



**Company Limited by Guarantee Registered in England and Wales
(Number: 2806910)**

**Registered Charity in England and Wales (Number: 1112775)
and in Scotland (Number: SC039239)**

**Governing Document
of
Workers' Educational Association**

**Memorandum and Articles of Association
and
Regulations**

Updated March 2009

**Approved by the WEA National Conference in 2005 and amended
by the Trustees acting as company members in 2005, 2006, 2007 and 2008**

Governing Document of Workers' Educational Association

Contents:

Memorandum and Articles of Association	- page 5
Regulations	- page 32
English Regional and Scottish Offices contact information	- page 58

Note on the text:

Paragraphs marked with a vertical line in the margin contain changes from the previous version of this document.

Edition: March 2009

Amendments made to the Governing Document by the Trustees 2007 to 2009

The following amendments made by special resolutions (for the Memorandum & Articles of Association) or ordinary resolutions (for the Regulations) of the Board of Trustees, on the advice of the Association Committee, took effect between May 2007 and March 2009. The revised wording of the Governing Document is now on the WEA website and this edition is being published and distributed in readiness for the Association Conference 2009.

1. **Article 22.2** [10/03/09] has been corrected to state “**of** three years” and states: “One individual from among the English Regional Representatives and the Scottish Representative who are Trustees shall retire annually on such dates as the Trustees may determine. The first four Trustees appointed from the English Regional Representatives and the Scottish Representatives nominated by the Association Committee shall be allocated various terms of office from one to four years on appointment by the Trustees and a term of office of three years or less so allocated shall not count towards the maximum number of terms that such a Trustee may serve in any office. Thereafter all Trustees who are English Regional Representatives or Scottish Representatives shall be appointed for four-year terms. The Trustee to retire each year shall be the individual who has been longest in office since his or her last appointment but, as between individuals who become or were last appointed Trustees on the same day, the individual to retire shall (unless they agree among themselves) be decided by lot;”
2. In conjunction with the appointment of three new governance committees at Association level aligned to the roles of the three Strategic Directors under WEA’s reshaping policy and involving all Association Committee members and Trustees, both **Article 77** and **Regulation 3.8** have been amended to permit the Association Committee to meet only twice a year, compared with the previous minimum of four times [10/03/09].
3. Minor amendments have been made to **Article 24** [2/05/07], and to **Articles 82, 83.2 and 83.5** and **Regulations 4.15, 4.18, 4.21, 4.22 & 4.23**, and **all** references to a Regional ‘Secretary’ now read ‘Director’.
4. **Article 22.1** [9/07/08] now explicitly requires an Association Officer to retire as both Association Officer and Trustee on the close of the Conference at which a successor is elected; thereafter the new Association Officer’s appointment as a Trustee will be considered by the Trustees as soon as practicable.
5. Revised **Article 74.3** widens the scope of Association Committee's power to make up to five co-options [2/05/07]. **New Regulations 4.38A, 4.38B & 4.38C** provide for the Association Committee to break any tie on an election ballot at Conference [3/10/07].

6. **New Regulation 2.10** strengthens the provision for affiliations of sympathetic external bodies at local level [2/05/07].
7. A statement by Trustees, on actions taken in response to Conference resolutions, is required to be distributed in advance of the next Conference, and meanwhile Association Committee members must report to Regions on progress. Meaningful progress at Association Committee's only meeting within the period formerly specified in **Regulation 4.7** is impracticable, so this formal obligation has been deleted, leaving the others [see Regulations 4.17, 5.7, & 5.17] in place [2/05/07].
8. **Regulation 4.15** now requires that voting delegates at Conference should be WEA Members and that this must be certified when their appointment is notified; related **Regulation 4.2** now enables one delegate to represent two English Branches [2/05/07].
9. **Regulation 4.23** now ensures that Branches and other local committees which have not nominated delegates receive the final Conference information. If no Branch or Local Association delegate will be present to move its Conference item, **Regulation 4.28** now permits Standing Orders Committee to allow another delegate to do so. Under **Regulation 4.34** a wider range of questions may be asked [2/05/07].
10. **Regulation 5.7** now requires each Regional Statement of Representation [SOR] to ensure the democratic representation of WEA Members who are not attached to Branches, and **Regulation 5.25** now permits SOR's to make separate provision for other recognised voluntary structures or groups, which could include Scottish Branches [2/05/07].
11. A rewrite of **Regulations 5.27 & 5.28** extended voting rights at all English Branch Annual General Meetings to all learners irrespective of WEA Membership [2/05/07]. These rules are now further amended, to provide that the three basic Branch officerships shall be held by three individuals [although in smaller Branches only two are permissible], and the definition of learners so enfranchised was clarified. Such an extension of learner voting rights at Local Association AGMs is exercisable only by an amendment to the WEA Scotland Statement of Representation.
12. **New Regulation 5.49** has established a uniform process, for the winding up of a Branch or Local Association should this ever be deemed necessary without its consent, guaranteeing the opportunity for the effected committee to present its case to the Regional or Scottish Committee prior to any such recommendation being made to the Trustees [2/05/07].

Company Limited by Guarantee No: 2806910

**Registered Charity in England and Wales (Number: 1112775)
and in Scotland (Number: SC039239)**

The Companies Acts 1985, 1989 and 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum
and
Articles of Association
of
Workers' Educational Association**

**Bates Wells & Braithwaite
2-6 Cannon Street
London EC4M 6YH**

**Approved by the WEA National Conference 2005 and amended by the Trustees
acting as company members on 19 December 2005, 6 March 2006, 2 May 2007, 9 July
2008 and 10 March 2009**

The Companies Acts 1985, 1989 and 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum of Association
of
Workers' Educational Association**

Approved by the WEA National Conference 2005 and amended by the Trustees on
19 December 2005, 6 March 2006, 2 May 2007, 9 July 2008 and 10 March 2009

Name

1. The name of the company is Workers' Educational Association. In this Memorandum and the company's Articles of Association it is called the "Association".

Registered Office

2. The registered office of the Association is situated in England.

Object

3. The object of the Association is to promote adult and general education for the benefit of the community regionally, nationally and internationally based on democratic principles in its organisation and practice, through the participation of its voluntary members. In pursuit of this object, the Association shall have the following aims: -
 - 3.1 stimulating and responding to the demand for liberal education, through the direct provision of courses and other activities;
 - 3.2 relieving poverty and providing for the needs of working class people and of those who are socially, economically or educationally disadvantaged and in particular (but without limitation) by providing education and teaching skills for employment, voluntary work and social inclusion (defined as promoting equality, diversity, multi-cultural awareness, human rights as set out in the Universal Declaration of Human Rights and subsequent international instruments, participation in civil society including volunteering, self-confidence and self-development among the disadvantaged, literacy, numeracy and vocational education and skills for the unemployed and those at risk of unemployment, all towards supporting the disadvantaged of all ages and enabling improvement in their education standards, levels of social, economic and cultural engagement and general health and well-being);
 - 3.3 providing educational programmes for appropriate organisations concerned with collective educational needs in the community and in the workplace;

- 3.4 generally furthering the advancement of education to the end that all people in England, Scotland and other parts of the world may have full access to the education needed for their complete individual and social development;
- 3.5 promoting the efficiency and effectiveness of charities with similar purposes and the efficient and effective application of resources for such purposes, in particular by promoting and disseminating educational programmes and models of activity, projects or good practice developed or carried out by the Association nationally and internationally in any appropriate form or format, and by the delivery of support services generally to such charities.

Principles

4. In pursuing its object, the Association shall have regard to the following principles:
 - 4.1 the Association shall uphold the principle that full and lifelong access to education is necessary for the development and maintenance of an open and democratic society;
 - 4.2 the Association believes that the individual and social outcomes of good educational processes cannot always be subject to quantitative measurements;
 - 4.3 the Association believes that democratic voluntary participation in the design and delivery of educational programmes strengthens the effectiveness and enhances the quality of these programmes;
 - 4.4 the Association shall oppose discrimination in matters of gender, sexual orientation, race, faith, age and disability, and shall operate within an equal opportunities policy framework for the delivery of its education, for its employment practices, and for the organisation of its voluntary membership. It shall be non-party in politics;
 - 4.5 the Association is committed to promoting and developing international awareness and co-operation in the educational process as a means of advancing human rights, sustainable development and civil society.

Powers

5. To further its object the Association may:
 - 5.1 seek to stimulate the interest of the public in education;
 - 5.2 promote the aims and activities of the Association in England, Scotland and internationally both alone and in collaboration with other appropriate bodies;
 - 5.3 seek to ensure that the public and policy makers are well informed on educational matters, with particular regard to the development of wider opportunities in adult and general education, especially for socially and educationally disadvantaged people;

- 5.4 promote the educational activities of those organisations established to serve the needs of the public;
- 5.5 provide educational courses and activities and the teaching of skills both alone and in collaboration with other appropriate bodies;
- 5.6 provide and assist in the provision of money grants, materials or other help;
- 5.7 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 5.8 publish and disseminate in any medium books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter;
- 5.9 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 5.10 provide or procure the provision of counselling and guidance;
- 5.11 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
- 5.12 acquire any real or personal property and any rights or privileges and construct and maintain, alter and equip any building;
- 5.13 subject to any consent required by law dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit;
- 5.14 subject to any consent required by law borrow or raise and secure the payment of money;
- 5.15 invest the Association's money not immediately required for its object in or upon any investments, securities, or property;
- 5.16 delegate the management of investments to a financial expert provided that:
 - 5.16.1 the financial expert is:
 - (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000 (or any statutory re-enactment or modification of this Act); or
 - (b) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000

(Exemption) Order 2001 (or any statutory re-enactment or modification of this Act);

- 5.16.2 the investment policy is set down in writing for the financial expert by the Trustees;
- 5.16.3 every transaction is reported promptly to the Trustees;
- 5.16.4 the performance of the investments is reviewed regularly by the Trustees;
- 5.16.5 the Trustees are entitled to cancel the delegation arrangement at any time;
- 5.16.6 the investment policy and the delegation arrangements are reviewed at least once a year;
- 5.16.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
- 5.16.8 the financial expert may not do anything outside the powers of the Trustees;
- 5.17 arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales or in Scotland where appropriate) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.18 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.19 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 5.20 subject to clause 5.21 raise funds by way of subscription, donation or otherwise;
- 5.21 trade in the course of carrying out the object of the Association and carry on any other trade which is not expected to give rise to taxable profits;
- 5.22 incorporate subsidiary companies to carry on any trade;
- 5.23 subject to clause 6 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 5.24 co-operate with, form partnerships with, establish and support or aid in the establishment and support of other charitable organisations or bodies having objects wholly or in part similar to those of the Association and subscribe, lend or guarantee money or property for charitable purposes;
- 5.25 undertake and execute charitable trusts;
- 5.26 amalgamate with any other charity having objects wholly or in part similar to those of the Association;

- 5.27 acquire or undertake all or any of the property, liabilities and engagements of charities with which the Association may co-operate or federate;
- 5.28 pay out of the funds of the Association the costs of forming and registering the Association;
- 5.29 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Association; and
- 5.30 do all such other lawful things as shall further the Association's object.

Limitation on private benefits

- 6. The income and property of the Association shall be applied solely towards the promotion of its object and (except as provided below) no part may be paid or transferred directly or indirectly by way of benefit to the members of the Association and no Trustee may receive any remuneration or other benefit in money or money's worth from the Association. This shall not prevent any payment in good faith by the Association of:
 - 6.1 any payments made to any beneficiary of the Association (including a member);
 - 6.2 reasonable and proper remuneration to any person (not being a Trustee) for any services rendered to the Association;
 - 6.3 interest on money lent by any person at a reasonable and proper rate;
 - 6.4 any reasonable and proper rent for premises let by any person;
 - 6.5 fees, remuneration or other benefits in money or money's worth to a company of which a Trustee or a member of his or her immediate family holds less than one per cent of the capital;
 - 6.6 reasonable and proper out-of-pocket expenses of Trustees;
 - 6.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 5.29 of this Memorandum;
 - 6.8 the proper professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Association or of the Trustees benefit under this provision and provided that any such member or Trustee

shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion.

Limited liability

7. The liability of the Company Members is limited.
- 7.1 Every Company Member undertakes to contribute a sum not exceeding £1 to the assets of the Association if it is wound up during his or her membership or within one year afterwards: -
- 7.2 for payment of the debts and liabilities of the Association contracted before he or she ceased to be a Company Member;
- 7.3 for the costs, charges and expenses of winding up;
- 7.4 for the adjustment of the rights of the contributories among themselves.

