

**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

Articles of Association and Regulations

**Last Revisions:
Articles: 14 December 2017
Regulations: 8th May 2019**

**Approved by the WEA National Conference in 2005 and amended by the
Trustees acting as company members in 2005, 2006, 2007, 2008, 2009 and
2012 and 2017**

Company Limited by Guarantee No: 2806910

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

The Companies Acts 1985 and 2006

Company Limited by Guarantee and not Having a Share Capital

Articles of Association

of

Workers' Educational Association

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

Incorporated as WEA Nominees Limited on 5 April 1993, change of name and constitution 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, 10 March 2009, 28 December 2010 and 19 December 2012, and 14 December 2017

Company number: 2806910

Certificate of Passing of written special resolution of the Workers' Educational Association ("the Association")

Circulation Date: 12th December 2017

I certify that:

A. The following resolution was passed as a written special resolution on 14th December 2017 with the necessary approval under Article 89 provided in accordance with the existing Articles of Association; and

B. The draft Articles of Association attached to the written resolution were in the form attached to this certificate.

SPECIAL RESOLUTION

1. Having obtained the necessary approval under Article 89 of the existing Articles of Association, the draft Articles attached hereto be and are hereby approved and adopted as the Articles in substitution for and to the exclusion of all existing Articles with immediate effect, provided that;

1.1 with effect from the approval of the resolution, the Articles of Association be amended by adding the following text at the end of Article 76.4:

'76.5 A further two Trustees, who are non-voting'

1.2 With effect from the approval of the resolution, the Articles of Association be amended by deleting the phrase *'in every alternate year'* in Article 81 and replacing it with *'in every year'* and deleting '30' and replaced with '15'.

Certified by the WEA Company Secretary – 14th December 2017

Company number: 2806910

Certificate of Passing of written special resolution of the Workers' Educational Association ("the Association")

Circulation Date: 6 December 2012

I certify that:

A. The following resolution was passed as a written special resolution on 19 December 2012 with the necessary approval under Article 89 provided in accordance with the existing Articles of Association; and

B. The draft Articles of Association attached to the written resolution were in the form attached to this certificate.

SPECIAL RESOLUTION [INCLUDES TRANSITION ARRANGEMENTS]

1. THAT, subject to obtaining the necessary approval under Article 89 of the existing Articles of Association, the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Association in substitution for and to the exclusion of all existing Articles of Association of the Association with immediate effect, provided that:

1.1 Regulations may make transitional provisions in relation to the formation of the WEA Council as a replacement for the Association Committee;

1.2 Each incumbent English Regional Representative Trustee and Scottish Representative Trustee, who was appointed under Article 14.2 of the Old Articles, shall remain in office until the end of his or her current term, at which time he or she shall be replaced by an Association Member appointed in accordance with Article 14.2.

1.3 Any Trustee nominated by the Association Committee under Article 14.2 of the Old Articles shall not become a member of the WEA Council on its replacement of the Association Committee in accordance with resolution 1.1 above, and shall not be eligible for election to the WEA Council for so long as he or she is a Trustee.

1.4 The first Association Member who is appointed as a Trustee under Article 14.2 shall retire on the appointment of his or her successor no later than 6 months after the Association Conference held in 2015. The third Association Member who is appointed as Trustee under Article 14.2 shall retire on the appointment of his or her successor no later than 6 months after the Association Conference held in 2017. If two or more Association Members were appointed as Trustees under Article 14.2 on the same day, then the order in which they are deemed to have been appointed shall be decided by lot.

Certified by the WEA Company Secretary – 19 December 2012

The Companies Acts 1985 and 2006

Company Limited by Guarantee and not Having a Share Capital

Articles of Association

of

Workers' Educational Association

Incorporated as WEA Nominees Limited on 5 April 1993, change of name and constitution 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, 10 March 2009, 28 December 2010 and 19 December 2012.

Name and Registered Office

1. The name of the company is Workers' Educational Association. In these Articles it is called the "Association". The registered office of the Association is in England.

Interpretation

2. The interpretation of these Articles is governed by the provisions set out in the schedule at the end of the Articles.

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 an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
 - 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 Article 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 Article 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 or any other officer of the Association 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 Association; provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees or officers knew to be a breach of trust or breach of duty or which was committed by the Trustees or officers 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 or officers in their capacity as Trustees or officers 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 Company Members 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 Company 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 Article 5.29;

- 6.8 any payments made to a Trustee of the Association under an indemnity from the Association in accordance with the indemnity provisions set out at Article 72; and
- 6.9 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 Company Members or of the Trustees benefit under this provision and provided that any such Company 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. 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:
- 7.1 for payment of the debts and liabilities of the Association contracted before he or she ceased to be a Company Member;
- 7.2 for the costs, charges and expenses of winding up;
- 7.3 for the adjustment of the rights of the contributories among themselves.

