75 – 99:	5
100 and over:	6

In the case of a Branch formed from the merger of two or more Branches in the manner described, the number of representatives will be determined by the total number of members in the new single Branch and not the sum of the number of representatives from those Branches from which it was formed.

Members of the Metropolitan or City of London Police Forces shall elect representatives to a London ('E' District) Conference as detailed in paragraph 7.1.

Each District shall elect two representatives to form the National Executive Committee.

The National Executive Committee may from time to time approve the creation of a proxy Branch in a non-police force to which sufficient members of the Association are seconded to merit its existence for the purpose of ensuring effective workplace representation. Only subscribing members of the Association will be eligible to be members of a proxy Branch. Members of a proxy Branch will, first and foremost, be members of their own force Branch. A proxy Branch will abide by, and operate in accordance with, these Rules and Standing Orders. A proxy Branch will be allocated to a District as appropriate, however, its elected representatives will not have voting rights at either District Conference or National Conference. Where, for whatever reason, it is considered necessary to dissolve a proxy Branch the decision to do so will be taken by the NEC.

4. Subscriptions

Every member of the Association is expected to make contributions to the Association funds of sums to be decided by the National Executive Committee, subject to the approval of either not less than two thirds of the members present at a National Conference or a two thirds majority of the votes cast in an email or postal ballot of Branches. In such a ballot each Branch shall be allocated the number of votes that corresponds to the number of delegates they are entitled to send to the National Conference. Monies so subscribed shall be dealt with in accordance with the Association Fund Rules. Serving and retired members who, without good cause, are not up to date with their subscriptions for any given period following the point at which they joined the Association, will be presumed to be ineligible for access to the Association's Legal Protection Insurance. The Police Superintendents' Association Fund Rules are printed at Schedule 'B'.

5. Branches

5.1 *Meetings and Election of Officers in Branches*

Each Branch of the Association shall elect a Chair and an Honorary Secretary at a meeting held annually not later than 31st January. A record of all business transacted shall be recorded for the benefit of the Branch and the Chair and Honorary Secretary shall be eligible for re-election within the Branch. Branch Officers will agree the need for further meetings, but at least two further meetings of each Branch shall be held by the end of October every year.

5.2 *Preservation of Documents*

Every Branch Secretary will preserve the Minutes and will pass them on to a duly appointed successor. The Branch Secretary shall receive all documents on behalf of his/her Branch and will ensure that such are circulated and actioned as necessary.

5.3 *Branch Representatives to Supply Particulars*

The Honorary Secretary of every Branch will notify the District Honorary Secretary and the National Secretary of the names and addresses of its representatives and any changes which occur.

5.4 *Election of Representatives to District Conference*

By the end of January each year the Branches of the Association shall elect the representatives and deputy representatives to the District Conference.

5.5 *Branches Not to Act Independently*

Members of Branches will not seek collective information from or despatch circulars to other Branches but will make suggestions to or seek advice from the District Honorary Secretary concerned, consulting the District Chair where necessary. Any Branch shall have the right, after first consulting the District Secretary as above, to submit urgent matters direct to the Secretariat for consideration by the National Executive Committee. Nothing in the Association's Rules precludes Branches from collaborating with each other in pursuance of the objectives of the Association outside of the current District structure subject to discussions with, and agreement by, the respective District Secretaries and Chairs.

6. District Conferences

6.1 *Time of District Conferences*

At least three District Conferences shall meet not later than the third week of February, June and November each year.

6.2 *Agenda to be Prepared*

The proceedings for each District Conference shall be made known to the Branch representatives by the District Honorary Secretary by means of an agenda paper which shall be sent to each Branch not later than seven days before the date of the meeting to which it refers.

6.3 *Election of Officers*

At the District Conferences held in February every year, there shall be elected (by ballot if called for) a Chair, Vice-Chair, Honorary Secretary, Assistant Honorary Secretary and Treasurer. These officers shall hold office until the meeting in February next following but shall be eligible for re-election.

6.4 *Minutes of Meetings*

The District Honorary Secretaries will be responsible for the preparation and circulation of the minutes of all meetings of their District Conference. They will also send copies of these to the National Secretary's office for records.

6.5 *Minutes – Time Limits*

All Minutes prepared by District Honorary Secretaries shall be circulated not later than 21 days after a meeting.

6.6 *Election to National Executive Committee*

Each District Conference shall elect two representatives to the National Executive Committee at the Conference meeting held in February, together with a deputy for each. The election may be made by a show of hands or by ballot to be determined by the Conference and every representative or deputy elected in accordance with this Rule shall be eligible for re-election.

6.7 *Prohibitions*

No resolution of any kind shall be sent from any District Conference direct to any Government Department, Local Authority or Chief Constable, but shall be shown in the Minutes of the Meeting and considered by the National Executive Committee; the decision of which shall be final.

6.8 *Duties of District Secretaries*

District Honorary Secretaries may seek and collect information from Branches within their own District and distribute them to other Districts if necessary, but when any matter is likely to affect the Association as a whole the National Secretary to the Association must be consulted so as to determine if an approach should be made to all Branches on behalf of the National Executive Committee.

6.9 Documents to be preserved by District Secretaries

District Honorary Secretaries will preserve files containing their District's Minutes and Agendas and such other books, documents, records, etc that come into their possession during the course of the Association's business and will pass on to a duly elected successor the items mentioned in this Rule.

6.10 Venue and work of District Conferences

The District Conferences are entitled to discuss any problem affecting efficiency and welfare not only of the Superintendents rank but of the Police Service as a whole and may forward resolutions to the National Executive Committee or take no action on a particular item as the meeting may decide.

6.11 Channel of Correspondence

The Channel of correspondence both in District Conferences and the National Executive Committee shall be through the District Secretaries.

6.12 District Secretaries to Maintain Names of Representatives

The District Honorary Secretaries shall maintain a list of the names and addresses of the representatives of all Branches within their own Districts.

7. 'E' District Constitution

7.1 'E' District shall consist of two Branches which in January each year will elect the representatives and deputies shown to the District Conference:

City of London: two representatives and two deputies

Metropolitan Police: twenty-one representatives and five deputies

7.2 Each Branch shall hold an Annual Meeting not later than 31 January with further meetings being held in May and October.

7.3 The Metropolitan Police Service (MPS) Branch shall elect a Chair, Secretary, Vice Chair and Assistant Secretary at the Annual Meeting in January. Once elected, these post holders shall remain in post until the annual meeting the following year, other than the Secretary who shall remain in post for a period of three years before having to seek re-election. The Secretary is eligible to seek such re-election. The four elected Branch Officers and the other seventeen elected Branch representatives shall be collectively known as the MPS Branch Executive Committee.

7.3.1 The MPS Branch Executive may terminate the appointment of Branch Secretary following a vote of no confidence.

7.3.2 A vote of no confidence in the MPS Branch Secretary will be passed by a majority of two thirds of the voting members of the MPS Branch Executive Committee members present when the vote is taken. For a vote of no confidence the MPS Branch Executive Committee will be considered to be quorate if twelve voting members are present. Advance notice of such a vote must be given in writing to the MPS Branch Chair and Secretary at least ten working days before the date on which the vote is to be taken.