Winding up

8. If any property remains after the Association has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the Company Members, but must be given to some other charitable institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the Trustees.

Definitions

9. Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Association unless the context otherwise requires.

Entrenchment of Democratic Principles

10. The Association is formed with the intention that it shall be the successor to the Unincorporated Association pursuant to the Transfer and shall in general act in accordance with the democratic principles of the Unincorporated Association. To that end, except where in the opinion of the Trustees amendment is required to ensure compliance with any legal requirement or any recommendation made by a statutory regulator, any amendment of this Memorandum or the Articles requires a special resolution (75% majority of the Trustees / Company Members) or written resolution of the Company Members (signed by all Trustees / Company Members) and, in addition, shall require approval by either, at the discretion of the Trustees, the Association Committee, a simple majority resolution at an Association Conference or a Ballot of Association Members.

The Companies Acts 1985, 1989 and 2006

Company Limited by Guarantee and Not Having a Share Capital

Articles of Association
of
Workers' Educational Association

Approved by the WEA National Conference 2005 and amended by the Trustees on 19 December 2005, 6 March 2006, 2 May 2007, 9 July 2008 and 10 March 2009

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:-

Term	Meaning
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "address"	in relation to electronic communications includes any number or address used for the purpose of such communication
1.3 "Affiliated Organisation"	an organisation admitted to such status in accordance with Articles 8 to 13
1.4 "Articles"	these Articles of Association of the Association which for the purposes of section 31(2) of the Further and Higher Education Act 1992 shall be the instrument of government (Articles 3 to 31 inclusive) and the articles of government (Articles 32 to 89 inclusive) of the Association
1.5 "Association"	the Workers' Educational Association in England and Scotland
1.6 "Association Committee"	the committee established in accordance with Articles 74 to 80
1.7 "Association Conference"	a conference of the Association held in accordance with Articles 81 to 84

1.8	“Association Member”	an associate member of the Association admitted in accordance with Articles 4 to 7 including the authorised representatives of Affiliated Organisations
1.9	“Association Officers”	the President, two Deputy Presidents and Treasurer appointed in accordance with Articles 23 to 29
1.10	“Ballot”	a ballot of the Association Members conducted in accordance with Regulations
1.11	“Branch in England”	a local WEA branch established in England in accordance with Regulations
1.12	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.13	“Company Member”	a member of the Association for the purposes of the Act comprising solely the Trustees in accordance with Article 3
1.14	“Company Secretary”	the company secretary (including any deputy or alternate company secretary) of the Association
1.15	“Co-opted Trustee”	a Trustee appointed under Article 14.3
1.16	“electronic communications”	has the meaning ascribed to it in the Electronic Communications Act 2000
1.17	“electronic signature”	has the meaning ascribed to it in the Electronic Communications Act 2000
1.18	“in writing”	means written, printed or transmitted writing including by electronic communication
1.19	“Local Association in Scotland”	a local WEA association established in Scotland in accordance with Regulations
1.20	“LSC Trustee”	a Trustee appointed by the Learning and Skills Council for England under Article 14.4
1.21	“Memorandum”	the Memorandum of Association of the Association
1.22	“English Region”	a region in England designated by the Trustees and in respect of which an English Regional

	Committee is established
1.23 “English Regional Committee”	a committee of an English Region appointed in accordance with Article 85
1.24 “English Regional Representative”	the representative of an English Region elected to the Association Committee in accordance with Article 74
1.25 “Regulations”	regulations of the Trustees made or amended in accordance with Article 36
1.26 “Reserved Matters”	the matters so defined in Article 36
1.27 “Scottish Committee”	the Scottish Committee appointed in accordance with Article 85
1.28 “Scottish Representative”	a representative of WEA Scotland elected to the Association Committee in accordance with Article 74
1.29 “Transfer”	the transfer from the Unincorporated Association of its assets and liabilities to the Association including the appointment of the Association as trustee of the permanent endowment property of the Unincorporated Association
1.30 “Trustee and Trustees”	the director and directors as defined in the Act and appointed in accordance with Articles 14 to 31
1.31 “Unincorporated Association”	the unincorporated Workers’ Educational Association registered as charity number 314001
1.32 “WEA Scotland”	the Association in Scotland

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

Company Members

3. The Trustees from time to time shall be the only Company Members. Company membership shall not be transferable and shall cease on death. A Company Member shall cease to be a Company Member if he or she ceases to be a Trustee.

Association Members

4. Association Members shall be those people who are admitted to Association Membership in accordance with Regulations.
5. Association membership shall not be transferable and shall cease:
 - 5.1 on death; or
 - 5.2 when terminated in accordance with Regulations.
6. Unless appointed as a Trustee, an Association Member shall not be a Company Member and shall have such rights and duties as may from time to time be specified by Regulations.
7. The Trustees may, in accordance with Regulations, suspend any Associate Member.

Affiliated Organisations

8. The Trustees may, in accordance with Regulations, admit as an Affiliated Organisation any appropriate body, whether corporate or unincorporated, that commits to further the work of the Association.
9. Every Affiliated Organisation shall appoint (and may by notice to the Company Secretary at any time replace) an authorised representative who shall represent the Affiliated Organisation in all matters concerning the Association and may be co-opted onto the Association Committee.
10. The Trustees may require any Affiliated Organisation to appoint or replace its authorised representative and, if it fails to do so within sixty days of a notice from the Trustees then it shall cease to be an Affiliated Organisation.
11. The status of Affiliated Organisation shall not be transferable and shall cease:
 - 11.1 on its winding up or dissolution; or
 - 11.2 when terminated in accordance with Regulations.
12. Affiliated Organisations shall have such rights and duties as may from time to time be specified by Regulations.
13. The Trustees may, in accordance with Regulations, suspend any Affiliated Organisation.

The Board of Trustees

Composition of the Board of Trustees

14. As soon as practicable following the election of English Regional Representatives and Scottish Representatives to the Association Committee and the receipt of nominations by the Association Committee the first Trustees comprising the four Association Officers elected at the National Conference held on 15-16 October

2005 shall meet to appoint one Scottish Representative and three English Regional Representatives in accordance with Article 14.2. The board of Trustees comprising the Association Officers and the English Regional Representatives and the Scottish Representative shall then appoint the first four Co-opted Trustees in accordance with Article 14.3 as soon as practicable. Thereafter, unless otherwise decided by resolution of the Trustees and the approval of either (at the Trustees' discretion) the Association Committee, an Association Conference or a Ballot, the board of Trustees when complete shall comprise:

- 14.1 the four Association Officers elected at the Association Conference and appointed by the Trustees or in the case of vacated posts nominated by the Association Committee and appointed by the Trustees;
 - 14.2 one individual from among the Scottish Representatives and three individuals from among the English Regional Representatives nominated by the Association Committee and appointed by the Trustees;
 - 14.3 four Co-opted Trustees appointed by the Trustees. Co-opted Trustees may serve for such periods as are specified in the resolutions appointing them but may not serve for more than eight consecutive years; and
 - 14.4 up to two trustees who may be appointed by the Learning and Skills Council for England under Section 11 of the Learning and Skills Act 2000.
15. Any term of office served before the date of the of adoption of these Articles shall not count as a term of office for the purposes of establishing the maximum number of terms of office that a Trustee may serve, nor for calculating the period for which a Trustee has held office.

Appointment Formalities for Trustees

16. Before his or her election by the Association Conference, nomination by the Association Committee, co-option by the Trustees every proposed Trustee (except an LSC Trustee) shall:
 - 16.1 sign and deliver to the Company Secretary a declaration (in a form approved by the Trustees) of his or her acceptance of the responsibilities set out in Article 32 and his or her commitment to abide by any code of conduct adopted from time to time by the Trustees; and
 - 16.2 provide to the Company Secretary such information as is required to be included in the Association's register of Trustees and in the register of Trustees' interests kept in accordance with Article 67.2.
17. With the exception of any LSC Trustees, every proposed Trustee, whether elected, nominated or proposed for co-option, shall submit himself or herself for interview by the Trustees. The Trustees shall then in their absolute discretion appoint or decline to appoint the proposed Trustee and their decision shall be final. The Company Secretary shall ensure that meetings of the Trustees for the purpose of appointing proposed Trustees shall take place as soon as practicable after the

election or nomination of the candidates. If an individual nominated by the Association Committee in accordance with Article 14 is not appointed by the Trustees, the Company Secretary shall inform the Association Committee which may then make another nomination. If an individual elected to be an Association Officer is not appointed by the Trustees, the provisions of Article 21 shall apply.

Qualification, disqualification, removal and voluntary retirement of Trustees

18. No person may be appointed as a Trustee:
 - 18.1 unless he or she has attained the age of 18 years;
 - 18.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles; or
 - 18.3 with the exception of any LSC Trustee, unless he or she has signed the declaration required by Article 16.
19. The office of a Trustee shall be vacated if:-
 - 19.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee;
 - 19.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 19.3 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 19.4 he or she resigns by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - 19.5 he or she fails to attend three consecutive meetings of the Trustees or annual training on legal and regulatory responsibilities and codes of conduct for charity Trustees without having given good reason and the Trustees resolve that he or she be removed for this reason;
 - 19.6 he or she fails to declare all information required for the Association's register of Trustees and register of Trustees' interests or to declare any other information which gives rise to a conflict of interest or loyalty or prejudices the independence or any decision of the Trustees and the Trustees resolve that he or she be removed for this reason; or
 - 19.7 at a meeting of the Trustees, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the board of Trustees.
20. An Association Officer and (except in the case of resignation) an English Regional

Representative or Scottish Representative who ceases to be a Trustee under the provisions of Article 19 shall cease to be an Association Officer, English Regional Representative or Scottish Representative (as the case may be).

21. As soon as practicable after any vacancy arises among the Association Officers or the English Regional Representatives or Scottish Representatives who are Trustees, the Association Committee shall nominate another individual to fill the vacancy. The Association Committee may make such nomination at any time after such a Trustee gives notice of his or her intention to retire. Every nominee shall be subject to appointment by the Trustees in accordance with Articles 16 and 17. Any person appointed to fill a vacancy among the Association Officers shall serve only until the next Association Conference, when he or she may stand for election for the vacated post in accordance with Article 25. A person appointed to fill the vacancy of an English Regional Representative must be an English Regional Representative and a person appointed to fill the vacancy of a Scottish Representative must be a Scottish Representative. An English Regional Representative or a Scottish Representative shall serve for such period as the person whose office was vacated would have served and may then be re-nominated. A term of office served in this way shall not count towards the maximum number of successive terms that an individual may serve in any capacity.

Principle of retirement of Trustees by rotation

22. It is intended that the Trustees establish as soon as practicable the principle that all Trustees other than LSC Trustees, however appointed, serve terms of four years and retire by rotation in order to avoid large scale changes to the board of Trustees in any single year. To that end it is intended that:
 - 22.1 while Association Conferences are held biennially, two Association Officers elected by the Association Conference four years earlier and any other Association Officer nominated or elected to a vacancy under Articles 21 or 25 shall retire as Association Officers at the formal closure of each Association Conference in accordance with Articles 23 to 29; unless newly elected as an Association Officer, the retiring Officer shall also retire as a Trustee. Retiring Officers shall take all steps necessary forthwith to hand over their responsibilities to their successors. If the Trustees call Association Conferences annually they shall vary the dates of retirement to procure that one full-term Association Officer plus any Officers filling casual vacancies shall retire at each Association Conference and they may determine the order in which such Association Officers are to retire;
 - 22.2 one individual from among the English Regional Representatives and the Scottish Representative who are Trustees shall retire annually on such dates as the Trustees may determine. The first four Trustees appointed from the English Regional Representatives and the Scottish Representatives nominated by the Association Committee shall be allocated various terms of office from one to four years on appointment by the Trustees and a term of office of three years or less so allocated shall not count towards the maximum number of terms that such a Trustee may serve in any office. Thereafter all Trustees who are English Regional Representatives or Scottish Representatives shall be appointed for four-year terms.

The Trustee to retire each year shall be the individual who has been longest in office since his or her last appointment but, as between individuals who become or were last appointed Trustees on the same day, the individual to retire shall (unless they agree among themselves) be decided by lot;

- 22.3 the terms of office of Co-opted Trustees be set in order that they retire on a similar rotational basis.