Company Members

8. 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

9. Association Members shall be those people who are admitted to Association Membership in accordance with Regulations. 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. The Trustees, in accordance with Regulations, may suspend any Association Member and/or terminate such membership. The Trustees may delegate the power of suspension to the WEA Council and/or the English Regional Committees and the Scottish Committee (for all Association Members within their respective geographical boundaries).
10. Association membership shall not be transferable and shall cease:
- 10.1 on death; or
- 10.2 when terminated in accordance with Regulations.

Affiliated Organisations

11. 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. Affiliated Organisations shall have such rights and duties as may from time to time be specified by Regulations. 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. The Trustees may, in accordance with Regulations, suspend any Affiliated Organisation.
12. 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 WEA Council.
13. The status of Affiliated Organisation shall not be transferable and shall cease:
 - 13.1 on its winding up or dissolution; or
 - 13.2 when terminated in accordance with Regulations.

The Board of Trustees

Composition of the Board of Trustees

14. Unless otherwise decided by resolution of the Trustees and the approval of either (at the Trustees' discretion) the WEA Council, an Association Conference or a Ballot, the board of Trustees when complete shall comprise:
 - 14.1 the four Association Officers, who are the President, the Deputy Presidents and Treasurer, as elected in accordance with Regulations, or in the case of vacated posts nominated by the WEA Council, and in each case appointed by the Trustees;
 - 14.2 four Association Members who are nominated by the WEA Council and appointed by the Trustees, comprising:
 - 14.2.1. one Association Member of WEA Scotland; and
 - 14.2.2. three Association Members from different English Regionseach of whom must be either a member of the WEA Council, a retiring Trustee or a Trustee who has retired within the previous 6 months. Any Trustee so appointed who is a member of the WEA Council shall cease to be a member of the WEA Council 60 days after his or her appointment as Trustee and shall not be eligible to be a member of the WEA Council for so long as he or she is a Trustee;

- 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 Funder Trustees who may be appointed by a funder of the Association should such appointment of the Funder Trustee(s) be a statutory or legal requirement.
15. This Article is intentionally blank.

Appointment Formalities for Trustees

16. Before his or her election, nomination by the WEA Council or co-option by the Trustees every proposed Trustee (except a Funder 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 Funder Trustee, 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 WEA Council in accordance with Article 14 is not appointed by the Trustees, the Company Secretary shall inform the WEA Council 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 Funder 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 Companies Acts 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 who ceases to be a Trustee under the provisions of Article 19 shall cease to be an Association Officer.
21. As soon as practicable after any vacancy arises among the Association Officers or the Trustees appointed in accordance with Article 14.2 (and vacancy shall include a failure to be appointed in accordance with Article 14.1 or 14.2), the WEA Council shall nominate another individual to fill the vacancy in accordance with this Article 21.
 - 21.1 The WEA Council may make such nomination at any time after such a Trustee fails to be appointed, gives notice of his or her intention to retire or is removed from office.
 - 21.2 Every nominee shall be subject to appointment by the Trustees in accordance with Articles 16 and 17.
 - 21.3 The length of service of a person appointed to fill a vacancy of an Association Officer shall be treated as follows:
 - 21.3.1 if a vacancy has occurred among the Association Officers, or a retiring Association Officer has provided written notice to the Company

Secretary of his/her written intention to retire, before the Nominations Calling Date, then any person appointed to fill the vacancy of the Association Officer shall serve only until the next Association Conference, when he or she may stand for election for the remaining two year term in the vacated post.

21.3.2 if a vacancy has occurred among the Association Officers, or a retiring Association Officer has provided written notice to the Company Secretary of his/her written intention to retire, after the Nominations Calling Date, then any person appointed to fill the vacancy of the Association Officer shall serve for such period as the person whose office was vacated 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 21.3 shall not count towards the maximum number of terms that an individual may serve in any capacity.

21.4 Any vacancy arising for a Trustee appointed in accordance with Article 14.2 shall be filled in accordance with Article 14.2, and the individual so appointed shall serve for such period as the Trustee whose office was vacated would have served and may then be re-nominated.

21.5 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.

21.6 This Article is intentionally blank.

Principle of retirement of Trustees by rotation

22. It is intended that all Trustees other than Funder 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 The President and the President Cycle Deputy President shall retire as Association Officers and Trustees at the formal closure of the Association Conference held in 2015, and at the Association Conference held in every fourth year subsequently, unless re-elected as Association Officers.

22.2 The Treasurer and the Treasurer Cycle Deputy President shall retire as Association Officers and Trustees at the formal closure of the Association Conference held in 2013, and at the Association Conference held in every fourth year subsequently, unless re-elected as Association Officers.

22.3 Retiring Officers shall take all steps necessary forthwith to hand over their responsibilities to their successors.

22.4 All Trustees appointed in accordance with Article 14.2 shall serve four-year terms, with each Trustee retiring on the appointment of his or her successor in

the fourth year after his or her appointment and within 6 months of the formal closure of Association Conference.