7.3.3 The MPS Branch Secretary against whom the vote of no confidence is to be proposed will be given notice of the vote and will be given the opportunity to address the MPS Branch Executive Committee prior to the vote being taken.

7.3.4 Where a vote of no confidence has been passed against the Branch Secretary the Branch Secretary will be given 28 days' notice, in writing, of the decision to terminate the appointment.

7.4 The City of London Branch shall elect a Chair and a Secretary at the annual meeting in January.

7.5 'E' District Conference shall meet in February, June and November.

- 7.6** The Chair, Vice Chair, Assistant Secretary, and Treasurer for 'E' District will be elected at the 'E' District Conference in February and shall remain in office until the meeting held in the following February. They shall be eligible for re-election.
- 7.7** The Secretary of the MPS Branch will be appointed at the 'E' District Conference in February to the post of 'E' District Secretary.
- 7.8** The 'E' District conference in February will elect:
- 7.8.1** A representative and a deputy to the Police Advisory Board of England and Wales.
- 7.8.2** Two representatives and two deputies to the National Executive Committee.
- Each person elected in accordance with this Rule shall be eligible for re-election.
- 7.9** In every other respect the Rules of the Association shall apply to 'E' District as to other Districts.

8. National Executive Committee

8.1 Constitution

The National Executive Committee of the Association shall comprise eight representatives from either Provincial Forces, the British Transport Police, Civil Nuclear Constabulary or from a police force of a British Overseas Territory or Crown Dependency and two representatives of 'E' District. The National Executive Committee has power to co-opt any other member of the Association at its discretion without voting rights. In addition, there will be a guaranteed minimum representation on the National Executive Committee for women members, black and minority ethnic (BAME) members, a disability representative and a lesbian, gay, bisexual and transgender (LGBT) member and a member from a Welsh Force to represent Wales. The minimum shall be one place for each group who will enjoy full voting rights. They will be subject to a separate election process as detailed in paragraph 8.13.

These reserved places are to ensure that the National Executive Committee represents the diverse interests of Superintendents from minority gender, ethnic, sexual orientation and disability groups in the Police Service and that the specific interests of Wales are addressed. By virtue of Section 49 Sex Discrimination Act the reserved place representing women members will only be open to women members. The reserved places representing BAME, LGBT and disability members will be open to all members. In relation to the Welsh reserved place all members can vote but the member elected must be serving in one of the Welsh Forces at the time of the election.

8.2 Meetings

The National Executive Committee may meet during January, March, June, August, September, and October each year in England and Wales, or at such other times as may be approved by the Secretary of State for the Home Department and shall prepare a report for presentation at the annual meeting.

The whole, or any part, of any meeting of the National Executive Committee may be designated a meeting of the Directors of the Company, if it is decided by the Directors of the Company at the start of, or during, the meeting that it should be designated as such. A meeting of the Directors cannot take place without all of the appointed Directors being in attendance as per Article 12, Schedule 'D'.

8.3 Election of President and Vice-President

8.3.1 As required at the meeting of the National Executive Committee held in January there shall be elected from within the membership in accordance with the provisions of Special Standing Order No. 1 (Process of election of President), the President of the Association. Once elected the member will be designated President Elect and will take up appointment as President of the Association at the next Annual General Meeting in March and shall hold office for a period of up to three years. During this period the elected President shall not be required to seek re-election nor to be re-elected by the National Executive Committee. The President shall also hold the office of Chair of the National Executive Committee which will also include the role of chairperson in the

meetings which are designated as meetings of the Directors of the Company. For the avoidance of doubt, the Chair of the National Executive Committee must also be a Director of the Company.

8.3.2 Once elected the President will not hold the locus standi of a Branch or District representative. The rights of representation of the Branch and District from which the President is drawn shall remain unchanged.

8.3.3 The President, upon election, will not be a voting member of the National Executive Committee, but as Chair of that Committee shall have a casting vote in accordance with Standing Orders.

8.3.4 As required at the meeting of the National Executive Committee held in January there shall be elected from within the membership of the Association in accordance with the provisions of the Special Standing Order No. 2 (Process of the election of Vice President), the Vice President of the Association. Once elected the Vice President will take up the appointment at the next Annual General Meeting in March and shall not be required to seek re-election for a period of not more than three years or until such time as an election is called for a President Elect to be appointed.

8.3.5 Once elected the Vice President or President Elect will not hold the locus standi of a Branch or District representative. The rights of representation of the Branch and District from which the Vice President is drawn shall remain unchanged.

8.3.6 The Vice President or the President Elect will also hold the office of Vice-Chair of the National Executive Committee.

8.3.7 The Vice President or President Elect, upon election, will not be a voting member of the National Executive Committee, but when acting as Chair of that Committee shall have a casting vote in accordance with Standing Orders.

8.3.8 The President, Vice-President and President Elect posts will be fully funded.

8.4 *Appointment of National Secretary*

The National Executive Committee may as necessary appoint an officer to the fully funded post of National Secretary. The post of National Secretary includes the role of Treasurer. The National Secretary shall be an ex-officio member of the National Executive Committee without voting rights. He or she must be a serving member of a police force in England and Wales or from the British Transport Police, Civil Nuclear Constabulary or from a police force of a British Overseas Territory or Crown Dependency and hold the rank of Superintendent and have the approval of their Chief Officer to take up the post. The National Secretary will hold office until the next annual March meeting of the National Executive Committee and may then be re-appointed for a period of up to three years at the discretion of the National Executive Committee. The National Executive Committee has the discretion to re-appoint the National Secretary for a further period of up to 12 months.

8.5 *Police Remuneration Review Body*

Strategic priorities in respect of remuneration will be considered and agreed by the National Executive Committee. Ad hoc working groups will be established as required. The National Secretary will be the National Officer with overall responsibility for the Police Remuneration Review Body. The National Secretary will be supported in this role by the 'E' District Secretary.

8.6 *Election to Police Advisory Board*

At the meeting held in March the National Executive Committee shall elect from its members one representative together with a deputy, to the Police Advisory Board of England and Wales to serve with the representative and nominated deputy of 'E' District. All representatives and their deputies shall be eligible for re-election.

8.7 *Levy on District Funds*

The National Executive Committee shall be empowered to make a levy on District Funds to meet incidental expenses of the same character as those for which the funds are established.

8.8 Duties of Secretariat

The National Secretary of the Association or in his/her absence the Assistant Secretary will forward all resolutions, duly carried by a majority, to the body or individual concerned and will make known to the members of the National Executive Committee all matters affecting the Association or the Committee. The minutes of all meetings will be prepared and circulated to all Districts within 21 days of any meeting.

8.9 Approach to Staff Organisations

The National Executive Committee, through the National Secretary, shall be entitled to approach, negotiate and discuss with any other Staff Association of the Police Service, any matter which is deemed expedient in the interests of the Association.