Association Officers as Trustees

23. The first Association Officers were elected at the final National Conference of the Unincorporated Association held on 14-16 October 2005 when the President and one Deputy President (the President Cycle Deputy President) were elected for a two year term and the Treasurer and the other Deputy President (the Treasurer Cycle Deputy President) were elected for a four year term. The first two year term of the President and the President Cycle Deputy President shall not count towards the maximum number of terms that the individuals who are elected to those posts may serve in any office.
24. While Association Conferences are held biennially, at the first Association Conference (scheduled to be held in 2007) and at each alternate Association Conference thereafter the President and the President Cycle Deputy President shall retire. At the second Association Conference and at each alternate Association Conference thereafter the Treasurer and the Treasurer Cycle Deputy President shall retire. Association Officers shall be elected for four year terms.
25. If there is any vacancy in the post of an Association Officer (including a vacancy arising from the Trustees deciding not to appoint an elected person), that vacancy may be filled in accordance with Article 21. Any person elected at a subsequent Association Conference to fill a vacated Association Officer post shall (if appointed by the Trustees) serve for such period as the person whose office was vacated (or who was not appointed) would have been entitled to serve and may then stand for re-election. Unless the Trustees decide otherwise, a period of office served in accordance with this Article shall not count towards the maximum number of terms that an individual may serve in any capacity.
26. Association Officers wishing to serve for a successive term, must stand for re-election. No Association Officer may serve more than two successive terms in any office but may serve for successive terms in other offices provided that no Association Officer may serve for more than four successive terms overall. A term served as a Trustee but not as an Association Officer successive to any term served as an Association Officer shall not count towards the maximum four successive terms.
27. If the Trustees call Association Conferences annually they may vary the dates of retirement of the Association Officers and determine the order in which Association Officers are to retire in accordance with Article 22.1.
28. For the avoidance of doubt, the provisions of Articles 16, 17, 23 and 24 shall apply to Association Officers as to all other Trustees.

29. Every Association Officer shall automatically cease to hold any office in or membership of any English Regional Committee, the Scottish Committee, any Branch in England or Local Association in Scotland 60 days after his or her appointment to the board of Trustees.

English Regional Representatives and Scottish Representatives as Trustees

30. An English Regional Representative who is a Trustee but who ceases to be an English Regional Representative or Scottish Representative during his or her term of office as a Trustee may nevertheless remain a Trustee for his or her full term.
31. A Trustee who retires in accordance with Article 22.2 may be re-appointed provided that:
 - 31.1 he or she is at the date of re-appointment a Scottish Representative or an English Regional Representative; and
 - 31.2 (other than service as an Association Officer) he or she may not serve as a Trustee for more than two terms of office.

Responsibilities of the Trustees

32. Without limiting their responsibilities under the general law, the responsibilities of the Trustees shall be:
 - 32.1 to act reasonably and prudently at all times in exercising their functions and duties under these Articles;
 - 32.2 to act at all times within the object and powers set out in the Memorandum and within the powers given to the Trustees under these Articles;
 - 32.3 to act at all times diligently in the best interests of the Association and not to seek to represent the interests of any constituency including any nation or English Region over any other nation or English Region.

Powers of Trustees

33. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Association shall be managed by the Trustees who may exercise all the powers of the Association. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
34. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may act only for the purpose of increasing the number of Trustees or calling an Association Conference.
35. All acts done by a person acting as a Trustee shall, even if afterwards it is discovered that there was a defect in his or her appointment or that he or she was

disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

Regulations made by the Trustees

36. The Trustees shall have power from time to time to make, repeal or alter Regulations as to the management of the Association, its meetings and its affairs, as to the duties of any officers or employees of the Association, as to the resolution of disputes, as to the conduct of business by the Trustees or any committee and as to all other matters within the powers or under the control of the Trustees provided that such Regulations shall not be inconsistent with the Act, the Memorandum or the Articles and provided that any Regulation or alteration or repeal of a Regulation concerning any of the following Reserved Matters shall not take effect until approved by, at the discretion of the Trustees, a simple majority resolution at a meeting of the Association Committee or at an Association Conference or by a Ballot of the Association Members. The Reserved Matters are Regulations affecting:
- 36.1 the admission of Association Members, the suspension and termination of their Association Membership and the establishment or alteration of their rights;
 - 36.2 the admission of Affiliated Organisations, the suspension and termination of the status of Affiliated Organisations and the establishment or alteration of their rights including provision for affiliation to any delegated committee;
 - 36.3 the convening and holding of Association Conferences and the election of Association Officers;
 - 36.4 the retirement, re-election and re-appointment of Trustees (including Association Officers);
 - 36.5 the purposes of Association Conferences;
 - 36.6 the holding of Ballots of Association Members;
 - 36.7 the establishment, alteration or abolition of English Regional Committees and the Scottish Committee, including their functions and duties, and changes to the names and boundaries of English Regions and WEA Scotland; and
 - 36.8 the meetings and proceedings of the Association Committee.

Delegation of Trustees' powers

37. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
38. The Trustees may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Association to any person or committee in accordance with the conditions set out in these Articles.

Delegations by the Trustees to committees

39. In the case of delegation of powers to committees:
 - 39.1 the resolution making that delegation shall determine the composition of such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 39.2 the composition of any such committee shall be entirely at the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 39.3 the deliberations of any such committee and any resolution passed or decision taken by any such committee shall be minuted and copies of the minutes shall be made available on request to the Trustees, any statutory regulator and, in the case of Branches in England and Local Associations in Scotland, to the host English Region or WEA Scotland;
 - 39.4 all delegations under this Article shall be revocable at any time;
 - 39.5 the Trustees may make such Regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit;
 - 39.6 no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Trustees;
 - 39.7 a member of a delegated committee including any officer serving on English Regional or Branch Committees, or on the Scottish Committee, or Local Association Committees but not on the board of Trustees or the Association Committee or sub-committees or working groups of the board of Trustees or the Association Committee may receive a strictly limited payment as a part-time member of staff providing that this payment does not exceed any level set by the Trustees from time to time and all such payments are declared and any conflict of interest thereof for any committee business is carefully managed and minuted; and
 - 39.8 the Trustees may, in accordance with Regulations, suspend any committee member who is not in formal Association membership and delegate this power of suspension to the Association Committee for all such committee members and to English Regional Committees and the Scottish Committee for all such committee members within their respective geographical boundaries.
40. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
41. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any Regulations.

Delegations by the Trustees of day to day management powers

42. In the case of delegation of the day to day management of the Association to a General Secretary (chief executive) or other manager or managers:
 - 42.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 42.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 42.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts sufficient to explain the financial position of the Association.
 - 42.4 in exceptional circumstances either the General Secretary and any one Trustee or any two Trustees can act together on behalf of the Trustees to protect the assets, viability and reputation of the Association providing that all such actions are reported to the Board of Trustees within 24 hours.

Meetings of the Trustees and Company Members

Trustee meetings

43. Any two or more Trustees may call a Trustee meeting.
44. Trustee meetings shall not be annual general meetings or extraordinary general meetings unless so specified and called as such in accordance with these Articles and the Act.

Annual general meetings of the Company Members

45. Unless an elective resolution has been passed dispensing with the need to hold an annual general meeting (and subject to the provisions of the Act), the Association shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

Extraordinary general meetings of the Company Members

46. Any two Trustees may (and the Company Secretary shall at the request of two Trustees) call an extraordinary general meeting at any time.

Length of notice for meetings of Trustees and Company Members

47. An annual general meeting and a general meeting called to pass a special or elective resolution shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice unless the Act requires a longer notice period.

48. A Trustee meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice.
49. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
50. A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it.

Contents of notice for meetings of Trustees and Company Members

51. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Trustee, extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special or extraordinary resolution is to be proposed at an annual general meeting or an extraordinary general meeting, the notice shall include the proposed resolution and specify that it is proposed as a special or extraordinary resolution.

Service of notice for meetings of Trustees and Company Members

52. Notice of meetings shall be given to each person entitled to vote at the meeting and in the case of extraordinary general meetings and annual general meetings notice shall also be given to any patrons and the auditors of the Association.

Quorum at meetings of Trustees and Company Members

53. No business shall be transacted at any meeting unless a quorum is present. Unless otherwise established by Regulations, a quorum shall be six people present and entitled to vote and among whom Association Officers and Co-opted Trustees comprise a majority. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as those who are present and entitled to vote may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair and deputy chair of the board of Trustees

54. The Trustees may appoint two of their number to be chair and deputy chair of the board of Trustees and Company Members. If present and willing, the chair shall preside as chair of every meeting of the Trustees. If he or she is not present or willing then the deputy chair shall preside and if he or she is not willing, the Trustees present shall appoint one of their number to chair the meeting.

Adjournment of meetings of the Trustees and Company Members

55. The chair of any meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

Voting at meetings of the Trustees and Company Members

56. Every person present and entitled to vote shall have one vote. A resolution put to the vote of a meeting shall be decided on a show of hands.
57. A declaration by the chair 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
58. Except where otherwise required by the Act or specified by Regulations, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

Irregularities concerning meetings of the Trustees and Company Members

59. The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.
60. 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 chair of the meeting whose decision shall be final and binding.

Conflicts of interest and loyalty among Trustees

61. Whenever a person has a personal interest in a matter to be discussed at a meeting of the Trustees or Company Members, and whenever a person has an interest in another organisation or a constituency whose interests are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a meeting, he or she must:
 - 61.1 declare an interest before discussion begins on the matter;
 - 61.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 61.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 61.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Written resolutions of the Trustees and Company Members

62. A resolution in writing signed (including by way of electronic signature) by each person who would have been entitled to vote upon it if it had been proposed at a meeting at which he or she was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

Virtual meetings of the Trustees and Company Members

63. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Company Secretary

64. The Company Secretary (including any deputy or alternate company secretary) shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

Minutes

65. The Trustees shall cause minutes to be made in books kept for the purpose:-
- 65.1 of all appointments of officers made by the Trustees; and
- 65.2 of all proceedings at meetings of the Association and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Association, be sufficient evidence of the proceedings.

Records and accounts

66. The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- 66.1 annual reports;
- 66.2 annual returns;
- 66.3 annual statements of account.
67. The Trustees shall procure that proper registers are kept of:

- 67.1 the details required by the Act to be entered in respect of Trustees;
- 67.2 details of Trustees' interests in such form as the Trustees shall prescribe;
- 67.3 the names and addresses of the members of the Association Committee;
- 67.4 the names and addresses of the Association Members and whether they are affiliated with any English Regions, WEA Scotland, Branches in England, Local Associations in Scotland or Affiliated Organisations; and
- 67.5 the names and addresses of the Affiliated Organisations and their authorised representatives.

Notices

- 68. Any notice to be given to or by any person pursuant to the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.
- 69. The Association may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to the recipient at his or her address specified in the records kept by the Trustees or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.
- 70. A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 71. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity to Trustees

- 72. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Association shall be indemnified out of the assets of the Association:
 - 72.1 against all costs charges expenses or liabilities incurred by him or her:
 - (a) in defending any civil or criminal proceedings in which judgment is not given against him or her or in which he or she is not convicted; and
 - (b) in connection with any application in which the court does not refuse to grant him or her relief from liability

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Association; and

- 72.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to the Association.

Trustees' Indemnity Insurance

73. The Trustees shall have power to resolve pursuant to clause 5 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Association Committee

74. The Association Committee shall be formed as soon as practicable after the date of adoption of these Articles and its first members shall comprise the first Association Officers and the English Regional Representatives and the two Scottish Representatives elected to the National Executive Committee of the Unincorporated Association in accordance with its Constitution. Thereafter the Association Committee when complete shall comprise:

74.1 the four Association Officers;

74.2 the English Regional Representatives and two Scottish Representatives elected either in accordance with the Constitution of the Unincorporated Association up to 30 November 2006 or annually in accordance with Regulations; and

74.3 up to five further individuals co-opted by the members of the Association Committee.

75. Every Trustee who has ceased during his or her term of office as a Trustee to be an English Regional Representative or Scottish Representative shall be entitled to attend and speak but not vote at every meeting of the Association Committee while he or she remains a Trustee.

76. The functions of the Association Committee shall be:

76.1 to represent all Association Members between Association Conferences;

76.2 to nominate three English Regional Representatives and one Scottish Representative to be Trustees and to nominate replacement Trustees for posts vacated by English Regional Representatives, Scottish Representatives and Association Officers;

76.3 to consider the views and representations made at the Association Conference and from time to time made by delegated committees in Regions in England and/or in Scotland and/or by Affiliated Organisations and/or by Association Members and make recommendations to the Trustees on policy and strategy.

77. The Association Committee shall meet at least twice per year.

78. Any two Association Officers or six Regional or Scottish Representatives may call

an Association Committee meeting.