- 22.5 A Trustee who retires may be re-nominated and re-appointed provided that he or she may not serve as a Trustee for more than two consecutive full terms of office, disregarding any time served as a Trustee by virtue of being an Association Officer.

Association Officers as Trustees

23. Association Officers shall be elected for four year terms.
24. This Article is intentionally blank.
25. This Article is intentionally blank.
26. Association Officers wishing to serve for a consecutive term, must stand for re-election. No Association Officer may serve more than two consecutive terms in any office but may serve for consecutive terms in other offices provided that no Association Officer may serve for more than four consecutive terms overall. A term served as a Trustee but not as an Association Officer consecutive to any term served as an Association Officer shall not count towards the maximum four consecutive terms.
27. This Article is intentionally blank.
28. For the avoidance of doubt, the provisions of Articles 16 and 17 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.
30. This Article is intentionally blank.
31. This Article is intentionally blank.
- 31.1 This Article is intentionally blank.
- 31.2 This Article is intentionally blank.

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 and in safeguarding the funds, reputation and other property of the Association;
- 32.2 to act at all times within the object and powers set out in 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 Companies Acts 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 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.
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 Companies Acts 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 WEA Council 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;
- 36.4 the retirement, re-election and re-appointment of Trustees (including Association Officers);

- 36.5 This Article is intentionally blank.
- 36.6 the election of Association Officers and 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 functions, powers, membership, meetings and procedures of the WEA Council.

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 each committee member exercising powers on behalf of the Association shall:
 - 39.1.1 act reasonably and prudently at all times in exercising such powers;
 - 39.1.2 act reasonably and prudently in safeguarding the funds, reputation and other property of the Association entrusted to him or her;
 - 39.1.3 act at all times within the scope of his or her authority; and
 - 39.1.4 act at all times diligently in the interests of the Association;
 - 39.2 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);
 - 39.3 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;
 - 39.4 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;

- 39.5 all delegations under this Article shall be revocable at any time;
- 39.6 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;
- 39.7 no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Trustees;
- 39.8 subject to the prohibition on the payment of Trustees under Article 6, any member of a delegated committee including WEA Council and any other committee or working group at Association level and any officer serving on English Regional or Branch Committees, or on the Scottish Committee, or Local Association Committees 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;
- 39.9 Only Association Members shall be qualified for election as officers to serve on any delegated committee;
- 39.10 Every Trustee shall be entitled to attend and speak (but not vote unless they are a member of the committee in question) at any meeting of any delegated committee;
- 39.11 The Trustees may, in accordance with Regulations, suspend any member of a delegated committee, and/or terminate such committee membership, and may delegate the power of suspension to the WEA Council or the English Regional Committees and the Scottish Committee (for all Association Members and other volunteers within their respective geographical boundaries); and
- 39.12 Where matters of a confidential or sensitive nature (as determined by the Chair), including any investigation, hearing or review concerning an Association Member and/or other volunteer, are discussed by any delegated committee or working group thereof, those considering the matter shall keep it confidential and a confidential minute shall be appended to the main minutes.
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 general meetings of the Company Members unless so specified and called as such in accordance with these Articles and the Companies Acts.

General meetings of the Company Members

45. Subject to the provisions of these Articles, general meetings of the Company Members shall be held in accordance with the provisions regarding such meetings in the Companies Acts.

Calling general meetings of the Company Members

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

Length of notice for meetings of Trustees and Company Members

47. Subject to Article 50, all general meetings of Company Members must be called by 14 Clear Days' notice.
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 general meeting may be called by shorter notice than 14 Clear Days' notice if it is so agreed by a majority of the Company Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Company Members.

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 meeting or general meeting of the Company Members, and the general nature of the business to be transacted. If a special or extraordinary resolution is to be proposed at a general meeting of the Company Members the notice shall include the proposed resolution and specify that it is proposed as a special or extraordinary resolution.
 - 51.1 A Company Member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a general meeting of the Association. The appointment of proxies must be carried out in accordance with the provisions regarding appointment of proxies in the Companies Acts.

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 general meetings of the Company Members 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. Voting at meetings of the Trustees and general meetings of the Company Members shall be carried out in accordance with this Article 56.
- 56.1 At a meeting of the Trustees, every person present and entitled to vote shall have one vote.
- 56.2 At a general meeting on a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
- 56.2.1 each Company Member present in person; and
- 56.2.2 subject to Article 56.4, each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;
- provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.
- 56.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:
- 56.3.1 every member present in person; and
- 56.3.2 subject to Article 56.4, every member present by proxy.
- 56.4 Notwithstanding Articles 56.2.2 and 56.3.2, a person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting of the Company Members remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the proxy notice is not valid.
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 Companies Acts 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 Companies Acts.