8.10 Privileges of National Executive Committee

In all matters affecting the Superintendents of England and Wales as a whole or the British Transport Police, Civil Nuclear Constabulary or from a police force of a British Overseas Territory or Crown Dependency the National Executive Committee shall be the recognised body to elect a representative or representatives from amongst its members, unless the prerogative is the right of any other authority for:

8.10.1 Any committee, board, etc on which there is to be a member to represent the rank of Superintendent;

8.10.2 Attendance, when invited, before any committee, board, etc;

8.10.3 Any other official purpose.

8.11 Agendas, Official Replies

The National Secretary of the Association will collect items for the meetings of the National Executive Committee and circulate to the members an Agenda not less than seven days before ordinary meetings. All official replies to resolutions sent to the Secretary of State will be made known, as soon as possible, to members of the National Executive Committee by the National Secretary and such communications will be placed before the National Executive Committee at its next meeting so that a record appears in the minutes.

8.12 Business Areas

The National Executive Committee may establish Business Areas to assist in collating and disseminating information, preparing responses and making recommendations to the National Executive Committee as to policy. The Manager of each Business Area shall be elected by and amongst the members of the National Executive Committee. Secretarial support will be provided by the National Secretariat.

8.13 Election of "Guaranteed Minimum Representation" Members

Prior to each Annual General Meeting of the National Executive Committee the National Secretary will seek nominations for the five reserved places detailed in paragraph 8.1 by way of an entry on the web site and a letter or e-bulletin to Branch Secretaries. Such members are able to self-nominate and are expected to provide a short, written explanation for the reason they are seeking a place on the National Executive Committee.

In the event of more than one nomination in each category the National Secretary will conduct a ballot of all members of the Association. These places will remain unfilled in the absence of any nominations.

8.14 Terms and Conditions of National Officers

The National Executive Committee will set out, in writing, the terms and conditions of secondment for National Officers.

8.15 National Officers – Termination of Secondment

8.15.1 Any National Officer wishing to terminate their secondment will give 28 days' notice, in writing, to the National Secretary. In the case where it is the National Secretary who wishes to give notice of termination of secondment then that notice must be given to the President.

- 8.15.2 The National Executive Committee may terminate the secondment of a National Officer following a vote of no confidence.
- 8.15.3 A vote of no confidence in a National Officer will be passed by a majority of two thirds of the voting members of the National Executive Committee Members present when the vote is taken. For a vote of no confidence the National Executive Committee will be considered to be quorate if eight voting members are present.
- 8.15.4 The National Officer against whom the vote of no confidence is to be proposed will be given notice of the vote and will be given the opportunity to address the National Executive Committee prior to the vote being taken.
- 8.15.5 Where a vote of no confidence has been passed against a National Officer the National Officer will be given 28 days' notice, in writing, of the decision to terminate the secondment.

8.16 National Officers – allegations of misconduct

- 8.16.1 Seconded Officers are not subject to the provisions of Police Regulations during the term of their secondment. It should be noted, however, that upon completion of their secondment and return to force they may become subject of a misconduct or performance enquiry under Police Regulations in relation to matters which occurred during their secondment.
- 8.16.2 Upon receipt of an allegation in respect of the conduct or performance of a National Officer the National Executive Committee will appoint a suitably qualified or experienced person to investigate the allegation. The investigator will not be a member of the National Executive Committee and will have no close connection with the individuals associated with the allegation.
- 8.16.3 The investigator will present a report to the National Executive Committee.
- 8.16.4 The National Officer against whom the allegation has been made will be given a copy of the investigator's report and will be given the opportunity to be present when the investigator presents that report to the National Executive Committee.
- 8.16.5 The National Officer against whom the allegation has been made will be given the opportunity to address the National Executive Committee.
- 8.16.6 The National Executive Committee will determine, against the balance of probability, whether the National Officer has committed the misconduct alleged.
- 8.16.7 If the National Executive Committee conclude that the National Officer has committed the misconduct alleged, they will consider which of the following courses of action is appropriate.
- No action
 - A vote of censure
 - A vote of no confidence
- 8.16.8 A vote of no confidence may only be passed in accordance with Rule 8.15.3.
- 8.16.9 If a vote of no confidence is passed then the National Executive Committee will determine what information will be made available to the National Officer's Chief Constable.

9. National Conference

9.1 Date and Constitution of Conference

Each year in September or October, there shall be held a National Conference of all Districts of the Association lasting at least two days at which all representatives appointed to the District Conferences shall have a right to attend. At the meeting members attending have the same right as they would have at a District Conference to discuss any problem affecting the efficiency and welfare not only of the Superintendents rank but of the Police Service as a whole.

The National Conference may be deemed (in whole or in part) to be a meeting of the Directors and/or members of the Company for the purposes of the Companies Act 2006. If the National Conference is designated as a meeting of the Directors and/or members, the Directors and/or members will confirm to the attendees at the start of the Conference. Any decision to designate the National Conference as such a meeting can be made by any of the Directors of the Company, but they must have the prior approval of the National Executive Committee.

9.2 *Objects of and Restriction on Conference*

National Conference is convened for a general exchange of views to guide the National Executive Committee in its deliberations and will not have mandatory authority other than in accordance with Rule 11.5 of the Rules. At the Conference the National Executive Committee will submit a report on its year's work.

9.3 *Officers*

The President and National Secretary of the National Executive Committee will fill the same offices at any National Conference.

9.4 *Agenda to be Prepared*

The Agenda will be prepared and circulated by the National Secretary to the Association prior to the National Conference.

10. Meetings Authorised by the Secretary of State

10.1 *Branch Meetings*

The Superintendents in any branch (proxy branches) shall hold three one-day meetings annually. Additional meetings may be held with the permission of the Chief Officer of Police if he or she is satisfied that such meetings are necessary and that the business for which they are called cannot reasonably be deferred until the next ordinary meeting of the Branch. [NOTE: 'E' District Branch Meetings are authorised under Rules 7.1 to 7.7]

10.2 *District Conferences*

The Superintendents elected to District Conferences may hold three meetings annually and additional meetings may be held with the permission of the Secretary of State if he or she is satisfied that such meetings are necessary and that the business for which they are called cannot reasonably be deferred until the next ordinary meeting of the Conference. [NOTE: 'E' District Meetings are authorised under Rules 7.1 to 7.7]

10.3 *National Executive Committee Meetings*

The National Executive Committee may hold six meetings annually and one annual joint meeting with the Executive Committees of the Association of Scottish Police Superintendents and Superintendents' Association of Northern Ireland. Additional meetings may be held with the permission of the Secretaries of State of the Countries concerned if they are satisfied that such meetings are necessary and that the business for which they are called cannot reasonably be deferred until the next ordinary meeting of the Committee.

10.4 *National Conference*

The Superintendents' Association may hold an annual conference of at least two days duration. Additional conferences may be held with the permission of the Secretary of State if he or she is satisfied that such conferences are necessary and the business for which they are called cannot reasonably be deferred until the annual conference. The representatives appointed to the District Conferences may attend.