79. The Trustees may by Regulations prescribe the methods of calling and holding and the proceedings at Association Committee meetings but so far as not prescribed such meetings shall be governed by the provisions of these Articles governing Trustee meetings, so far as applicable.
80. The continuing Association Committee members may act despite any vacancies in their number but while there are fewer Association Committee members than required for a quorum the Association Committee members may act only for the purpose of co-opting new Association Committee members.

Association Conference

81. The Trustees may call an Association Conference annually or biennially and they shall (and in default the Association Committee may) call and hold an Association Conference in 2007 and in every subsequent alternate year. Not more than 30 months shall elapse between Association Conferences.
82. At least 60 days' notice of each Association Conference shall be given to the Association Committee, the English Regional Committees, the Scottish Committee, committees of Branches in England and Local Associations in Scotland, nationally Affiliated Organisations, the auditors of the Association and any patrons specifying the place, day and time of the Association Conference. Where practicable, such notice shall also be given (by electronic communication only) to Association Members.
83. The purpose of the Association Conference shall be to:
 - 83.1 elect the Association Officers;
 - 83.2 place before the Association Committee, English Regional Committees, the Scottish Committee, the committees of Branches in England and Local Associations in Scotland, Association Members, nationally Affiliated Organisations and any patrons a report on the actions taken by the Trustees and/or the Association Committee acting on behalf of the Trustees on all motions passed or remitted by the previous Association Conference and any intervening Extraordinary Conference called in accordance with Regulations and any intervening extraordinary general meeting of company members and a review of the activities of the Association since the previous Association Conference;
 - 83.3 debate policy matters;
 - 83.4 consider and vote upon advisory motions put by the Association Committee, English Regional Committees, the Scottish Committee, the committees of Branches in England and Local Associations in Scotland, nationally Affiliated Organisations and any other voluntary structures enfranchised by the Trustees from time to time;
 - 83.5 hear and consider the views of the Association Committee, English Regional Committees, the Scottish Committee, the committees of Branches in England and

Local Associations in Scotland, Association Members and nationally Affiliated Organisations and patrons; and

83.6 such other purposes as may be established by the Trustees.

84. The proceedings and the rights and responsibilities of Association Members and Affiliated Organisations at Association Conferences shall be governed by Regulations.

English Regional Committees, the Scottish Committee, Branches in England and Local Associations in Scotland

85. The Trustees may by Regulations establish English Regional Committees and the Scottish Committee as committees of the Association and may establish Branches in England and Local Associations in Scotland. Such Regulations shall specify or make provision for:

85.1 the English Region in which each English Regional Committee shall operate and the name of that English Region (WEA Scotland shall operate in Scotland with a Scottish Committee);

85.2 the functions and duties delegated to each English Regional Committee and the Scottish Committee;

85.3 the composition of each English Regional Committee and the Scottish Committee (including the chairperson or convenor and treasurer) and the methods by which such composition shall be established;

85.4 the affiliation of Association Members and their rights and responsibilities;

85.5 the affiliation of Branches in England with English Regions and Local Associations in Scotland with WEA Scotland and their composition, areas of operation, rights and responsibilities;

85.6 the arrangements for the convening and holding of meetings and the passing of resolutions;

85.7 the arrangements for recording and reporting their proceedings;

85.8 the preparation of budgets, internal financial controls and reporting on financial matters to the Trustees;

85.9 the preparation and filing of accounts;

85.10 the means by which English Regional Committees, the Scottish Committee, Branches in England and Local Associations in Scotland may be dissolved; and

85.11 such other matters as the Trustees may resolve.

86. The Trustees may by Regulations amend the names and boundaries of any English Region, Branch in England and Local Association in Scotland and amend or dissolve the Regulations applicable to any such body or the Scottish Committee.

Patrons

87. The Trustees may appoint any individuals to be patrons of the Association for such periods as they think fit and at any time remove them from that office.

Winding-up

88. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles.

Amendments

89. The provisions of clause 10 of the Memorandum shall apply in respect of any amendment of these Articles.

Regulations
of
Workers' Educational Association

Approved by the WEA Trustees

Section (1)

General Provisions for Regulations made by the Trustees

1.1 These Regulations for Association Membership and the structures and procedures of the Association Committee, Association Conference, English Regions and Branches and WEA Scotland and Local Associations form an integral part of the WEA Governing Document or Constitution which comprises the Memorandum and Articles of Association together with these and any other Regulations.

1.2 In accordance with Article 36 the Trustees shall have power from time to time to make, repeal or alter Regulations as to the management of the Association, its meetings and its affairs, as to the duties of any officers or employees of the Association, as to the resolution of disputes, as to the conduct of business by the Trustees or any committee and as to all other matters within the powers or under the control of the Trustees provided that such Regulations shall not be inconsistent with the Act, the Memorandum or the Articles of Association and provided that any Regulation or alteration or repeal of a Regulation concerning any of the following Reserved Matters shall not take effect until approved by, at the discretion of the Trustees, a simple majority resolution at an Association Committee or Association Conference or by a Ballot of Association Members.

1.3 The Reserved Matters are Regulations affecting:

- the admission of Association Members, the suspension and termination of their Association Membership and the establishment or alteration of their rights;
- the admission of Affiliated Organisations, the suspension and termination of the status of Affiliated Organisations and the establishment or alteration of their rights;
- the convening and holding of Association Conferences and the election of Association Officers;
- the retirement and re-election or re-appointment of Trustees (including Association Officers);
- the purposes of Association Conferences;
- the holding of Ballots of Association Members;
- the establishment, alteration or abolition of Regional Committees in England and the Scottish Committee, including their functions and duties, and changes to the names and boundaries of Regions and WEA Scotland; and the meetings and proceedings of the Association Committee.

1.4 Words and phrases used in these Regulations and any other Regulations including Financial Regulations have the same meanings as are ascribed to them in the Memorandum and Articles of Association.

Section (2)

Regulations for Association Membership

2.1 In accordance with Articles 4 to 7 Association Membership shall be open to all learners on WEA courses and programmes, authorised representatives of affiliated

organisations and supporters of the Association and its object and activities in England and Scotland.

2.2 All Association Members shall sign the Membership Form and agree to abide by any rules therein or made by the Trustees from time to time including any subscription charge, the decisions and policies of the Trustees including the Volunteer Policy and Code and the democratic decisions of the membership.

2.3 The Trustees shall have the power to suspend or terminate the membership of any Association Member or any committee member and/or learner not formally in membership who fails to abide by the rules of Association Membership or the decisions and policies of the Trustees or who acts in a way that actually or potentially undermines the activities, funding, probity, legal compliance, charity status or reputation of the Association or who commits any act which disqualifies his or her involvement in the governance and management of a charitable company or is otherwise disqualified from such involvement, or for any other sufficient reason. In exceptional circumstances if they consider such action to be necessary in order to protect the assets or interests of the Association, of any member of staff or any Member, committee member, volunteer or learner while an investigation is carried out prior to a hearing, but not as a penalty then on the recommendation of the General Secretary any two Trustees may suspend that person for up to 100 days.

2.4 Whenever disciplinary action is initiated against an Association Member, committee member or learner who is not a Trustee or member of the Association Committee then the Regional Director or Scottish Secretary shall refer it to the relevant English Regional Committee or the Scottish Committee who shall, subject to Regulation 2.7, hold a disciplinary hearing as a whole committee within 100 days of any prior suspension. The person concerned shall have the right to attend this disciplinary hearing with legal, affiliate or personal representation and shall be given at least 30 days notice to prepare their case. The Regional Director or Scottish Secretary together with a voluntary officer of the relevant English Regional or Scottish Committee shall be responsible for carrying out any necessary investigation and the full committee shall meet to hear the case and any evidence, defence or explanation from the suspended member or their legal, affiliate or personal representative and recommend appropriate action to the Trustees including the ending or extension of suspension or the termination of membership of any Association Member or any committee member and/or learner not formally in membership.

2.5 Whenever disciplinary action is initiated against any member of the Association Committee then that Committee shall form and hold a disciplinary sub-committee within 100 days of the disciplinary action or any prior suspension comprising, subject to Regulation 2.7, three members of the Association Committee. One or more members of the Association Committee supported by the General Secretary shall be responsible for carrying out any necessary investigation and the sub-committee shall meet to hear the case and any evidence, defence or explanation from the suspended member or their legal, affiliate or personal representative and recommend appropriate action to the Trustees including the ending or extension of suspension or the termination of membership.

2.6 On being notified in writing of the determination of either an English Regional or Scottish or an Association Committee disciplinary hearing, any Association Member, committee member or learner shall have a right of appeal to an appeals sub-committee of Association Committee by giving written notice to the General Secretary within 21 days of the date of issue of the notification and the General Secretary shall forthwith acknowledge receipt of such notice. This appeals sub-committee shall, subject to Regulation 2.7, comprise two Association Officers and two other members from neutral English Regions or Scotland. The appeals sub-committee shall meet to hear the case and any evidence, defence or explanation from the suspended member or their legal, affiliate or personal representative and recommend appropriate action to the Trustees including the ending or extension of suspension or the termination of membership of any Association Member or any committee member and/or learner not formally in membership.

2.7 No Trustee or member of any delegated Committee involved in instigating or investigating any case which could lead to suspension or termination, or in the determination of any disciplinary hearing, or in any appeal shall be involved at any later hearing or review or final decision on the same case.

2.8 The Trustees shall consider the recommendations from either the disciplinary hearings held by the relevant English Regional or Scottish Committee or by the Association Committee disciplinary sub-committee or the Association Committee appeals sub-committee at the next meeting of the Board of Trustees and shall make the final decision on further suspension or termination of membership or other decision at the discretion of the Trustees without any further right of hearing or appeal.

2.9 Any disciplinary procedures required under the WEA Code of Practice for Learners and the WEA Volunteer Policy and Code agreed by the Trustees from time to time shall be based on the principles and procedures in this section.

2.10 a) Any English Region or WEA Scotland may seek affiliations from appropriate organisations operating within its area. The Regional or Scottish Committee shall be empowered to consider and accept nominations or applications for affiliation, provided that the organisation commits to further the work of the Association in accordance with Article 8 and agrees to abide by the relevant provisions of the Governing Documents. Where the Regional or Scottish Committee is of the opinion that any proposed affiliation should be refused, the case shall be referred to the Association Committee which shall consider it and make a recommendation for final decision by the Trustees.

b) English Branches or Scottish Local Associations may also seek affiliations from appropriate local organisations, these being subject to approval by the parent English Regional or Scottish Committee in accordance with Regulation 5.26. The conditions for acceptance or refusal are the same as those stated above for Regional or WEA Scotland affiliations.

c) Each organisation affiliated to an English Region or Branch or WEA Scotland or a Local Association shall appoint an authorised representative to the Region or Branch or WEA Scotland or Local Association as the case may be who shall represent the affiliated organisation in all matters at that level.

d] Affiliated organisations at English Regional or Branch level or WEA Scotland or Local Association level shall be subject to annual subscription charges set by the Regional or Scottish Committee in accordance with the relevant Statement of Representation.

e] All English Regional and Branch level and WEA Scotland and Local Association level affiliated organisations and their representatives shall be subject to the overall provisions of Articles 8 – 13.

f] Subject to the approval of the English Regional or Scottish Committee, an English Region or Branch or WEA Scotland or a Local Association may affiliate and appoint any delegate or representative to other appropriate organisations and pay the reasonable affiliation fee, provided that such affiliation may be terminated at any time by resolution of the Trustees.

Section (3)

Regulations for the Association Committee

3.1 The membership of the Association Committee and its functions are set out in Articles 74 to 80.

3.2 The Association Committee shall be chaired by the President of the Association, or by another Association Officer where the President is unable to attend or wishes for another officer to chair a particular meeting or part thereof.

3.3 The Chair of the Association Committee shall be responsible for overseeing the conduct of business at each meeting in accordance with the Memorandum and Articles of Association and Regulations and the decisions and policies made from time to time by the Trustees.

3.4 The quorum for all meetings shall be that number of members forming more than 50% of all members entitled to attend with voting rights at any time that include at least two Association Officers. Voting shall be in accordance with Articles 56 to 58 for meetings of Trustees.

3.5 Where Regulations do not prescribe set proceedings the Association Committee shall abide by the provisions of those Articles governing Trustee meetings including Article 61 on managing conflicts of interest and loyalty amongst members. Any Standing Orders adopted by the Association Committee shall be in accordance with the Memorandum and Articles of Association and are subject to approval by the Trustees.

3.6 The Association Committee shall consider the views and representations made at the Association Conference and from time to time made by delegated committees in Regions in England and/or in Scotland and/or by Affiliated Organisations and/or by Association Members and make recommendations to the Trustees on policy and strategy.