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.

61. Conflicts of interest and loyalty among Trustees

Declaration of interests

- 61.1 Unless Article 61.2 applies, a Trustee must declare the nature and extent of:

61.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and

61.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.

- 61.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 61.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

- 61.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

- 61.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Association (as permitted under Article 6.1) and which is available generally to the beneficiaries of the Association;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 5.29;
 - (c) payment to Trustees under Article 6.8;
 - (d) payment under the indemnity set out at Article 72; and
 - (e) reimbursement of expenses in accordance with Article 6.6; or
- 61.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 61.5

- 61.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 61.5, he or she must:

61.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

61.5.2 not be counted in the quorum for that part of the process; and

61.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Association

- 61.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

61.6.1 the Trustee shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

61.6.2 the Trustee shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

Written Resolutions and Virtual Meetings of Company Members

62. Subject to this Article a written resolution shall be effective if agreed by:

a) a simple majority of the Company Members; or

- b) in the case of a special resolution not less than 75% of the total voting rights of eligible Company Members.

- 62.1 On a written resolution each member shall have one vote.
- 62.2 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 62.3 A Company Members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 62.4 A copy of the proposed written resolution must be sent to every eligible Company Member together with a statement informing the Company Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 62.5 In relation to a resolution proposed as a written resolution of the Association the eligible Company Members are the Company Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 62.6 The required majority of eligible Company Members must signify their agreement to the written resolution within the period of 56 days beginning with the circulation date.
- 62.7 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts.

Signifying agreement

- 62.8 A Company Member signifies his or her agreement to a proposed written resolution when the Association receives from him or her (or from someone acting on his or her behalf) an authenticated document:
 - 62.8.1 identifying the resolution to which it relates; and
 - 62.8.2 indicating the Company Member's agreement to the resolution.
- 62.9 For the purposes of Article 62.8:
 - 62.9.1 a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 62.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:
 - a) the identity of the sender is confirmed in a manner specified by the Association; or

- b) where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

62.10 If the Association gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by electronic means to that address (subject to any conditions or limitations specified in the document).

Virtual meetings

62.11 A general meeting of the Company Members 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.

Written Resolutions and Virtual Meetings of Trustees

63. The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting which shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

63.1 If:

63.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

63.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

63.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

63.1.4 a majority of the Trustees vote in favour of a particular decision on that matter

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

63.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

63.2.1 may be in different places, and may participate at different times; and

63.2.2 may communicate with each other by any means.

63.3 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for

Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 53. The chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article.

63.4 The process shall include:

63.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

63.4.2 the nomination of a person to whom all Trustee's votes must be communicated;

63.4.3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and

63.4.5 the nominated person must prepare a minute of the decision in accordance with Article 65 (minutes).

63.5 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair of the decision-making process shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

Virtual meetings

63.6 A meeting of the Trustees 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 Company 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 Companies Acts and of the Charities Act 2011 (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 Commission 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 Companies Acts 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 WEA Council;
 - 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

Communications by the Association

68. Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:
- 68.1 in Hard Copy Form;
 - 68.2 in Electronic Form; or
 - 68.3 by making it available on a website.

A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be

sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

69. Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

70. **Deemed delivery**

70.1 A Company Member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

70.2 Where any Document or information is sent or supplied by the Association to the Company Members:

70.2.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

70.2.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

70.2.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

70.3 Subject to the Companies Acts, a Trustee or any other person may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

70.4 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:

70.4.1 if the Document or information has been sent to a Company Member and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the Company Member's postal address as shown in the Association's register of Company Members, but may in its discretion choose to do so;

70.4.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the Company Member's postal address as

shown in the Association's register of Company Members (if any), or in the case of a recipient who is not a Company Member, to the last known postal address for that person (if any); and

70.4.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

70.5 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.

70.6 Notices of general meetings need not be sent to a Company Member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a Company Member for whom the Association does not have a current Address.

Communications to the Association

71. The provisions of the Companies Acts shall apply to communications to the Association.

Indemnity to Trustees

72. Subject to the provisions of the Companies Acts 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:

72.1.1 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

72.1.2 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 Article 5.29 to effect trustees' indemnity insurance, despite their interest in such policy.