10.5 *Joint Consultative Meetings*

The Superintendents' Association may hold jointly with the National Police Chiefs' Council and the Police Federation of England and Wales, four consultative meetings per year. The Association will be represented by up to three members, drawn from the holders of the offices of President, Vice-President, National Secretary and from the membership of the National Executive Committee.

10.6 Authority for Members to Attend Meetings

Representatives of the Superintendents' Association at all levels should be given adequate time to conduct the business of the Association and permission shall be given for attendance at all duly approved meetings and commitments of the Association.

10.7 Expenses Incurred by Branch and District Representatives

Attendance at approved meetings of Branches, District Conferences and a National Conference shall, as regards to allowances and expenses, be deemed to be an occasion of police duty and any approved expenditure thereby incurred by a member or delegate shall be met from the Police Fund of the Force to which they belong.

10.8 Expenses Incurred by National Executive Committee Members

Attendance at approved meetings of the National Executive Committee; the Police Remuneration Review Body, or any of its Committees or preliminary meetings; or the Police Advisory Board of England and Wales, or any of its Committees or preliminary meetings; or Joint Consultative Meetings shall, as regards allowances and expenses, be deemed to be occasions of police duty and the approved expenditure thereby incurred shall be met from public funds.

10.9 Authority for Association Fund

The Association may raise funds by voluntary subscriptions among its members. Donations may be accepted from individuals or organisations outside the Police Service with the approval of the National Executive Committee if they are satisfied that such donations are to be applied to the furtherance of the objectives of the Association. Any such donation shall be properly accounted for as provided in the Fund Rules as set out in Schedule 'B'.

The Association may also borrow money and charge its assets in accordance with the provision of the Fund Rules as set out in Schedule 'B'. It may also raise funds by way of government grant, sponsorship and the provision of member services.

11. General

11.1 Safeguards

All documents issued to the Association under the authority of a District Honorary Secretary, or the National Secretary to the Association, shall be regarded as confidential to the Superintendents' Association.

11.2 Conduct of the Association's Business

The conduct of the Association's business is vested in the National Executive Committee and the Directors of the Company by virtue of resolutions duly proposed, seconded and carried at District Conferences and remitted to the National Executive Committee, whose decisions after consideration shall be final and binding. Nothing herein shall prevent a member of the National Executive Committee bringing any matter to the notice of the Committee for consideration.

11.3 Membership of the Association

All Superintendents who are members of police forces in England and Wales, maintained under Section 1 of the Police Act 1996, including temporary promotions to these ranks in accordance with Police Regulations, are members of the Association. In addition, Superintendents who are members of the British Transport Police, the Civil Nuclear Constabulary, the Isle of Man Police and the Bermuda Police Service are members of the Association. The National Executive Committee expects that every member of the Association will pay subscriptions as per Rule 4. Refusal to do so will render a member ineligible for membership services, including Legal Protection Insurance. By being a subscribing (fee paying) member of the Association, it means that you are a member of the Company. Each subscribing (fee paying) member's interest in the Company is held by the Directors of the Company (in their capacity as guarantors) on behalf of all members of the Association from time to time.

11.4 Delegation of Powers to Honorary Secretaries

In any matter of urgency except that requiring authority of the Directors which cannot be delayed until a District Meeting or a Meeting of the National Executive Committee, the Directors shall be entitled to deal with and delegate their powers as they see fit to the Honorary Secretary of the District or the National Secretary of the Association with the subject as may be considered in the best interests of the District or Association and the action shall be confirmed, amended or annulled at the next Meeting of the District or National Executive Committee.

11.5 Amendment of Rules

These Rules may be altered, added to, or rescinded subject to approval by two thirds of the voting Branch delegates of the Association present at a National Conference or a two thirds majority of the votes cast in a postal or email ballot of Branches. In the case of a postal or email ballot, each Branch shall be allocated the number of votes that corresponds to the number of delegates they are entitled to send to a National Conference. In the case of a proposed change at a National Conference, no change can take place unless notice has been given to the National Secretary at least 21 days before the date of the meeting and such notice of motion shall be included on the agenda. In the case of a postal or email ballot no change can take place unless notice has been given to the National Secretary who will circulate Branches with the motion, giving them at least 28 days to cast their votes. Any new Rules or amendments should be submitted to the Secretary of State for information.

11.6 Eligibility for Association Positions by Members

Notwithstanding arrangements set out in these Rules for the election of Association members to positions within the Association or appointment to such positions, a member shall only be eligible for such a position if the member is both a subscribing member of the Association and has no monies owing to the Association. It will be for the Association's National Secretary to decide whether or not such eligibility criteria have been met. In the event that the member wishes to appeal against such a decision by the National Secretary the member will be able to do so to the Membership Appeals Committee appointed by the National Executive Committee.

11.7 Articles of Association

The Association shall operate via the Company. The Directors of the Company are legally responsible for the operation of the Company. The Company is governed by these Rules and Company's articles of association. In the event of a conflict between these Rules and the Company's articles of association, then the terms of the Rules shall take precedence. The relationship between these Rules and the Company's articles of association is set out in Schedule D.

11.8 Alteration of the Company's Articles of Association

The Company's articles of association may be altered or added to by two-thirds of the voting Branch delegates of the Association present at a National Conference of the Association or a two thirds majority of the votes cast in a postal or email ballot of Branches. In the case of a postal or email ballot, each Branch shall be allocated the number of votes that corresponds to the number of delegates they are entitled to send to a National Conference. In the case of a proposed change at a National Conference, no change can take place unless notice has been given to the National Secretary of the Association not later than 21 days before the date fixed for the National Conference, and such notice of motion shall be included on the Agenda. In the case of a postal or email ballot no change can take place unless notice has been given to the National Secretary who will circulate Branches with the motion, giving them at least 28 days to cast their votes.

11.9 Directors Meetings

Any Director has the right to call an emergency board meeting, in accordance with the Company's articles of association by giving not less than 24 hours' notice to the other Directors. Notice must also be given to the members of the National Executive Committee, who shall be invited to attend the emergency meeting of the Directors of the Company, this is wholly discretionary.

At any meeting of the Directors of the Company, all appointed Directors must be in attendance (in person or electronically) or have nominated a proxy to attend in their place, for the quorum to be met.

Where any Director is unable to attend the meeting of the Directors of the Company, a proxy may be sent to the meeting in their place. The proxy sent in the place of a Director, must be a National Executive Committee member.

11.10 Ordinary and Special Resolutions of the Company

Where the Company's articles of association or the Companies Act 2006 refer to a matter requiring an "ordinary resolution" or a "special resolution" the Directors (in their capacity as the guarantors of the Company) shall exercise their voting rights in relation to any such matter strictly in accordance with the directions of the National Executive Committee.

Standing Orders

These standing orders shall apply to all meetings of the Association.