3.7 All business of the Association Committee shall be recorded in Minutes and reported promptly to the Trustees. Unless otherwise decided by the Trustees or the

Association Committee in exceptional circumstances, the agreed Minutes shall also be circulated to:

- the Chair of each English Regional Committee and the Convenor of the Scottish Committee;
- The General Secretary, English Regional Directors and the Scottish Association Secretary;
- Corporate Services Directors;
- other individuals or organisations at the discretion of the General Secretary or President; and
- internal and external auditors.

Arrangements for holding Meetings of the Association Committee

3.8 Articles 77 and 78 specify that in addition to at least two meetings to be held each year and other meetings agreed by members any two Association Officers or six Regional or Scottish Representatives can call an Association Committee meeting. The date, time and location of meetings of the Association Committee and its sub-committees and working groups shall be determined by the Committee with due regard paid to the Association's annual planning and reporting cycles and to enable maximum attendance by members.

3.9 A special meeting of the Association Committee may be called in accordance with Article 78, provided that the request shall be in writing, specifying the business requisitioned, and that the agenda shall be confined to the business thus requisitioned.

Members of the Association Committee

3.10 Members of the Association Committee shall remain members for the full duration of their elected term or until they:

- resign in writing to the General Secretary;
- become unable to continue in membership through incapacity or death;
- fail to attend three consecutive Association Committee meetings without good reason;
- are suspended from membership of the Association Committee and their membership then becomes subject to the Regulations in Section 2 for the suspension and termination of membership of the Association.

3.11 All members of the Association Committee shall:

- endeavour to attend all meetings of the Association Committee;
- act in the best interests of the Association at all times;
- when possible commit to play an active role in at least one of the Association Committee's sub-committees or working groups.

3.12 Members representing English Regions and WEA Scotland shall report back regularly on the work of the Trustees and the Association Committee, including the actions being taken in response to resolutions of Association Conferences.

3.13 When one of these members is unable to attend a meeting of the Association Committee, the English Region or Scottish Association may appoint a substitute to attend with the right to speak but not to vote.

3.14 Co-opted members of the Association Committee will usually be expected to contribute specific skills and experience to the Committee. Candidates for co-option may be nominated at any time by the General Secretary or by any existing Association Committee member, and the proposal shall be included on the next appropriate Association Committee agenda. Co-option will be by a simple majority vote. Co-opted members will remain members of the Association Committee until the close of the first Association Committee meeting following the subsequent Association Conference.

Procedures of the Association Committee

3.15 The General Secretary shall service the Association Committee and shall attend all meetings to report on the work of the Association, answer questions and give advice as requested by members but not to vote. Other paid officers of the Association including the English Regional Directors and Scottish Secretaries may attend meetings when invited on the same basis or as required by the Committee.

3.16 The Committee may also invite other members of the Association or guests to attend and speak, including up to two staff representatives other than the English Regional and Scottish Secretaries.

3.17 The agenda and supporting papers for the Association Committee meetings shall be circulated by the General Secretary not less than five working days before the date of the meeting. Where the General Secretary deems it necessary, papers may be circulated at shorter notice, or may be tabled at the meeting with the agreement of the President or Chair. In such instances, the Association Committee may agree to consider the papers, or to defer consideration to a future meeting.

3.18 The agenda and supporting papers shall be prepared by the General Secretary in consultation with the President and other Association Officers with due regard for:

- the Association's annual planning and reporting cycles;
- the need to report on and consider the financial position of the Association;
- policy development needs including advising the Trustees on policies and actions to be taken on motions approved by the Association Conference and advising on the report to the subsequent Association Conference in accordance with Article 83.2;
- the need to report on policy implementation;
- the timetabling requirements of Association Conferences;
- requests from individual Association Committee members for reports and items to be placed on the meeting's agenda;
- motions or requests received from the Association's voluntary structures in England and Scotland.

3.19 The agenda and papers for each Association Committee meeting shall also be circulated to:

- the Chair of each English Regional Committee and the Convenor of the Scottish Committee;
- Regional Directors and the Scottish Association Secretary;
- Corporate Services Directors;
- other individuals or organisations at the discretion of the General Secretary or President.

3.20 Members of the Association Committee and other persons attending any meeting of the Association Committee shall declare any conflict of interest or loyalty concerning any item on the agenda and may be required to retire from the part of the meeting dealing with such an item at the discretion of the President or Acting Chair. The agenda of each meeting of the Association Committee shall reference this requirement.

Expenses

3.21 All members of the Association Committee, guests and individuals eligible to attend Association Committee shall be entitled to claim reasonable expenses as detailed in the Association Committee 's Financial Regulations in relation to expenditure actually incurred in relation to attendance at the Association Committee.

Confidentiality

3.22 Special measures will be undertaken to ensure that confidentiality is not breached where matters of a confidential nature are to be discussed by the Association Committee, or by any sub-Committee thereof, or by any other delegated Committee or sub-committee considering confidential matters, including any investigation prior to a possible disciplinary hearing, any such hearing or any appeal. A confidential minute of any such matters discussed at the Association Committee or an English Regional or the Scottish Committee will be appended to the main Minutes. Confidential discussions will include:

- matters relating to the membership or learner status or position of a named individual or individuals unless the right to confidentiality is waived by the named individuals and this waiver is agreed by the Association Committee;
- matters relating to staffing matters and terms and conditions of employment ruled sensitive by the Chair;
- any other matters which the Chair rules are publicly sensitive or potentially injurious to the Association's public standing or well-being.

Meetings of Regional Chairs and of Regional Treasurers

3.23 The English Regional Chairs and the Scottish Convenor shall meet together three times each year, or in exceptional circumstances more frequently, with two Association Officers (the President taking the chair, or in his absence another Association Officer) to share information and best practice and discuss issues. The General Secretary shall be responsible for organising, attending and servicing these meetings, and other paid officers of Corporate Services together with other Association Members and officers will attend by invitation.

3.24 The English Regional Treasurers and the Scottish Treasurer shall meet together twice yearly, or in exceptional circumstances more frequently, with two Association Officers (the Association Treasurer taking the chair, or in his absence another Association Officer) to share information and best practice and discuss issues. The General Secretary shall be responsible for organising, attending and servicing these meetings, and other paid officers of Corporate Services and/or other Regional or Scottish finance officers together with other Association Members and officers will attend by invitation.

Section (4)

Regulations for the Association Conference

4.1 Arrangements for the Trustees to call Association Conferences and the purpose of the Conference are set out in Articles 34 and 81 to 84.

4.2 The following representatives may attend the Association Conference and each shall have the right to speak and vote:

- each member of the board of Trustees;
- each non-Trustee member of the Association Committee;
- each English Region – three representatives of the voluntary membership;
- each English Branch – one representative of its voluntary membership, being an individual WEA member; it shall however be in order by mutual agreement for one member to be appointed as the representative for one other Branch in the same Region in addition to his/her own, provided that no representative shall have more than one vote;
- the Scottish Association – nine representatives of the voluntary membership;
- each Scottish Local Association – two representatives of the voluntary membership;
- each nationally affiliated member organisation – two representatives; and
- other voluntary structures recognised by the parent English Regional Committee or the Scottish Committee and enfranchised by the Trustees.

4.3 The following staff may attend the Association Conference with the right to speak but not to vote:

- the General Secretary;
- each Corporate Services Director and one other member of Corporate Services staff;
- each English Regional Secretary and the Scottish Association Secretary; and
- one other member of staff from each English Region and two from WEA Scotland.

4.4 The Trustees shall from time to time consult the Association Committee and prepare for each Conference a list of external bodies which shall be entitled to non-voting representation at Conference and the manner of their representation.

4.5 The Trustees or the President may invite guests to attend Conference and may extend to named visitors the right to address Conference.

4.6 The Trustees may arrange additional activities alongside the formal business of Conference to stimulate discussion and promote the work of the Association.

4.7 The General Secretary shall be responsible for preparing minutes of each Conference for approval by the Trustees. These shall be circulated within three months of the end of Conference, to all bodies entitled to voting representation at that Conference.

Extraordinary Association Conferences

4.8 Where deemed necessary the Trustees (and in default the Association Committee) may call an Extraordinary Association Conference to consider a specific agenda, motion or resolution proposed by the Trustees or the Association Committee as the case may be, and shall determine its day, time, duration and venue. In addition, the Trustees shall call an Extraordinary Association Conference in response to any formal resolution originating from any English Regional Committee or the Scottish Committee and endorsed by no fewer than two other English Regional or Scottish Committees or may call such a conference for the purposes of approving changes to the Constitution or Regulations in accordance with Clause 10 of the Memorandum of Association or Article 36.

4.9 All such Extraordinary Association Conferences shall:

- be held in addition to the normal cycle of Association Conferences unless the Trustees decide to call such a Conference as a special session of any Association Conference;
- have the same approval or delegated powers as specified in Clause 10 of the Memorandum of Association or Articles 36 and 83 to 84 for an ordinary Association Conference, except that its business shall be restricted to consideration of the original specific agenda, motion or resolution and any amendments proposed thereto together with any matters raised by the Trustees or Association Committee;
- be conducted on the same representative, voting and procedural basis as an ordinary Association Conference.

4.10 Where an Extraordinary Association Conference is called, the Trustees or the Association Committee as the case may be shall be responsible for the timetable of such a Conference, and may (so far as deemed necessary in the circumstances) vary the pre-Conference timetable (specified in these Regulations for an Association Conference), in consultation with the Standing Orders Committee, provided that the 60 days Preliminary Notice is given in accordance with Article 82.

Arrangements in advance of each Association Conference

4.11 Each Association Conference shall elect a Standing Orders Committee of five who will form the Standing Orders Committee for the next Association Conference and any intervening Extraordinary Association Conference(s). Trustees, members of the Association Committee and any member of staff employed by the Association shall be ineligible for membership of the Standing Orders Committee.

4.12 Whenever a vacancy or vacancies arises on the Standing Orders Committee between Association Conferences or whenever a member of the committee is unable to act for any Conference the Association Committee shall appoint permanent or temporary replacement(s) in consultation with the remaining members of the Committee.

4.13 The General Secretary shall be responsible for providing for the servicing of the Standing Orders Committee.

4.14 The Standing Orders Committee shall be responsible for considering all motions and resolutions proposed and making appropriate recommendations to the Association Conference on such motions and resolutions and the ordering of the formal business of Conference. The Trustees (or in default the Association Committee) shall be responsible for the remaining agenda, programme of additional activities and Conference papers.

4.15 Notice of appointment of representatives by all constituent bodies shall be sent to the Association Office on a form to be provided by the General Secretary, to be received before 5pm on the closing date specified on the form. The completed form shall certify that each representative, other than of a nationally affiliated member organisation, is an individual member of WEA in accordance with Regulation 2.2. Where in accordance with Regulation 4.2 an English Branch is to be represented by the representative of another Branch, the required notice must be given by both Branches. All Branches shall send a copy of their notice of appointment of representative to their parent Regional Committee.

4.16 The Association Conference shall normally be held in the Autumn. The Trustees shall give a Preliminary Notice of each Association Conference to the Association Committee, the English Regional and Scottish Committees, Branch Committees in England and Local Associations in Scotland, any other enfranchised voluntary structure, nationally Affiliated Organisations, the auditors of the Association and any patrons, specifying the place, day and time of the Association Conference. For an Extraordinary Conference or session of Conference the Preliminary Notice shall include the business matter and/or motion(s) referred to in Regulations 4.8 and 4.9. Whenever possible this Preliminary Notice shall be given at least 180 calendar days in advance, but, for either an Association or an Extraordinary Conference, it shall in accordance with Article 82 be given at least 60 calendar days in advance of Conference.

4.17 With the Preliminary Notice the Trustees shall also include a statement on the actions taken by the Trustees or the Association Committee on behalf of the Trustees in response to each resolution passed or remitted by the prior Association Conference and any intervening Extraordinary Conference, together with the Minutes of those Conferences. Where practicable the Preliminary Notice, this statement and the minutes shall also be given by electronic communication to Association Members, with hard copies to be prepared and where requested posted to Association Members. A copy of the Governing Document for the Association as a charitable company (the current Memorandum & Articles of Association and Regulations) shall be made available on request to Association Members and others named in the preceding paragraph.