WEA Council

74. WEA Council shall be a delegated committee with the functions, powers, membership, meetings and procedures set out in Articles 75 and 76 and in Regulations.
75. The principal function of the WEA Council shall be to promote the democratic involvement of all Association Members and effective communication within and between all levels of governance within the Association, along with such other functions as the Trustees may resolve or are provided for in Regulations.
76. The membership of the WEA Council shall comprise:
 - 76.1 two Association Members elected by each English Region (one of whom shall be the Chair or Convenor of the relevant English Region);
 - 76.2 three Association Members elected by WEA Scotland (one of whom shall be the Chair or Convenor of WEA Scotland);
 - 76.3 two Association Officers; and
 - 76.4 co-opted and substitute members;

who shall all be elected, co-opted or appointed in accordance with Regulations.
- 76.5 A further two Trustees, who are non-voting

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Association Conference

81. The Trustees shall (and in default the WEA Council may) call and hold an Association Conference in accordance with Regulations in every year. Not more than 15 months shall elapse between ordinary Association Conferences.
82. In addition the Trustees may call and hold Extraordinary Conferences in accordance with Regulations.
83. The purpose of the Association Conference shall be to:
 - 83.1 place before the WEA Council, 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 WEA Council 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 general meeting of Company Members and a review of the activities of the Association since the previous Association Conference;

- 83.2 debate policy matters;
- 83.3 consider and vote upon advisory motions put by the WEA Council, 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;
- 83.4 hear and consider the views of the WEA Council, 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
- 83.5 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. 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.

Amendments to the Articles

89. The Association was 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 the Articles requires a special resolution of the Company Members and, in addition, shall require approval by either, at the discretion of the Trustees, the WEA Council, a simple majority resolution at an Association Conference or a Ballot of Association Members.

SCHEDULE

INTERPRETATION

Interpretation

90. In these Articles the following terms shall have the following meanings:-

Term	Meaning
90.1 "address"	in relation to electronic communications includes any number or address used for the purpose of such communication
90.2 "Affiliated Organisation"	an organisation admitted to such status in accordance with Articles 11 to 13
90.3 "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 8 to 31 inclusive) and the articles of government (Articles 32 to 89 inclusive) of the Association
90.4 "Association"	the Workers' Educational Association in England and Scotland
90.5 "Association Conference"	a conference of the Association held in accordance with Articles 81 to 84
90.6 "Association Member"	an associate member of the Association admitted in accordance with Articles 9 and 10 including the authorised representatives of Affiliated Organisations
90.7 "Association Officers"	as defined in Article 14.1
90.8 "Ballot"	a ballot of the Association Members conducted in accordance with Regulations
90.9 "Branch in England"	a local WEA branch established in England in accordance with Regulations
90.10 "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

90.11 "Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association
90.12 "Company Member"	a member of the Association for the purposes of the Companies Acts comprising solely the Trustees in accordance with Article 8
90.13 "Company Secretary"	the company secretary (including any deputy or alternate company secretary) of the Association
90.14 "Connected"	<p>in relation to a Trustee means any person falling within any of the following categories:</p> <p>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Trustee; or</p> <p>(b) the spouse or civil partner of any person in (a); or</p> <p>(c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or</p> <p>any company, partnership or firm of which the Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital</p>
90.15 "Co-opted Trustee"	a Trustee appointed under Article 14.3
90.16 "Delegated Committee"	means a committee established in accordance with Article 38
90.17 "Document"	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
90.18 "Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
90.19 "English Region"	a region in England designated by the Trustees and in respect of which an English Regional Committee is established
90.20 "English Regional"	a committee of an English Region appointed

Committee”	in accordance with Article 85
90.21 “Funder Trustee”	a trustee appointed by a funder of the Association under Article 14.4
90.22 “Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006
90.23 “Local Association in Scotland”	a local WEA association established in Scotland in accordance with Regulations
90.24 “Nominations Calling Date”	the date fixed under Regulations for the publication of the call for nominations for elections to replace Association Officers (due to retire at the conclusion of the next Association Conference)
90.25 “Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Association is registered
90.26 “Regulations”	regulations of the Trustees made or amended in accordance with Article 36
90.27 “Reserved Matters”	the matters so defined in Article 36
90.28 “Scottish Committee”	the Scottish Committee appointed in accordance with Article 85
90.29 “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
90.30 “Trustee and Trustees”	the director and directors as defined in the Companies Acts and appointed in accordance with Articles 14 to 31
90.31 “Unincorporated Association”	the unincorporated Workers’ Educational Association registered as charity number 314001
90.32 “WEA Council”	the committee established in accordance with Article 74
90.33 “WEA Scotland”	the Association in Scotland

90.34 "Scotland Board"	the Scotland Board as a sub-committee of the Board of Trustees appointed in accordance with Article 38
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91. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
92. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.

**Explanation of the Amendments to the WEA Regulations
approved by the Trustees on 15 July 2015 and taking effect on their approval by WEA
Council on 26 August 2015.**

Introduction

1. Following its review of Conference 2013, WEA Council, on the recommendation of its 'Blue Skies Group' [BSG], agreed a two stage process to implement principles on which future Conferences should be based. The amendments which have now been made enable the first stage to be implemented for Conference 2016.
2. The Blue Skies Group's recommendations place great weight on a much more active role for WEA Council in the run up to Conference, albeit seeking to achieve as many as possible of its desired outcomes for 2016 broadly within the existing Regulations.
3. BSG's thinking was to create a more effective Conference that would avoid the submission of "apple pie" motions, and motions related to "operational" matters, which it should be possible to deal with more expeditiously outside Conference by early reference to WEA Council and appropriate action by staff.