1. All notices of motion shall be given to the appropriate Honorary Secretary at least fourteen days before the date of the meeting. Motions may be admitted by the Chair at the meeting under "Other Business".
2. No motion or amendment shall be before the meeting until it has been seconded.
3. No motion or amendment, after being seconded, shall be withdrawn without the consent of the meeting.
4. When an amendment is under consideration no second amendment shall be moved until the first has been disposed of.
5. A member shall not move or second more than one amendment to any motion.
6. If an amendment is carried it replaces the original motion and becomes the substantive motion, whereupon a further amendment may be moved.
7. If an amendment is negative another amendment to the motion, then under consideration, may be moved.
8. The mover of the original motion shall not introduce any new matter.
9. The mover of an original motion, but not of an amendment, shall have a right of reply at the close of the debate upon such a motion, but if it be proposed and seconded, "that the meeting proceeds to the next business", it shall immediately be put to the meeting and, if carried, the discussion upon the particular question shall close without any reply being made thereon by the mover of the original motion.
10. After replying, the motion shall be put to the meeting without further debate.
11. The Chair shall have a casting vote in the event of votes being equal.
12. The mover of an original motion shall not speak for more than ten minutes and the seconder and each succeeding speaker for not more than five minutes except, in each case, by permission of the Chair.
13. A member shall not speak more than once on the same question unless it be on a point of order or by way of explanation.
14. When a member speaks, the observations shall be confined to the subject under discussion and addressed to the Chair.
15. All members, with the exception of the one addressing the meeting, shall be seated, and when the Chair rises not one shall remain standing, nor shall anyone rise until the Chair is resumed.
16. No member shall leave a meeting without the permission of the Chair.
17. In the event of any member not obeying the ruling of the Chair it shall be within the power of the Chair to order such a member to retire from the meeting.
18. When a member is about to address any combined meeting comprising all Districts, he or she shall first state their name, force and District.
19. Standing Orders shall not be suspended unless three-fourths of the members present at the meeting when such suspension is proposed, shall vote in favour of the motion.
20. At all meetings convened under the Association's Rules where a vote is required to be held or a vote is called for, unless paragraph 21 below applies, the vote will be conducted by a show of hands (or at the discretion of the meeting Chair by way of secret ballot) of persons present who are eligible to vote. A straightforward majority is required to resolve a vote, with the Chair of the meeting retaining a casting vote. For the purposes of conducting elections at Branch, District and National level a proposer and a seconder should be present at the meeting.
21. At an Annual Meeting convened under the Association's Rules it can be resolved to conduct voting in a different way than that set out in paragraph 20 above. If such a resolution is passed then the voting methodology to be adopted must be fully documented and will remain valid for one year, until the next Annual Meeting of that group. In the absence of such a documented resolution the voting arrangements set out in paragraph 20 will apply.
22. The provisions of paragraphs 20 and 21 do not apply to the electoral arrangements for the posts of President and Vice President, amendments to the Rules, votes undertaken at National Conference and votes to set the annual membership subscription rate.

Special Standing Order No. 1

Process of Election of President

1. The President shall be elected in accordance with the Rules of the Association.
2. Each member of the Association as at 15th September in the year preceding the election scheduled to take place at the meeting of the National Executive Committee in January the following year shall be eligible for election as President subject to the provision of these Standing Orders.
3. Notice of an election and invitations for nomination of candidates for the position of President shall be sent to all members of the Association on or before 15th September in the year preceding the election scheduled to take place at the meeting of the National Executive Committee in January the following year. Such notice shall contain details of the procedure required to submit a nomination and the closing date by which nominations must be received by the National Secretary.
4. Candidates will be required to submit a detailed application form which must contain the following information:
 - Personal details
 - Service history and achievements
 - Why they are interested in the position
 - What they would bring to the role
 - What do they see as the strategic priorities for the service and the Association in the next five years?
5. Any member seeking election as President shall be nominated and seconded by other members of the Association.
6. All applications received will be sent to NEC members prior to the October/November NEC meeting. The Secretariat will ensure that the October/November NEC Agenda contains an item headed 'Election Process – President/Vice President'. NEC members will consider candidate applications at this meeting.
7. Not less than 28 days before the date appointed for the January meeting of the National Executive Committee, notice shall be given to all members of the Association of the election and the details of the candidates who have been nominated for the position of President.
8. At the January meeting of the National Executive Committee, the election process of appointing the President shall take place upon and subject to the following:
 - 8.1 All elected members of the National Executive Committee present at the meeting of the National Executive Committee at which the election is held (other than any who are candidates for the post of President) shall be entitled to one vote. In the event that a postal ballot is conducted in accordance with paragraph 8.8 of these Standing Orders, all elected members of the National Executive Committee shall be entitled to one vote.
 - 8.2 No vote may be taken unless a quorum is present at the meeting. For the purposes of the election of President, a quorum shall be at least 8 elected members of the National Executive Committee entitled to vote. In the event that a quorum is not present within half an hour for the time appointed for the meeting, or if a quorum ceases to be present, the vote shall be adjourned to the next meeting of the National Executive Committee.
 - 8.3 A candidate for the position of President shall be entitled to address the National Executive Committee for a period of no longer than 15 minutes, and the members of the National Executive Committee present and entitled to vote shall be entitled to ask questions of the candidate for a period of no longer than 30 minutes.
 - 8.4 A resolution for the appointment of President put to the vote at the meeting shall be decided by secret ballot as soon as practicable after the conclusion of the presentations by all of the candidates. The ballot shall be conducted as the National Secretary directs who may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the ballot.
 - 8.5 A candidate who polls an overall majority of all the votes cast at the secret ballot, providing such a majority is in excess of half the total votes cast, shall be appointed as President.

- 8.6 In the event that there is only one candidate nominated for the position of President and that candidate polls no greater than 50% of the votes cast, the position shall remain vacant and the National Secretary shall be instructed to invite further nominations for the position of President from the membership of the Association as soon as reasonably practicable, and the provisions of these Standing Orders shall apply, mutates mutandis, to the further nominations and the election process.
- 8.7 In the event that there are more than 2 candidates and no single candidate polls greater than 50% of the votes cast, the candidate who has polled the least votes shall be eliminated from the election process and the National Secretary shall forthwith conduct a further secret ballot in accordance with the provisions of these Standing Orders. Such a process shall continue until one candidate achieves a majority.
- 8.8 In the event that 2 candidates have each polled 50% of the votes there shall be a further secret ballot conducted of all members of the National Executive Committee entitled to vote by post in such manner as the National Secretary directs, who may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the postal ballot.
9. In the event of the post of President becoming vacant prior to the meeting of the National Executive Committee held in January, an acting President shall be elected from the elected members of the National Executive Committee serving at the time of the vacancy.