4.18 An invitation to submit motions shall be sent, with the Preliminary Notice, to all bodies entitled to voting representation at an ordinary session of Conference and entitled to submit motions for consideration by it; for an Extraordinary Conference or session of Conference no further motions shall be invited. Only motions sent on the official form provided by the Standing Orders Committee, correctly signed and which reach the General Secretary's Office by 5pm on the date given in the Preliminary Notice shall be accepted,

except in exceptional circumstances by prior consultation by the proposer, via the General Secretary, with the Chair of the Standing Orders Committee. English Branches, Scottish Local Associations and other enfranchised voluntary structures shall send copies of all such motions submitted to Conference to their parent English Regional Committee or the Scottish Committee.

4.19 In addition to the Trustees the Association Committee shall be entitled to: -

- submit motions and propose amendments to other motions submitted;
- raise other matters for consideration at Conference.

4.20 To be in order for consideration, motions and/or amendments shall not prejudice or undermine the status or reputation of the Association under charity or other law or be inconsistent with the Companies Act 1985 including any statutory modification or re-enactment for the time being in force or with the existing Memorandum or Articles of the Association or the Regulations (save that motions sponsored by the Trustees for approval by Conference or advisory motions sponsored by others seeking amendments to the Memorandum or Articles of Association or the Regulations may be in order). All motions and/or amendments shall deal only with matters concerning the object, principles, powers and organisation of the Association, educational or related policies and the efficiency and effectiveness of the Association in general and shall not commit any expenditure or application of the assets of the Association. Motions relating to the Governing Documents (Memorandum & Articles of Association and the Regulations) may be deemed by the Standing Orders Committee to be un-amendable when such motions are required to conform with law or statutory regulations and/or need to maintain consistency throughout and all such motions shall be marked as un-amendable with an explanation in the Preliminary Agenda.

4.21 A Preliminary Agenda comprising the motions submitted and deemed by the Standing Orders Committee to be in order for consideration shall be issued to all bodies entitled to voting representation at the Conference. In the case of an Extraordinary Conference the Preliminary Notice will be combined with the Preliminary Agenda, but otherwise the Preliminary Agenda shall whenever possible be issued at least 120 calendar days in advance of Conference. All such bodies entitled to voting representation shall then be entitled to propose amendments to any motion except those marked as un-amendable under Regulation 4.20. Only amendments sent on the official form provided by the Standing Orders Committee, correctly signed and which reach the General Secretary's Office by 5pm on the closing date specified on the form shall be accepted. English Branches, Scottish Local Associations and other enfranchised voluntary structures shall send copies of any amendments submitted to Conference to their parent English Regional Committee or the Scottish Committee.

4.22 All bodies entitled to voting representation at each ordinary Association Conference shall be invited to submit nominations for the Association Officers - one Deputy President and either the President or the Treasurer – and for any casual vacancy in accordance with Articles 24 or 25 - and for the Standing Orders Committee. Nomination forms, provided by the Standing Orders Committee, shall be issued with the Preliminary Agenda and only nominations sent on the official form, correctly signed and which reach the General Secretary's Office by 5pm on the closing date specified on the form shall be accepted. The

Trustees and the Association Committee shall also be entitled to submit nominations for Association Officers.

4.23 The following papers and documents shall be posted to all registered representatives and all bodies entitled to voting representation at Conference, other than a Branch which has registered its representative, not less than 28 days before the Association Conference:

- Lists of valid nominations for the Association Officers and Standing Orders Committee;
- the Final Agenda comprising the motions and amendments deemed by Standing Orders Committee to be in order for consideration;
- the Minutes of the previous ordinary Association Conference and any intervening Extraordinary Conference;
- the Audited Annual Accounts and Trustees' Reports of the Association issued since the previous Association Conference;
- a report from the Trustees reviewing the actions taken on the motions passed or remitted at that Conference and any intervening Extraordinary Conference;
- a report from the Trustees reviewing activities since the close of the financial year covered by the last issued Annual Report & Accounts;
- a report from the Trustees reviewing decisions taken at any intervening general meeting of company members plus any other variations in Governing Documents; and
- a report on any matters deemed to be urgent by the Trustees and/or by the Association Committee provided that any attached motion shall be subject to consideration by the Standing Orders Committee under Regulation 4.39.

4.24 The Trustees and in default the Association Committee shall present to Conference the projected date of the ensuing Association Conference.

Conference Procedures

4.25 The Association Conference shall be chaired by the President of the Association, or where the President is unable to attend or so requests by another Association Officer. The formal business of Conference shall begin when the President or Acting Chair takes the Chair and the Standing Orders Committee Report as specified below has been agreed. The Chair of Conference shall be responsible for maintaining order at Conference, and for overseeing the conduct of business in accordance with Regulations and may, or if Conference so resolves shall, adjourn it from time to time and from place to place, and close Conference.

4.26 Any objection to the accreditation of any voting representative shall be referred to the Standing Orders Committee whose decision shall be final.

4.27 Voting representatives may be assigned to seats in special areas in the Conference Hall and in that case votes shall be taken only from such areas.

4.28 The proposer of any motion or amendment must be an accredited representative of the body sponsoring the motion provided that, if the Standing Orders Committee is made aware prior to the opening of Conference that no such representative will be present at Conference to move it, the Committee may permit another accredited delegate to move it.

4.29 Each person addressing Conference shall announce his/her name and the body he/she represents.

4.30 The right of reply shall be given to the mover of any motion.

4.31 Only a representative with the right to vote who has not previously spoken on the motion or amendment can move that the question be put.

4.32 Voting at Conference shall be by a show of voting cards. If the Chair considers the vote close or there is a demand from 20 voting representatives standing in their places, there shall be a count by tellers. While the count is taken all other than tellers shall remain seated in the Conference Hall and no admittance shall be allowed while the count is taken. The actual voting figures for and against shall be given by the Chair to Conference.

The duties of the Standing Orders Committee

4.33 The Standing Orders Committee shall appoint a Chair of the Committee who shall convene meetings and report on their behalf.

4.34 The Committee shall meet for the purpose of considering the admissibility of Conference motions and amendments and make recommendations on the arrangements for the conduct of the formal business of Conference. These recommendations shall have regard to the desirability of scheduling the discussion of, or as the case may be the answering of questions submitted in advance on, the business referred to in Regulation 4.17 and 4.23 with the exception of the Final Agenda but including the Audited Annual Accounts and Trustees' Reports, prior to proceeding to the election of Association Officers. The recommendations shall be made in the form of a report to Conference which, as specified above, shall be the preliminary business of Conference.

4.35 Members of the Committee shall attend the Conference ex-officio but shall not be entitled to vote.

4.36 The Committee shall at their discretion consult and advise on the wording of motions and amendments and, with the agreement of the representatives of the sponsoring bodies, prepare composites.

4.37 The Committee shall be responsible for supervising the issue of voting cards to accredited representatives, and for the appointment of tellers and shall notify these appointments to Conference.

4.38 The Committee shall prepare and issue the ballot papers for the elections to all accredited voting representatives, but no ballot shall be required if the number of candidates in any election does not exceed the number of vacancies to be filled. Ballot boxes shall be available in the Conference Hall and the Committee shall supervise the ballot and the counting of the votes for the Association Officers and any other elected position other than membership of the Committee. The ballot results for these elections shall be announced by the Chair of the Committee to the Conference. The General Secretary shall supervise the

ballot and counting of the votes for membership of the Standing Orders Committee and shall announce the result to Conference.

4.38A In the event that the result of a ballot for an Association Officer is inconclusive by virtue of a tie, the Standing Orders Committee shall inform the tied candidates and the existing Association Officers present at Conference. If sufficient of the tied candidates withdraw, in writing addressed to the Standing Orders Committee, leaving only one of the tied candidates, he/she shall thereby be elected. Otherwise the successful candidate shall be determined by a meeting of the Association Committee.

4.38B In the event that the result of a ballot for the Standing Orders Committee is inconclusive by virtue of a tie, the General Secretary shall inform the tied candidates and the existing Association Officers present at Conference. If sufficient of the tied candidates withdraw, in writing addressed to the General Secretary, leaving only one of the tied candidates, the latter shall be elected. Otherwise the successful candidate shall be determined by a meeting of the Association Committee

4.38C Such a meeting of the Association Committee shall be called in accordance with Article 78 and Regulations 3.2 to 3.4 and held before the close of Conference, for the purpose only of breaking any tied elections, provided that:–

a) oral notification to each Association Committee member present at Conference of the purpose, date, time and location of that meeting, given as far in advance as feasible in the circumstances, shall be sufficient notice thereof, and

b) no member thereof shall chair, or vote at, such a meeting to determine an election in which that member is a candidate.

The Chair of that meeting shall inform the Standing Orders Committee and the General Secretary of its result, so that the final result can be announced to Conference in accordance with Regulation 4.38.

4.39 The Committee shall receive and consider any motion submitted to them of an emergency nature. If any emergency motion is accepted for debate by Conference the Committee shall arrange for an appropriate place in the order of business.

Section (5)

Regulations for English Regions and Branches and WEA Scotland and Scottish Local Associations

Provisions for Delegated Committees in English Regions and WEA Scotland

5.1 In accordance with Articles 39 to 41 and 85 to 86 all English Regions and Branches and WEA Scotland and all Scottish Local Associations and any other local committees exist as part of the Association and all structures, procedures and activities together with the actions of all officers, representatives and staff are governed by the Memorandum and Articles of Association and Regulations (the Governing Document or Constitution) including the Object, Principles and Powers therein, by the decisions and policies of the Trustees and by full compliance with any legal requirement or any recommendation or ruling made by a statutory regulator.

5.2 At all times, each Region in England and WEA Scotland and their constituent delegated committees shall abide by the decisions and policies of the Trustees and the directions of the Trustees, through the General Secretary or Corporate Services Directors, acting to implement these decisions and policies. Each English Region and Branch and WEA Scotland and Scottish Local Association shall be recognised by the Trustees. Subject in normal circumstances to consultation and in any case to approval in accordance with Article 36 the Trustees have the power under Articles 38 to 39 and 85 to 86 to restructure any Region or part of any Region in England or WEA Scotland or any part of WEA Scotland when they consider any change necessary.

5.3 Each Region in England and WEA Scotland shall make every reasonable effort to uphold at all times all sections of the Governing Document of the Association (the Memorandum and Articles of Association and Regulations) and to ensure full compliance within their geographical area by all Association Members, officers, committee members, representatives and staff with any decision or policy of the Trustees and with any legal requirement or any recommendation or ruling made by a statutory regulator.

5.4 For the avoidance of doubt the Association comprises a single charitable company with a single Governing Document applicable to the whole of England and Scotland such that those sections of the Memorandum and Articles of Association and Regulations making provision for Regions in England and WEA Scotland in no way imply any form of separate existence or separate charitable status for any Region in England or any part thereof or for WEA Scotland or any part thereof. In order to promote the object of this single Association in localities across England and Scotland WEA Scotland shall establish the Scottish Committee and Local Association Committees operating within Scotland and the following Regions in England shall establish English Regional Committees and Branch Committees operating within the designated Regions shown on the map (on back cover):

- Eastern Region;
- East Midlands Region;
- London Region;
- North East Region;
- North West Region;
- Southern Region;
- South West Region;
- West Midlands Region;
- Yorkshire & Humber Region.

Membership of Regions in England and WEA Scotland

5.5 Membership of Regions in England and WEA Scotland shall comprise:

- Association Members in accordance with Articles 4 to 7 within the geographical area recognised by the Trustees under Articles 85 and 86;
- Branches in English Regions or Local Associations in Scotland in accordance with Articles 85 to 86;

- local organisations affiliated to the Region or WEA Scotland in accordance with Articles 8 to 13; and
- other local groups recognised by the English Regional or Scottish Statement of Representation agreed by the Trustees.

Statement of Representation

5.6 The local Statement of Representation for each English Region and WEA Scotland shall be drafted in advance of and formally adopted at the first Annual General Meeting of each Region and WEA Scotland held after the Transfer to the new charitable company, and may be amended at any subsequent Annual General Meeting, by a majority of those present and voting. All such Statements of Representation and amendments thereof shall be written in accordance with the Memorandum and Articles of Association and Regulations and be subject to the approval of the Trustees within three months of adoption or amendment. After consultation with any English Regional Committee in England or the Scottish Committee the Trustees shall retain the power to amend or set a new Statement of Representation at any time.