Amendments to Regulations about Conference

4. New Regulation **4.23A** and the amendments to **R4.28** and **R4.29** enshrine WEA Council's new proactive role as set out by the Blue Skies Group. Motions submitted to Standing Orders Committee for Conference, are to be made promptly available for consideration by WEA Council. This is so that it may address the issues raised and consult thereon and/or endeavour to achieve their early resolution, if possible prior to Conference, to the satisfaction of the sponsor.
5. In the light of this, WEA Council is both to advise the Committee on the priority it considers should be given to each motion, within the time available for formal Conference business, and to report to Conference on what it has achieved.
6. Up to the closing date laid down by Standing Orders Committee for the submission of amendments to motions in the Preliminary Agenda, new Regulation **4.25A** enables the Regional/the Scottish Committees, or any respective General Meetings including their AGM's, or Council or Trustees to put in new 'late motions'. Both amendments and late motions would be referred promptly to WEA Council for action as above.
7. This approach is intended to promote the greater currency/relevance of the hopefully more strategic/constitutional issues that are likely to be raised by this process. There would, however, be no ability to submit amendments to such 'late motions'.
8. The following changes arise primarily from experience at Conference 2013:-
 - A] An addition to Regulation **4.2** clarifies the application of Regulation **4.44** to representatives who are eligible to attend Conference in more than one category, e.g. as being both regional representatives and WEA Council members.
 - B] Revised Regulation **4.15** defines the speaking and voting rights of members of Conference's Standing Orders Committee.
 - C] Amendments to Regulation **4.48** are intended to improve the procedure for handling proposals to remit motions, which is also no longer to be applied to amendments.

Other Amendments

9. More than 30 minor changes update the whole Regulations to take account of the job titles of the new Senior Management Team and Regional Education Managers, and to correct errors and omissions etc.

10. It should be noted that, rather than waiting to raise national issues only through the biennial Conference, Regional Committees and the Scottish Committee, and Branches and Local Associations have the right, under existing Regulations **5.13** and **5.31** respectively, at any time to submit their 'views and recommendations' for consideration by WEA Council or the Trustees.

**Explanation of the Amendments to the WEA Regulations
approved by Council via Constitutional Working Group on
28 November 2016 and taking effect by their approval by the
Trustees on 15 December 2016**

These amendments have been approved by the Board of Trustees and (in accordance by Article 36) of the WEA Council or others, were agreed to facilitate the adaptation of the role and responsibilities of the Scottish Committee with the appointment by the Board of Trustees of a WEA Scotland Board as one of its standing sub-committees.

The amendments relate specifically to the formation of a permanent Scotland Board and the transfer of financial responsibilities hitherto delegated to the Scottish Committee to the new sub-committee (the Scotland Board).

**Explanation of the Amendments to the WEA Regulations approved
by Council via Constitutional Working Group on
2nd November 2017 and taking effect by their approval by the
Trustees on 14 December 2017**

These amendments have been approved by the Board of Trustees and (in accordance by Article 36) by the WEA Council. These amendments relate specifically to the establishment of an Annual Association Conference, which was initially approved in principal at the 2016 Association Conference.

WEA Council decided in February 2017 that CWG should review the WEA Regulations and identify changes required to implement annual conferences and OMOV before the next business Conference under the current Regulations (2018) to prepare for consideration of such changes at that 2018 Conference – these amendments to the WEA Regulations are therefore a result of this.

Explanation of the Amendments to the WEA Regulations approved by WEA Council on 21st June via the Scottish Committee and the Scotland Board on 9th May 2018, and the Board of Trustees on 17th July 2018 and taking effect at the WEA Scotland AGM on 7th December 2018

These amendments have been approved by the Board of Trustees and (in accordance with Article 36) by the WEA Council. These amendments relate specifically to the move to a single tier of Governance in Scotland, and the disbanding of the Scottish Committee.

In February 2018, both the Scottish Committee and Scotland Board agreed to explore options to improve the effectiveness and efficiency of the governance body in Scotland. In May 2018, the Scottish Committee and Scotland Board agreed in principle to the merger of the named bodies into a new WEA Scotland Board, as a standing sub-committee of WEA Trustees, with broadly the same membership and terms of reference as at present but taking over the remaining powers and responsibilities of the Scottish Committee. WEA Council and Trustees also agreed these changes in June 2018 and July 2018 respectively.

This change necessitated amendment to the relevant WEA Regulations but not to the Articles (where the changes are highlighted below 'R' indicated a reference to the Regulations). The change took effect on and from the WEA Scotland 2018 AGM on 7th December 2018, including any prior changes necessary to achieve implementation as from that date, following agreement from WEA Council and Trustees in the previous June and July respectively.