Special Standing Order No. 2

Process of Election of Vice President

1. The Vice President shall be elected in accordance with the Rules of the Association.
2. Each member of the Association as at 15th September in the year preceding the election scheduled to take place at the meeting of the National Executive Committee in January the following year shall be eligible for election as Vice President subject to the provision of these Standing Orders.
3. Notice of an election and invitations for nomination of candidates for the position of Vice President shall be sent to all members of the Association on or before 15th September in the year preceding the election scheduled to take place at the meeting of the National Executive Committee in January the following year. Such notice shall contain details of the procedure required to submit a nomination and the closing date by which nominations must be received by the National Secretary.
4. Candidates will be required to submit a detailed application form which must contain the following information:
 - Personal details
 - Service history and achievements
 - Why they are interested in the position
 - What they would bring to the role
 - What do they see as the strategic priorities for the service and the Association in the next five years?
5. Any member seeking election as Vice President shall be nominated and seconded by other members of the Association.
6. All applications received will be sent to NEC members prior to the October/November NEC meeting. The Secretariat will ensure that the October/November NEC Agenda contains an item headed 'Election Process – President/Vice President'. NEC members will consider candidate applications at this meeting.
7. Not less than 28 days before the date appointed for the January meeting of the National Executive Committee, notice shall be given to all members of the Association of the election and the details of the candidates who have been nominated for the position of Vice President.
8. At the January meeting of the National Executive Committee, the election process of appointing the Vice President shall take place upon and subject to the following:
 - 8.1 All elected members of the National Executive Committee present at the meeting of the National Executive Committee at which the election is held (other than any who are candidates for the post of Vice President) shall be entitled to one vote. In the event that a postal ballot is conducted in accordance with paragraph 8.8 of these Standing Orders, all elected members of the National Executive Committee shall be entitled to one vote.

- 8.2 No vote may be taken unless a quorum is present at the meeting. For the purposes of the election of Vice President, a quorum shall be at least 8 elected members of the National Executive Committee entitled to vote. In the event that a quorum is not present within half an hour for the time appointed for the meeting, or if a quorum ceases to be present, the vote shall be adjourned to the next meeting of the National Executive Committee.
- 8.3 A candidate for the position of Vice President shall be entitled to address the National Executive Committee for a period of no longer than 15 minutes, and the members of the National Executive Committee present and entitled to vote shall be entitled to ask questions of the candidate for a period of no longer than 30 minutes.
- 8.4 A resolution for the appointment of Vice President put to the vote at the meeting shall be decided by secret ballot as soon as practicable after the conclusion of the presentations by all of the candidates. The ballot shall be conducted as the National Secretary directs who may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the ballot.
- 8.5 A candidate who polls an overall majority of all the votes cast at the secret ballot, providing such a majority is in excess of half the total votes cast, shall be appointed as Vice President.
- 8.6 In the event that there is only one candidate nominated for the position of Vice President and that candidate polls no greater than 50% of the votes cast, the position shall remain vacant and the National Secretary shall be instructed to invite further nominations for the position of Vice President from the membership of the Association as soon as reasonably practicable, and the provisions of these Standing Orders shall apply, mutates mutandis, to the further nominations and the election process.
- 8.7 In the event that there are more than 2 candidates and no single candidate polls greater than 50% of the votes cast, the candidate who has polled the least votes shall be eliminated from the election process and the National Secretary shall forthwith conduct a further secret ballot in accordance with the provisions of these Standing Orders. Such a process shall continue until one candidate achieves a majority.
- 8.8 In the event that 2 candidates have each polled 50% of the votes, the President (or President designate) shall be entitled to the casting vote. If the President (or President designate) is not present or does not exercise the casting vote, there shall be a further secret ballot conducted of all members of the National Executive Committee entitled to vote by post in such manner as the National Secretary directs, who may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the postal ballot.
9. In the event of the post of Vice President becoming vacant prior to the meeting of the National Executive Committee held in January, an acting Vice President shall be elected from the elected members of the National Executive Committee serving at the time of the vacancy.

Schedule 'A'

District and Branch Information

'A' DISTRICT	'B' DISTRICT	'C' DISTRICT	'D' DISTRICT	'E' DISTRICT
Cheshire	Derbyshire	Avon & Somerset	Bedfordshire	City of London
Cleveland	Greater Manchester	British Transport	Bermuda	Metropolitan
Cumbria	Leicestershire	Devon & Cornwall	Cambridgeshire	HMICFRS (Proxy)
Durham	Lincolnshire	Dorset	Civil Nuclear	
Humberside	Northamptonshire	Dyfed-Powys	Essex	
Isle of Man	Nottinghamshire	Gloucestershire	Hampshire	
Lancashire	Staffordshire	Gwent	Hertfordshire	
Merseyside	South Yorkshire	North Wales	Kent	
Northumbria	Warwickshire	South Wales	Norfolk	
North Yorkshire	West Mercia	Wiltshire	Suffolk	
West Yorkshire	West Midlands		Surrey	
	College of Policing (Proxy)		Sussex	
			Thames Valley	

Schedule 'B'

Police Superintendents' Association - Fund Rules

1. Name

The Fund is held by Police Superintendent's Association Limited (company number 11378745), a company limited by guarantee (the "**Company**"). The Company shall be operated by its directors ("**Directors**") in accordance with these Rules. The Directors of the Company shall act as instructed by a resolution of the National Executive Committee.

2. Membership

2.1 Membership of the Fund shall be confined to subscribing members of the Police Superintendents' Association (the "**Association**") which operates via the Company.

2.2 The National Executive Committee shall nominate such number of its Directors as it may decide from time to time to stand as guarantor for the Company (limited to a maximum of £1 per guarantor) and any Director that acts as a guarantor shall hold his interest in the Company on behalf of all of its subscribing (fee paying) members of the Association from time to time.

3. Object

To provide professional and welfare services to subscribing members and to assist the National Executive Committee of the Association in the efficient execution of its functions including the acquisition of any freehold or leasehold property for use as offices and ancillary residential accommodation necessary in the opinion of the National Executive Committee for such execution, provided that the funds shall not be used for contributing directly or indirectly to:

(a) the funds of a trade union.

(b) the funds of a political party. However the National Executive Committee may authorise Association funds to be used to Funds attendance and presentations at political party meetings and conferences by the National Officers.

(c) the election expenses of a parliamentary or local government candidate

(d) the funds of any body or organisation outside the police service, other than the payment of donations of a charitable nature or gratuities.

4. Appointment and Tenure of Directors

Appointment

There shall not be less than two or more than four Directors of the Company. The Directors shall be appointed (in accordance with the Company's articles of association) by a resolution of the National Executive Committee.

Tenure

The Directors shall hold office until death or resignation or until removed from office (in accordance with the Company's articles of association) by a resolution of the National Executive Committee who may for any reason which may seem sufficient to a majority of them present and voting at any meeting, remove any Director or Directors from their office.

Where, by reason of such death, resignation or removal, it shall appear necessary to the National Executive Committee that a new Director or Directors shall be appointed, if the National Executive Committee shall deem it expedient to appoint an additional Director or additional Directors, the National Executive Committee shall, by resolution, nominate the person or persons to be appointed the new Director or Directors. For the purpose of giving effect to such nomination the President is hereby nominated as the person to appoint a new Director of the Company and shall, duly appoint the person or persons so nominated by the National Executive Committee as the new Director or Directors of the Company.

Any subscribing member who is to be appointed as a Director of the Company must register their intention to become a Director of the Association as a Business Interest and seek prior approval from their home force.