5.7 Each Statement of Representation shall make provision to: -

- establish structures and procedures to ensure adequate and effective democratic participation in the activities of the English Region or WEA Scotland, including for those WEA members who are not associated with any Branch or Local Association, and to promote equality and diversity;
- establish procedures for the election of the English Regional or Scottish Committee and Branch Committees in England and Local Association Committees in Scotland including the filling of casual vacancies, however arising, provided that on election as an Association Officer, an individual shall, 60 days after appointment as a Trustee, cease to be eligible for election to, or to continue as a member of any delegated committee including any English Region or Branch Committee and the Scottish Committee or Local Association Committee;
- establish procedures for the election of officers, including representative(s) on the Association Committee including the filling of casual vacancies, however arising, provided that, on election as an Association Officer, an individual shall, 60 days after appointment as a Trustee, cease to be eligible for election to, or to continue as an officer of any delegated committee including any English Region or Branch Committee and the Scottish Committee or Local Association Committee;
- establish procedures for meetings, including the process for establishing a quorum for each committee and for giving notice, for the English Regional or Scottish Committee and the committees of Branches in England and Local Associations in Scotland and other recognised groups or delegated committees, which shall make provision that the Trustees or any Trustee, any Association Officer and/or the General Secretary and/or any Corporate Services Director, or any person(s) explicitly appointed for the purpose by any one of these and/or the English Regional or Scottish Secretary and/or any English Regional or Scottish elected officers including the representative(s) on the Association Committee may attend and speak (but not unless qualified to do so, vote) at any meeting of any English Region or Branch, WEA Scotland or Local Association or other group or delegated committee

recognised by the relevant English Regional or Scottish Committee and the Trustees;

- provide for at least one General Meeting each year at which all constituent parts of the English Region or WEA Scotland shall be represented, and at which the English Regional or Scottish Committee shall report on all financial and educational and other activities for the past year, and on plans for the coming year, and the relevant Association Committee representative shall ensure that a report is made on the actions taken or proposed by the Association Committee including those in response to resolutions passed or remitted at the prior Association Conference and any intervening Extraordinary Conference;
- specify the voting arrangements for all delegated committee meetings in English Regions and WEA Scotland in accordance with the principles in Articles 56 to 58 for meetings of the Trustees;
- ensure that all other procedures for matters not covered by the Statement of Representation agreed by the Trustees are governed by the Articles regulating the meetings and proceedings of the Trustees in accordance with Article 41.

The Role of English Regional Committees and the Scottish Committee

5.8 The English Regional or Scottish Committee shall receive regular and timely reports from the Regional Director or Scottish Secretary and other staff on the strategic, operational and financial management of the Region. On receipt of these reports the Committee shall assess them against any required or agreed plan or planning procedure. The English Regional or Scottish Secretary shall provide corrective action plans for any deviations from the agreed outcomes, to enable the Regional or Scottish Committee to fulfil its delegated role on behalf of the Trustees.

5.9 The English Regional or Scottish Committee shall seek to ensure that all volunteers including all committee members, activists and supporters are supported at all levels of English Regional or Scottish activities and their views and concerns are addressed.

5.10 The English Regional or Scottish Committee shall develop appropriate plans for the relevant English Region or for WEA Scotland in accordance with the strategies, policies and decisions made by the Trustees.

5.11 The English Regional or Scottish Committee shall, in accordance with the Articles, Regulations and the Statement of Representation agreed by the Trustees, establish the structure of other committees and other groups which will support the work of the English Regional or Scottish Committee and Regional Director or Scottish Secretary.

5.12 The English Regional or Scottish Committee shall ensure that all Regional or Scottish activities are in accordance with the Object, Principles, Powers and provisions in the Memorandum and Articles of Association, the Regulations, the decisions and policies of the Trustees and the requirements or recommendations of any regulatory body and shall give due regard to the views and needs of all learners, Association Members, supporters, volunteers and funders. In respect of each of its Branches, Local Associations and other recognised groups or delegated committees, the English Regional or Scottish Committee shall, in accordance with Articles 39 & 40 and these Regulations, be responsible on behalf

of the Trustees for approving that committee's annual estimate of income and expenditure [without which approval the committee shall incur no expenditure] and for monitoring and supervising its operations, by means of its annual report and Statement of Accounts, bank transactions, minutes of decisions etc.

5.13 The English Regional or Scottish Committee shall be entitled to submit views and recommendations to the Trustees and the Association Committee and motions for consideration by the Association Conference.

English Regional and Scottish Officers

5.14 The English Regional or Scottish Statement of Representation agreed by the Trustees shall establish procedures for the annual election of the following Officers:

- English Regional Chair and Vice-Chair or Scottish Convenor and Vice-Convenor;
- English Regional or Scottish Treasurer;
- English Regional or Scottish Representative(s) on the Association Committee who on election shall forthwith cease to be eligible for election or to continue in office as an English Regional Chair or Scottish Convenor;
- such other officers as are required by the relevant Statement of Representation.

5.15 The English Regional Chair or Scottish Convenor (if not available the English Regional Vice-Chair or Scottish Vice-Convenor shall act in his or her absence) shall:

- chair meetings of the English Regional or Scottish Committee and of the English Regional or Scottish Annual General Meeting;
- liaise with the English Regional Director or Scottish Secretary to ensure the effective servicing of the English Regional or Scottish voluntary structures;
- meet regularly with the English Regional Director or Scottish Secretary to discuss the effective management of the English Region or WEA Scotland;
- oversee the drafting of the English Regional or Scottish Committee report to the Regional or Scottish AGM;
- act as advocate for their English Region or WEA Scotland at Association level (except when undertaking the responsibilities of a Trustee);
- meet three times each year with other English Regional Chairs and the Scottish Convenor and two Association Officers as provided in Regulation 3.23.

5.16 The English Regional or Scottish Treasurer shall:

- chair meetings of any sub-committee of the English Regional or Scottish Committee solely responsible for financial matters;
- liaise with the English Regional Director or Scottish Secretary and appropriate finance officers over the preparation and monitoring of English Regional or Scottish budgets and to consider reports on the English Regional or Scottish finances and financial management;
- meet with the English Regional Director or Scottish Secretary and appropriate finance officers to review internal audit reports and the annual Audit Pack completed by the relevant financial officers;
- meet twice yearly with other English Treasurers and the Scottish Treasurer and two Association Officers as provided in Regulation 3.24.

5.17 The English Regional or Scottish Representative(s) on the Association Committee shall, as far as possible, make every reasonable effort to attend all meetings of the Association Committee and to:

- play an active role in at least one of its sub-committees or projects;
- represent the views of the English Region or WEA Scotland to the Association Committee by consultation with the English Regional or Scottish Committee and elected officers;
- ensure that the English Regional or Scottish Committee is adequately informed of all Association business and in particular the actions taken or proposed by the Trustees or the Association Committee acting on behalf of the Trustees in response to motions passed or remitted by the prior Association Conference and any intervening Extraordinary Conference;
- always act in the best interests of the Association.

5.18 The election of the English Regional or Scottish officers and English Regional or Scottish Representative(s) on the Association Committee shall be reported to the Trustees and Association Committee as soon as practicable.

5.19 At all times each English Regional Director or Scottish Secretary remains responsible to the General Secretary for the solvency of the relevant English Region or WEA Scotland and its educational provision, management and administration.

5.20 The English Regional Director or Scottish Secretary shall undertake all of the following duties and any other duties specified in the Job Specification at the time of his or her appointment or set by the Trustees at any time or the General Secretary acting for the Trustees:

- support the active governance of the English Region or WEA Scotland by reporting to the English Regional or Scottish Committee on strategic, operational and financial management;
- participate in the collective leadership of the Association through membership of the Association Management Team;
- promote and support project-based work activities;
- work closely and collaboratively with the General Secretary and Corporate Services Directors;
- ensure that the needs of learners and potential learners are met and their learning experiences meet their highest expectations;
- manage the English Regional or Scottish core and local contracts, including budgets, resource levels, staff, data requirements and reports and other information as required under accountability for performance to the Trustees, the General Secretary and the Regional or Scottish Committee;
- maintain a focus on delivering high quality learning provision within agreed cash allocations detailed in the Budget Delivery Plan and in locally negotiated delivery plans;
- ensure that resolutions of the English Regional or Scottish Committee are reflected in the English Regional or Scottish planning, management, and operations;
- abide by the policies, decisions and instructions given by the Trustees;

- carry out other duties as requested by the General Secretary.

5.21 Where an English Regional Director or Scottish Secretary believes that a resolution of the English Regional or Scottish Committee cannot be implemented, the English Regional Director or Scottish Secretary shall advise the English Regional Chair or Scottish Convenor in writing and seek advice from the General Secretary.

English Branches and Scottish Local Associations

5.22 In accordance with Articles 39 to 41 and 85 to 86 all English Regional Branch Committees and Scottish Local Association Committees are delegated committees of the Trustees recognised by the parent Regional Committee in England or the Scottish Committee and operating under the procedures set by the Governing Documents of the Association (Memorandum & Articles of Association and the Regulations) and the relevant local Statement of Representation agreed by the Trustees. For the avoidance of doubt all English Branch Committees and all Scottish Local Association Committees are part of the single Association and all funds raised within any Branch in England or Scottish Local Association become assets of the Association and all expenditure is subject to the policies, decisions and instructions of the Trustees and/or the General Secretary acting for the Trustees.

5.23 All English Branches and Scottish Local Associations shall comply with the Governing Document or Constitution (Memorandum and Articles of Association and all Regulations) and with the relevant local Statement of Representation agreed by the Trustees. At all times, English Branch Committees and Scottish Local Association Committees shall abide by the decisions of the Trustees or of any committee or person given delegated powers by the Trustees including where appropriate the Association Committee and the General Secretary or Corporate Services Directors or, as the case may be, the English Regional or Scottish Committee and Regional or Scottish Secretary acting to implement such decisions.

5.24 In relation to all English Branches and Scottish Local Associations the words and phrases used in the local Statement of Representation agreed by the Trustees for each English Region and WEA Scotland shall have the same meanings as are ascribed to them in the Memorandum and Articles of Association and Regulations including Financial Regulations.

5.25 Except where the contrary intention appears in these Regulations or the Financial Regulations or the relevant Statement of Representation approved by the Trustees, the provisions of each of those documents relating to English Branches and Scottish Local Associations shall also apply to any other voluntary structures or groups recognised by any English Regional Committee or the Scottish Committee in accordance with the relevant Statement of Representation.

English Branch and Scottish Local Association Membership and Organisation

5.26 Each English Branch or Scottish Local Association shall consist of:

- Association Members who have specified it as their local English Branch or Scottish Local Association;
- Representatives of local organisations affiliated to the English Branch or Scottish Local Association in accordance with the Statement of Representation or approval of the parent English Regional or Scottish Committee.

5.27 Each English Branch and Scottish Local Association shall hold an Annual General Meeting at which it will elect such Committee members and Officers as it deems necessary for its work in the subsequent year, subject to a minimum requirement that each English Branch or Scottish Local Association shall appoint a Chair or Convenor, a Secretary and a Treasurer, who shall be at least two separate individuals, or - in the case of Branches with either income exceeding £15,000 in the previous financial year or a bank balance at the end of the last financial year exceeding £10,000 – three separate individuals. Only Association Members may stand for election to the Committee or for any office of an English Branch or a Scottish Local Association. The English Branch or Scottish Local Association Secretary shall report the election of Committee Members and Officers to the parent English Regional Director or the Scottish Secretary.

5.28 Association Members, and any Learner who has been enrolled on a WEA course in England at any time since the prior AGM, may attend, speak and vote at any Branch Annual General Meeting. Learners on WEA courses in Scotland may attend and speak at any Local Association Annual General Meeting, and the Statement of Representation of WEA Scotland may provide that any Learner who has been enrolled on a WEA course in Scotland at any time since the prior AGM may also vote at such meetings.

5.29 All Learners on WEA courses and Association Members may participate in programme planning.

5.30 The Trustees or any Trustee, any Association Officer and/or the General Secretary and/or any Corporate Services Director, or any person(s) explicitly appointed for the purpose by any one of these and/or the English Regional Director or Scottish Secretary and/or any English Regional or Scottish elected officers including the representative(s) on the Association Committee may attend and speak (but not unless qualified to do so, vote) at any meeting of any English Branch, Scottish Local Association or other group or delegated committee recognised by the relevant English Regional or Scottish Committee and the Trustees. Each English Branch and Scottish Local Association Secretary shall give the English Regional Director or Scottish Secretary full notice of every English Branch or Scottish Local Association AGM, and such notice of other English Branch or Scottish Local Association Meetings as the Regional or Scottish Secretary shall require.

5.31 Each English Branch, Scottish Local Association and other voluntary structures recognised in the relevant Statement of Representation approved by the Trustees shall be entitled to submit views and recommendations to the Trustees and the Association Committee and, under Regulation 4.18, to submit motions for consideration by the Association Conference.