In terms of specific changes, therefore all references in the Governing Documents to the Scottish Committee are now to be construed as references to the Scotland Board. These include such changes as (but are not limited to):

- Any powers and responsibilities which the Scottish Committee holds alongside all English Regional Committees shall belong to the Scotland Board. [new R5.1A and R5.8A to 5.13 inclusive]
- Where deemed appropriate, references to 'WEA Scotland' have been clarified to "WEA Scotland Board".[R5.4]
- The Convenor [who shall chair the WEA Scotland AGM] and two Vice-Convenors [one of whom may hold the office of WEA Scotland Treasurer] shall be elected by the AGM and shall be ex officio members of WEA Council and WEA Scotland Board.[R5.14[a]]
- The 14 WEA Scotland delegates to Annual Conference are to be elected by the AGM, provided that any unfilled vacancies may be filled by the Scotland Board [R4.2[e]].

Explanation of the Amendments to the WEA Regulations approved by the WEA Council via the Constitutional Working Group and Standing Orders Committee on 21st June 2018 and the Board of Trustees on 17th July 2018

These amendments have been approved by the Board of Trustees and (in accordance with Article 36) by the WEA Council and relate specifically to the decision to extend voting at Conference to One Member, One Vote to Members attending but not as delegates of representative bodies. The issue had been previously debated at Conference 2016, remitted to WEA Council for discussion and then put forward again as a Motion at Conference 2018.

At the 2018 Conference, a motion was carried to extend voting at conference to One Member, One vote, to those members attending but not as delegates of representative bodies. As a result of the carried motion, it was then necessary to consider the changes to the WEA Governing Document, specifically the Regulations, to ensure that they were in place for the next Association Conference in 2019.

The Constitutional Working Group (CWG - a sub-group of the Membership, Volunteering, Governance and Marketing Committee), in conjunction with the Standing Orders Committee, developed the final wording in the Regulations.

The WEA Council gave their endorsement for the more specific wording to give effect to the Motion at their meeting in June 2018, and recommended to Trustees at their meeting in July 2018 to give effect to the approval of Motion 1 at Conference 2018, by means of changing the regulations. Trustees agreed to this recommendation, thereby approving the changes to the regulations.

The Constitutional Working Group (CWG - a sub-group of the Membership, Volunteering, Governance and Marketing Committee) in consultation with the Standing Orders Committee developed the final wording and this resulted in minor changes to R4.1 and R4.2:

- An additional provision of voter was added to the list at R4.2i – *individual members of the Association (as defined in Section 2 of these Regulations) who are not voting under provisions 4.2a)-h) above*
- The last paragraph of 4.2 is renamed as 4.2A, and 4.2B is created to clarify and re-affirm the debating and voting procedures for members.

**Explanation of the Amendments to the WEA Regulations
approved by Council on 30 April 2019 and taking effect by
their approval by the Trustees on 9 May 2019**

These amendments have been approved by the Board of Trustees and (in accordance with Article 36) by the WEA Council. These amendments relate to the elections of the Standing Orders Committee (SOC) and the establishment of an Annual Conference.

In order to maintain SOC elections on a two year cycle, rather than an on annual basis, WEA Council and Trustees agreed to regulations changes R4.11 and R4.26.

Regulations of the Workers' Educational Association

Amended by WEA Council on 21st June 2018, approved by the Trustees on 17th July 2018 and taking effect after the WEA Scotland AGM 2018 on 7th December 2018

Section (1)

General Provisions for Regulations

1.1 These Regulations for Association Membership and the structures and procedures of WEA Council, Election of Association Officers, Association Conference, English Regions and Branches and WEA Scotland and Local Associations, which have been adopted by the Trustees in accordance with Article 36, form an integral part of the WEA Governing Document or Constitution which comprises the Articles together with these and any other Regulations, including the Financial Regulations.

1.2 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 Articles and the Schedule to the Articles which apply to all such Regulations.

Section (2)

Regulations for Association Membership, Committee Membership & Affiliations

2.1 In accordance with Articles 9 and 10 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 In making an application for or remaining in Association Membership, each member undertakes a personal commitment when accepted as a member to abide by law, the Governing Document, and the policies and decisions of the Trustees including the Volunteer Policy and Code and the Governance Code where applicable, and to pay any applicable subscription charge.

2.3 The Volunteer Code of Conduct shall set out that volunteers are requested to commit to uphold the non-contractual status of volunteering and pledge to safeguard the reputation and assets of the charity at all times. Based on the charity's principles and ethos of engaging, supporting and developing volunteers to be active participants in its democratic structure and educational provision, matters such as complaints or personal conflicts shall be dealt with by mediation, conflict resolution or informal reconciliation procedure as set out in a schedule to the Volunteer Policy and Code of Conduct to be approved by the Trustees from time to time. That schedule shall also indicate that where appropriate the following procedure shall apply.