5. Powers Duties and Discretions of Directors

In furtherance of the Object of the Fund but not otherwise and in addition to the powers vested in them by law (which shall take effect subject to any modifications contained in these Rules) the Directors shall have and may exercise at any time or times in their absolute discretion without being liable to account for the exercise of discretion the following powers:-

5.1. to retain the Fund or any part of it within the Company and in its actual state and condition for any period or at any time or times to realise the same or any part of it.

5.2. to retain in any bank account in the name of the Company such monies as they may from time to time consider proper and subject thereto to have full and unrestricted powers of investment and application of all monies and other assets coming into their hands which form part of the Fund including all such powers which they could exercise if they were absolutely and beneficially entitled thereto (with power to undertake on behalf of the Fund in relation to any such investment or application such liabilities as they may think fit and to realise, transpose and vary any such investment or application). In particular and without prejudice to the generality of the foregoing the Directors may invest or apply all or any part of the Fund in any part of the United Kingdom in accordance with and as provided by Rule 14 of the Rules.

5.3. to hold any immovable property for the time being in the name of the Company.

5.4. to accept or refuse any money, investments or property offered, given, bequeathed or devised to the Fund and to decide (subject to any condition or term imposed by any donor or testator) whether the same or any part of it shall be held as capital or income of the Fund.

5.5. (subject to such consents as may be required by law) to sell, exchange, convey, lease, mortgage, charge, agree to let, licence and otherwise conduct the management of any land which or the proceeds of sale of which may be held by the Company on behalf of the members of the Association/Company.

5.6. to construct, pull down, re-build, enlarge, maintain, equip and insure any premises of the Company.

5.7. to raise funds and to invite and receive subscriptions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Directors shall not undertake any permanent trading activities in raising funds for the Object and purpose of the Fund.

5.8. for any Directors for the time being a Solicitor or other person engaged in any profession to be entitled to charge and be paid all the usual professional or other charges for work done by him or his firm when instructed by his co-Directors so to act in that capacity on behalf of the Company.

5.9. to open and operate or to authorise such person or persons or body as they think fit to open and operate such banking accounts in the name of the Company as they think appropriate.

5.10. by the Directors of the Company holding the Fund to authorise any two out of their number to sign any document on their behalf.

5.11. to the Directors for their personal protection and for the benefit of the Company to effect such insurance (which may include but is not limited to indemnity insurance for their benefit) as they consider appropriate and this shall be an expense of the Fund.

5.12. to do all such other lawful acts and things (whether or not falling within any of the categories or powers set out above) as shall further the proper administration of the Company (including the Fund) and the attainment of its Object.

6. Director's General Provisions

6.1. Subject to the provisions of Rule 5.8, no Director shall receive any remuneration or other financial award from the Company.

6.2. In the execution of the trusts and powers under these Rules, no Director shall be liable for any loss to the Company (including the Fund) arising by any improper investment made in good faith (so long as professional advice shall have been sought before making such investment) or for the negligence or fraud of any agent employed by them or by any other Director under these Rules in good faith (provided that reasonable supervision shall have been exercised) or by reason of any mistake or omission made in good faith by any such Director or by reason of any other matter or thing except wilful and individual fraud or wrongful omission on the part of the Director sought to be made liable.

7. Restriction on Exercise of Powers by Directors

Notwithstanding anything contained in these Rules, no power or discretion thereby or by law or otherwise conferred on or made exercisable by the Directors, as Directors of the Company that holds the Fund shall be so exercised as to result in the application of the Fund or the income of it or any part of it either to or for the benefit of any purpose which is not exclusively envisaged by the Object of the Fund.

8. Indemnity of Directors

The Directors shall, subject to approval of the National Executive Committee, be entitled to an indemnity out of the assets of the Fund for all expenses and other liabilities incurred by them in the discharge of their duties as Directors save and except as provided for in Rule 6.2.

9. Role of National Executive Committee

If at any time the National Executive Committee of the Association passes a resolution allowing the Company to borrow money for purposes of achieving the objectives of the Association specified in that resolution, the Directors shall, at the direction of the National Executive Committee, make all such dispositions of the Company's property or any part thereof and enter such agreements in relation thereto as the National Executive Committee may deem proper for giving security for such loans and interest.

10. Special Expenditure

Subject to the provisions of Rule 12, monies may be expended on the entertaining of official guests.

11. Subscriptions

Members of the Association will be expected to make subscriptions to the Fund as set out in Rule 4 of the Rulebook. A proportion of the subscriptions to be paid to District Funds as agreed, the remainder to be paid to the National Secretary of the Association.

12. Administration

The Fund shall be administered by the Company acting by its Directors and as directed by the National Secretary of the National Executive Committee for the time being. Any expenditure shall be authorised by the National Executive Committee. The day to day administration of the Fund may be delegated by the Directors to any of the members of the National Executive Committee.

13. Accounting

All monies received by the Association shall be paid into a banking account in the name of the Company. No money shall be withdrawn from such an account by a cheque or by other means without prior authorisation of a Director of the Company or person duly authorised by the Directors to administer payments on the Company's behalf.

14. Investment of Funds

Save for those Funds required for immediate use, the Funds may, with the consent of the National Executive Committee, be invested:

14.1. by placing the same on deposit with any local authority, bank, insurance company, building society or finance company at such rate of interest (if any) and upon such terms as the Directors shall think fit;

14.2. in any interest in land or property;

14.3. in deferred or immediate annuity policies, life assurance policies, retirement, endowment or sinking Funds contracts or policies each of which shall be effected with an Insurance Company;

14.4. in units, unit trusts or mutual funds or in common investment funds or securitised issues;

14.5. in the purchase of or subscription for or in underwriting, sub-underwriting or guaranteeing the subscription of any stocks, shares, debentures, stocks or other investments;

14.6. by participating in any scheme of deposit administration or any managed funds administered by an Insurance Company; and

14.7. by participating in any investment (whether income producing or not) or in the acquisition, acquisition and development, or development of any interest in land or property jointly with any other party or parties, whether as partners or as trustees to hold the same upon trust for sale or otherwise, notwithstanding that the interest of the Company (or Directors) in any such venture may be a minority interest.

15. Audit

The Company shall be audited as at the 31st March in each year by a qualified accountant who is not a member of the Police Service.

16. Annual Report

An audited statement of accounts and balance sheet shall be presented to the Annual National Conference in every year by the National Secretary.

17. District Funds

District Funds may be used to provide professional and welfare services to subscribing members and to assist Districts and Branches in the efficient exercise of their functions including the provision of office equipment, the payment of honorariums and the provision of hospitality to members and guests at meetings. The use of District Funds will be subject to the same restrictions as are set out in Rule 3 of these Rules. Each District Fund will be administered by the Chair, Secretary and Treasurer of the District. Expenditure shall be approved by the District Conference. Monies received shall be paid into a bank account in the name of the Company. Cheques may be signed by the Chair, Secretary or Treasurer of the District. Each District Fund shall be audited annually by an appropriately qualified person who is not a member of the District Conference. Copies of the audited accounts shall be forwarded to the National Secretary by the 30th June in each year.

