

*The Companies Acts 1985 and 1989*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**Articles of Association**

Of

Planning Officers Society

**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context —

WORDS	MEANINGS
The Act .. ..	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association of the Society from time to time in force.
The Society	The above-named Company.
The Council	The Board of Directors for the time being of the Society.
The Office ..	The registered office of the Society.
The United Kingdom	Great Britain and Northern Ireland.
Month .. ..	Calendar month.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form including electronically.

Clear days .	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
Audit and auditor	To include Examination and examiner.
Presidential Team	The President, Senior Vice President, Junior Vice President, and Immediate Past President

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Society is established for the purposes expressed in the Memorandum of Society.
3. The subscribers to the Memorandum of Society and such other persons as the Council shall admit to membership in accordance with the Articles and Rules shall be members of the Society. No person shall be admitted as a member of the Society unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Society an application for membership in such form as the Council require executed by him.
4. A member may at any time withdraw from the Society by giving at least seven clear days' notice to the Society. Membership shall not be transferable and shall cease on death.
5. An annual subscription shall be levied for each member of the Society, which shall be determined by Council.
6. Persons in the United Kingdom shall be eligible for membership of the Society in accordance with the Rules of the Society .
7. A Member of the Society shall forthwith cease to be such a Member in accordance with the rules of the Society.

8. There shall be different categories of membership, to be determined by Council, the rights and requirements for each level will be set out in the rules of the Society

### **GENERAL MEETINGS**

9. Unless the Society has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
12. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Society; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally present shall be a quorum.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present to preside.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.

Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present or by a member or members present representing one-tenth of the total voting rights of all

the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of these Articles, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

### **VOTES OF MEMBERS**

25. Subject as hereinafter provided, every member shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question at any General Meeting.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid.

Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

### **COUNCIL OF MANAGEMENT**

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 6 and not more than 30.
29. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to the Act.
30. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded.
31. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.

### **POWERS OF THE COUNCIL**

32. The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by the Act or by the Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to the Articles, to the provisions of the Act and to such Rules, being not inconsistent with the aforesaid or provisions, as may be prescribed by the Society in General Meeting; but no Rule made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such Rule had not been made.
34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

35. The office of a member of the Council shall be vacated —
- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Society.
  - (D) If by notice in writing to the Society he resigns his office.
  - (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.
  - (F) If he resigns.
  - (G) If he dies.
  - (H) If other members of the Council shall unanimously so resolve.
36. The Society may from time to time in General Meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase.

## **PROCEEDINGS OF THE COUNCIL**

37. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum of which one shall be a member of the Presidential Team. Questions arising at any meeting where a vote is required, shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
38. A member of the Council may, and on the request of a member of the Council, the Client Officer for Services or nominated person shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
39. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

40. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Rulrs of the Society for the time being vested in the Council generally.
41. The Council members may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
42. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
43. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
44. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **ACCOUNTS**

45. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
46. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Society.
47. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Society or any of them shall be open to the inspection of members not being officers of the Society, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.
48. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

## **AUDIT**

49. In accordance with the provisions of the Act once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
50. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

## NOTICES

51. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at the registered address as appearing in the register of members, or by electronic transfer.
52. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, or who has provided an electronic address, shall be entitled to receive notices from the Society.
53. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter. Electronic transfers shall be deemed to be received within two hours of their being made.

## DISSOLUTION

54. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be transferred either to some other institution (whether or not a member of the Society) having objects similar to the objects of the Society, or to some institution (whether or not a member of the Society) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Society at or before the time of dissolution.