5.32 Each English Branch or Scottish Local Association shall be entitled to representation at the Annual General Meeting of the parent English Region or WEA

Scotland and on other democratic structures in the manner provided by the Statement of Representation for the parent English Region or WEA Scotland and agreed by the Trustees. Each English Branch or Scottish Local Association shall be entitled to representation at the Association Conference in accordance with the Articles of Association and Regulations for the Association Conference.

5.33 Each English Branch and Scottish Local Association may affiliate to other bodies only after prior approval has been granted by the parent English Regional Committee or the Scottish Committee.

5.34 Each English Branch or Scottish Local Association may appoint representatives to serve on the committees of other educational or related bodies with similar aims to the Association or supporters of its work. Where such representation could affect more than one English Branch or Scottish Local Association, or the standing or reputation of the Association, approval should be sought from the parent English Regional Committee or the Scottish Committee.

5.35 In all circumstances all English Branches and Scottish Local Associations shall remain subject to the authority of the Trustees and to the parent English Regional Committee or the Scottish Committee given such powers by the Trustees and be responsible, in line with Statement of Representation for the English Region or WEA Scotland and the agreement of the parent English Regional Committee or the Scottish Committee to respond appropriately to local needs. Where the parent English Regional Committee or the Scottish Committee takes the view that action is required it may initiate such action or change in any English Branch or Scottish Local Association as it deems appropriate to protect the well being of the Association.

English Branch and Scottish Local Association Finances

5.36 All assets of English Branches and Scottish Local Associations are assets which the parent English Region or WEA Scotland must account for on behalf of the Association, to which all assets belong. All liabilities properly and reasonably incurred in pursuit of the charitable aims of the Association shall be liabilities for which the parent English Region or WEA Scotland is responsible on behalf of the Trustees and the Association which is ultimately responsible for all liabilities.

5.37 Each English Branch and Scottish Local Association shall keep accurate up-to-date accounts of all income and expenditure which must at all times be in accordance with the budget set by the Trustees or the parent English Region or WEA Scotland acting on behalf of the Trustees and may be scrutinised at any time by the Trustees or by the General Secretary or the Regional Director or Scottish Secretary and any finance officer from Corporate Services or the parent English Region or WEA Scotland .

5.38 Each English Branch and Scottish Local Association shall prepare and present an independently scrutinised Statement of Accounts to its members at the Annual General Meeting and send the approved Statement of Accounts to the Secretary of the parent Region or WEA Scotland in accordance with Articles 39 to 41 and 85 to 86.

5.39 Each English Branch and Scottish Local Association shall comply with the Association's Financial Regulations as set by the Trustees in all regards, and must account to the parent English Region or WEA Scotland for its assets and liabilities at the times and in the manner laid down by the Trustees or by the English Regional or Scottish Committee, the General Secretary and financial officers with such powers delegated by the Trustees.

5.40 Each English Branch and Scottish Local Association shall contribute to the funds of the parent English Region or WEA Scotland in a manner and at a level determined by the Trustees or the parent English Regional Committee or Scottish Committee acting for the Trustees.

5.41 Other than any funds held by the parent English Region or WEA Scotland for an English Branch or Scottish Local Association, each English Branch and Scottish Local Association shall maintain all funds in the designated banking arrangements set by the Trustees from time to time of which the English Regional Director or Scottish Secretary and the Association's Finance Director shall be authorised co-signatories.

5.42 Each English Branch and Scottish Local Association may secure funds locally but only by means which shall at all times be in accordance with the legal obligations of the Association as a charitable company operating in England and Scotland and the requirements and recommendations of all statutory regulators therein, the Association's Memorandum and Articles of Association and Regulations including Financial Regulations and the decisions, instructions and policies of the Trustees. Such funds may be maintained locally in the designated banking arrangements under Regulation 5.41 up to such levels as set by the Trustees from time to time and all excesses shall normally be passed to the parent English Region or WEA Scotland. Permission may be sought from the General Secretary to exceed this set level in special circumstances and the General Secretary may approve this for up to six months in accordance with the decisions, policies and delegated powers set by the Trustees who may at any time instruct any delegated committee including all Branches in England or Local Associations in Scotland on the placement of all monies.

Association Assets in England and Scotland and the Responsibilities of the Trustees and English Regional or Scottish volunteers and staff

5.43 All funds raised within any English Region or in WEA Scotland become assets of the Association and all expenditure is subject to the policies, decisions and instructions of the Trustees and/or the General Secretary acting for the Trustees.

5.44 The Trustees have responsibility for the liabilities reasonably and properly incurred by or within any Region in England or WEA Scotland and its volunteers and staff acting in pursuit of the Association's charitable object provided that at all times such liabilities are properly incurred by such individuals acting solely in accordance with company, charity and other law, the Governing Document of the Association, the policies, decisions and instructions of the Trustees including Financial Regulations, legal requirements and regulations set by a statutory regulator and instructions given to staff by the General Secretary.

5.45 Subject at all times to the policies, decisions and directions set by the Trustees, instructions of the General Secretary and Financial Regulations the Regional Director or Scottish Secretary shall have the authority to apply local funds to support the local work of the Association in accordance with its charitable Object, Principles and Powers and to accept gifts or other donations of funds or property up to a value set by the Trustees from time to time and all other grants or donations must be agreed with the Trustees and/or the General Secretary acting on behalf of the Trustees.

5.46 In accordance with Articles 33, 39, 85 and 86 the Trustees have the power to assume the direct management of any assets of the Association including property, equipment and all funds or to issue specific directions as to acquisition, use, management, or disposal of any property or equipment and the management or application of any funds or to intervene and directly manage any matter delegated to any committee including all English Regional and Branch Committees and the Scottish Committee and Local Association Committees in Scotland or any other local structure at any time or to withdraw all delegated authority from any delegated committee and directly manage all affairs until such time that in the opinion of the Trustees delegation can be re-instated. The Trustees may require that when appropriate in the opinion of the Trustees any parent English Region or WEA Scotland shall intervene and directly manage any delegated committee within their respective geographical areas on behalf of the Trustees until in the opinion of the Trustees following consultation with the relevant English Region or WEA Scotland delegation can be reinstated or the committee merged with a nearby committee or dissolved.

5.47 All properly agreed changes to the Governing Document or Constitution of the Association and decisions or policies of the Trustees concerning delegated committees in England and Scotland shall be enacted by all such delegated committees as soon as practicable.

5.48 In accordance with clauses 7 to 8 in the Memorandum and Articles 86 and 88 the Trustees have the powers (normally only enacted after consultation with the relevant English Region or WEA Scotland) to amend names and boundaries of any delegated committee including any English Regional or Branch Committee and the Scottish Committee or any Local Association Committee in Scotland at any time, to merge or dissolve any such committee, to amend or repeal the Regulations applicable to any such committee and to wind up the Association and all its delegated committees.

Dissolution of any English Branch or Scottish Local Association

5.49 Any English Branch or Scottish Local Association or other local delegated committee may be merged or dissolved by the Trustees. In the event of dissolution, any remaining assets shall revert in full to the parent English Region or WEA Scotland as part of the assets of the Association. Before any English Branch is dissolved on the initiative of its parent Regional Committee or any Scottish Local Association on the initiative of the Scottish Committee, the following procedure shall apply:-

a] not less than 21 days notice shall be given in writing to the Secretary of the English Branch or Scottish Local Association of the meeting of the English Regional or Scottish Committee at which the dissolution of the Branch or Local Association is to be proposed.

The notice shall include an invitation to the English Branch or Scottish Local Association to send not more than two representatives to attend that English Regional or Scottish Committee meeting so as to provide appropriate evidence as to why the Branch or Local Association should not be dissolved;

b) if after due consideration the English Regional or Scottish Committee resolves that the English Branch or Scottish Local Association should be dissolved or merged with another, written notice of the Regional or Scottish Committee's resolution shall be given to the Chair or Convenor, Secretary and Treasurer of the Branch or Local Association concerned at the same time as the Regional or Scottish Committee report to the Trustees seeking their approval to implement its decision.

c) provision b) above shall not apply where an English Branch or Scottish Local Association resolves to voluntarily dissolve itself, in which case the Branch or Local Association shall notify the Regional or Scottish Secretary in writing setting out its proposals to transfer all funds in Branch or Local Association accounts/reserves and assets to the Region or WEA Scotland.

Transitional Provision

5.50 The Constitution and/or Statement of Representation of any English Region and Branch and the Constitution of WEA Scotland and the Model Constitution for Local Associations in Scotland as in effect in any case with the consent of the National Executive Committee of the Unincorporated Association immediately prior to the date of Transfer as defined in the Memorandum and Articles of Association, and any appointments, elections or other decisions validly made there-under, shall, to the extent consistent with company, charity and other law, the Memorandum and Articles of Association and Regulations, and the decision of any regulatory body, be deemed to be validly made under this Regulation until revoked, replaced, varied or superseded whether pursuant to this Regulation or to any decision of the Trustees or otherwise, provided that in each case they shall be deemed to be revoked at the close of the last Annual General Meeting of the respective body held prior to 30 November 2006.

WEA Regional Offices

1. East Midlands

Workers' Educational Association
39 Mapperley Road
Nottingham, NG3 5AQ
Tel: 0115 962 8400
Email: eastmidlands@wea.org.uk

2. Eastern

Workers' Educational Association
Cintra House, 12 Hills Road
Cambridge, CB2 1JP
Tel: 01223 417320
Email: eastern@wea.org.uk

3. London

Workers' Educational Association
4 Luke Street
London, EC2A 4XW
Tel: 020 7613 7550
Email: london@wea.org.uk

4. North East

Workers' Educational Association
21 Portland Terrace
Jesmond, Newcastle upon Tyne
NE2 1QQ
Tel: 0191 212 6100
Email: northeast@wea.org.uk

5. North West

Workers' Educational Association
The Cotton Exchange Building
Suite 405, Old Hall Street
Liverpool, L3 9JR
Tel: 0151 243 5340
Email: northwest@wea.org.uk

6. Southern

Workers' Educational Association
Unit 57 Riverside 2
Sir Thomas Longley Road
Rochester, Kent, ME2 4DP
Tel: 01634 298600
Email: southern@wea.org.uk

7. South West

Workers' Educational Association
Bradinch Court, Castle Street
Exeter, EX4 3PL
Tel: 01392 457300
Email: southwest@wea.org.uk

8. West Midlands

Workers' Educational Association
4th Floor, Lancaster House,
67 Newhall Street
Birmingham, B3 1NQ
Tel: 0121 237 8120
Email: westmidlands@wea.org.uk

9. Yorkshire and Humber

Workers' Educational Association
6 Woodhouse Square
Leeds, LS3 1AD
Tel: 0113 245 3304
Email: yorkshumber@wea.org.uk

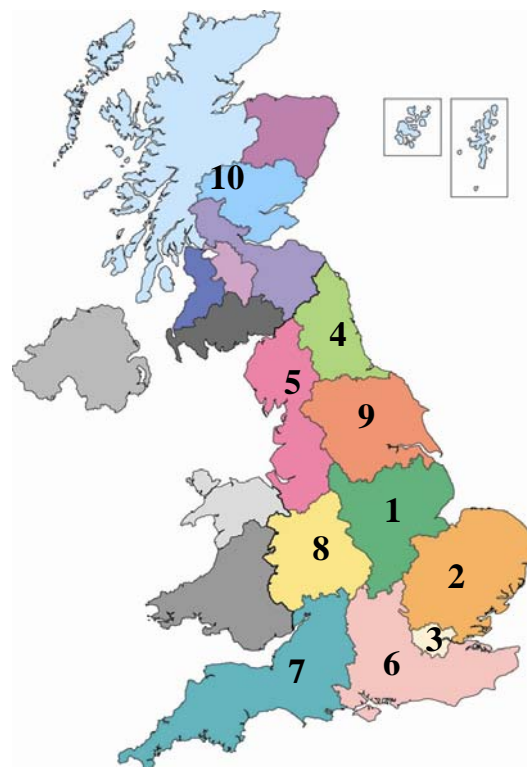
10. WEA Scotland

Workers' Educational Association
Riddles Court
322 Lawnmarket
Edinburgh, EH1 2PG
Tel: 0131 226 3456
Email: hq@weascotland.org.uk

Registered address:

Workers' Educational Association
Third Floor, 70 Clifton Street,
London, EC2A 4HB
Tel: 020 7426 3450
Email: national@wea.org.uk

www.wea.org.uk



The Workers' Educational Association (WEA) is a charity registered in England and Wales (number 1112775) and in Scotland (number SC039239) and a company limited by guarantee registered in England and Wales (number 2806910).