Schedule 'C'

Timetables of Meetings

January

- **First Branch Meetings** – *Second and third meetings to be held by the end of October. To elect officers and representatives to District Conferences*
- **First National Executive Committee Meeting**

February

- **District Conferences** – *To elect officers and representatives to National Executive Committee*

March

- **Second National Executive Committee Meeting** – *To elect the officers of the National Executive Committee and representatives to the Police Advisory Board, Police Negotiating Board and Standing Committees, etc.*
- **Annual Joint Meeting of National Executive Committees of England and Wales, Scotland and Northern Ireland**

June

- **Second Branch Meeting**
- **Second District Conference**
- **Third National Executive Committee Meeting**

August

- **Fourth National Executive Committee Meeting** (*if required*)

September

- **National Conference** (*may be held in October*)
- **Fourth/Fifth National Executive Committee meeting**

October

- **Third Branch Meeting**
- **Fifth/Sixth National Executive Committee Meeting**

November

- **Third District Conferences** (*not later than*)

Schedule 'D'

Below is a summary of the Company's articles of association (the "Articles") as registered at Companies House and the interaction with the terms of these Rules

Article 1- sets out the defined terms used in the Articles.

Article 2- sets out the liability of £1 for each of the members (known as the guarantors of the Company) to contribute to the assets of the Company if it is wound up.

Article 3- sets out the objects of the Company (as already provided for by this Rulebook).

Article 4- the Directors are legally responsible for the day-to-day running and management of the Company. They will follow the terms of these Rulebook when running the Company. Furthermore, the Article explains that in a situation where there is a conflict between the Rulebook and the Articles, the Rulebook will always prevail and that Directors and members (the guarantors) shall do all in their power to give effect to the Rules contained in the Rulebook.

Article 5- the members (in this case being the Directors (in capacity as the guarantors of the Company)) can by special resolution (a vote with a majority of over 75%) pass a resolution to direct or prevent the Directors from taking specific action in the future. The interaction between this Article and the Rulebook is that no such action or resolution can be passed unless it has been approved by, or given at the direction of, the National Executive Committee.

Article 6- the Directors can delegate the powers of the Company as they see fit to committees. This Article is subject to the terms of the Rulebook and any such delegation is subject to the prior approval of, or will only be given at the direction of, the National Executive Committee.

Article 7- the Directors are able to delegate their powers to any committees they have created in accordance with this Article. This Article is subject to the terms of the Rulebook. Any such delegation is subject to the prior approval of, or will only be given at the direction, of the National Executive Committee. Where powers are delegated to a committee they must follow the same procedures that apply to the Directors themselves and they must act in accordance with the Rulebook.

Article 8- for a decision of the Directors to be effective, it must be passed by a majority of the Directors or in accordance with Article 9 (unanimous decision). This Article is subject to the terms of the Rulebook, the Directors' decision will always follow the decision made by the National Executive Committee.

Article 9- it may be required from time to time that certain meetings of the Directors may require a unanimous decision of the Directors to pass. This Article is subject to the terms of the Rulebook, the Directors' decision will always follow the decision of the National Executive Committee. This Article also allows for any decision of the Directors (following the decision of the National Executive Committee) to be formally approved by a written resolution.

Article 10- a meeting of the Directors must be called in accordance with the formal requirements set out in this Article. Under the terms of the Rulebook, any meeting of the National Executive Committee may, in whole or in part, be deemed to also be a meeting of the Directors to allow formal decisions of the Company to be made.

Article 11- at a meeting of the Directors, for voting purposes, only Directors will be able to participate. Where a meeting of the National Executive Committee is deemed a meeting of the Directors, all relevant National Executive Committee members will be in attendance and will vote and then the Directors will formally apply their vote to follow the decision of the National Executive Committee.

Article 12- a meeting of the Directors cannot take place (be quorate) without all of the appointed Directors being in attendance. This requirement may be waived by a decision of the National Executive Committee.

Article 13- the chairman of the meeting will always be a Director of the Company. Under the Rulebook, this position will always be held by the president of the National Executive Committee.

Article 14- in a situation where the number of votes by the Directors for and against a decision are equal, the chairman shall have the casting vote. This is a legal requirement however, it should not arise as all decisions of the Directors must be taken at the direction, or with approval of, the National Executive Committee.

Article 15- this Article governs whether a Director has a conflict of interest and sets out various scenarios where a conflict may occur. If a Director is deemed to have a conflict of interest, he or she is unable to vote and count to quorum for the purpose of any such decision. Any such conflict of interest will also be declared to the National Executive Committee.

Article 16- all records of the meetings of the Directors and or the members (the guarantors) of the Company must be kept for at least 10 years.

Article 17- a Director may be appointed, provided he is permitted by law to do so, either by the members (the guarantors) by an ordinary resolution (more than 50% of the voting members of the Company) or a decision of Directors of the Company. This Article is subject to the terms of the Rulebook and any such appointment of a Director is subject to the prior approval of, or at the direction of, the National Executive Committee.

Article 18- sets out provisions for a Director's directorship to be terminated automatically if certain events occur. This is a legal requirement.

Article 19 and 20- Directors may be paid for or remunerated for expenses, occurred in undertaking their role as Directors. This Article is subject to the terms of the Rulebook, all remuneration and expenses must be approved by the National Executive Committee.

Article 21- an individual/entity may apply for membership (as a guarantor) of the Company by submitting a membership form. This Article is subject to the terms of the Rulebook, all membership applications must first be approved by the National Executive Committee in accordance with the eligibility requirements set out within these Rules.

Article 22- membership (as a guarantor) of the Company is not transferable and will terminate if that member (as a guarantor) dies.

Article 23- any decisions required by law to be made by the members (as guarantors) of the Company, will be made at a meeting of the members. For the purpose of this Article, "members" refers only to the Directors of the Company (who act as guarantors and hold their interest in the Company on behalf of the members of the Association). All decisions under this Article will be made in accordance with the decisions of, or at the direction of, the National Executive Committee. Any

meeting of the National Executive Committee, or the annual general meeting, may be designated (in whole or in part) as a meeting of the members to deal with any such decision under this Article.

Article 24- where a meeting of the members (as guarantors) of the Company is required under Article 23, this Rule sets out how a chairman is to be chosen. Under the terms of the Rulebook, this position will always be held by the president of the National Executive Committee.

Article 25- where a meeting of the members (as guarantors) of the Company is required under Article 23, the general Rules of voting is done on a show of hands. All decisions under this Article will be made in accordance with the decisions of, or at the direction of, the National Executive Committee.

Article 26- this Article sets out the methods of communication that Directors can be used to constitute valid service of notices relating to the Company. All formal notices must also be sent to the President and Secretary on behalf of the National Executive Committee.

Article 27- this Article sets out the situations in which Directors are able to be indemnified out of the Company's assets. Any such indemnity will be approved by the National Executive Committee.

Article 28- this Article provides that the Directors (on behalf of the Company) may decide to purchase and maintain insurance, at the expense of the Company for the benefit of any relevant Director in respect of any relevant loss. Any such indemnity will be approved by the National Executive Committee.