2.4 Many of WEA's members and volunteers, including elected officers and members of delegated committees have responsibility to safeguard substantial assets and the viability and reputation of the charity and uphold the duty of prudence on financial matters. Such volunteers can be responsible to help generate income

and allocate, and monitor the application of charitable monies mainly based on public money grants, which are subject to statutory regulation under both charity and public law. The Trustees, under their obligations to oversee compliance with these duties across the Association, reserve the right where evidence arises to suspend or, if necessary, terminate the Association Membership and / or membership of any delegated committee and / or elected officership of any member failing to comply with legal obligations and/or WEA's Governing Document including governance and Financial Regulations and Trustees' policies and decisions or request that any other volunteer cease volunteering on a temporary or permanent basis for the same reasons.

2.5 Where appropriate the Trustees are required to report alleged wrong-doing to the relevant funding and regulatory bodies and the Police.

2.6 In exceptional circumstances if urgent action is considered to be necessary in order to protect the assets or interests of the Association while an investigation is carried out prior to a hearing then, as a preventative measure not a penalty, on the recommendation of the General Secretary or the Chief Operating Officer any two Trustees may suspend a member from their committee or officer duties or request that a volunteer ceases their volunteering duties with immediate effect, usually for up to 100 days.

2.7 Whenever an investigation is to be set up to collect evidence of possible wrong-doing by an Association Member, member of a delegated committee, elected officer, or other volunteer the Trustees shall decide whether: -

- [for a serious case] to authorise the General Secretary or another member of the Senior Management Team to undertake this and refer the results for hearing to a sub-group of up to four members [with a quorum of three] from neutral English Regions or Scotland to be appointed by and from WEA Council; or
- to delegate the Regional Education Manager or the Scottish Director to investigate and refer the results for hearing to a sub-group of up to four neutral members [with a quorum of three] to be appointed by and from the relevant English Regional Committee or by the WEA Scotland Board from representatives elected by the WEA Scotland AGM.

2.8 The Association Member, member of a delegated committee, elected officer or other volunteer shall be given reasonable notice of the hearing, and may provide any evidence, defence or explanation and make representations to the hearing in writing or [at a meeting of the hearing] in person and/or by someone from WEA or from the relevant affiliated organisation whose role would be as a supporter, not an advocate. The hearing sub-group shall record its findings and recommend appropriate action to the Trustees including a term of suspension, or the ending or extension of any prior suspension, or the termination of committee membership or officership or Association Membership of the individual concerned or a request that a volunteer ceases their volunteering duties.

2.9 All such investigations and consideration by the hearing sub-group shall usually be completed within 100 days of any prior suspension from duties of the individual concerned, or of any first interview in course of the investigation, or their notification of the date of the hearing, whichever first occurs.

2.10 On being notified in writing of the determination of the hearing, any Association Member, member of a delegated committee, elected officer or other volunteer shall have a right of review by a review sub-committee of WEA Council 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 review sub-committee shall, subject to Regulation 2.12, comprise at least one Association Officer [who need not be a current member of WEA Council] and two other Council members [with a sub-committee quorum of three] from neutral English Regions or Scotland. The review sub-committee shall meet to hear the case and any evidence, defence or explanation from the individual concerned in person and/or by someone from WEA or from the relevant affiliated organisation whose role would be as a supporter, not an advocate. This review sub-committee shall record its findings and recommend appropriate action to the Trustees from the options set out in Regulation 2.8.

2.11 The Trustees shall consider the findings and recommendations from the original hearing or the review at the next meeting of the Board of Trustees and shall make the final decision thereon or other decision at the discretion of the Trustees without any further right of hearing or review.

2.12 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 hearing, or in any review shall be involved at any later hearing or review or final decision on the same case.

2.13 The following Regulations apply to Affiliations to or by English Regions and Branches and WEA Scotland and Local Associations: -

- a) any English Region or WEA Scotland may seek affiliations from appropriate organisations operating within its area. The Regional Committee or Scotland Board 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 11 and agrees to abide by the relevant provisions of the Governing Document. Where the Regional Committee or Scotland Board are of the opinion that any proposed affiliation should be refused, the case shall be referred to the WEA Council 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 Committee or Scotland Board 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 the AGM of 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 Scotland Board 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 11 – 13; and
- f) subject to the approval of the English Regional Committee or Scotland Board, 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)

WEA Council – Functions, Powers, Membership and Procedures

General

3.1 Articles 74-76 establish the WEA Council as a delegated committee to which Articles 38-41 apply.

3.2 The function of the WEA Council shall be to promote democratic involvement of all Association Members and effective communication within and between all levels of governance within WEA, and in particular: -

- a) to ensure that the voice and views of all Association Members are heard between Association Conferences;
- b) to consider research, issues, communications, views and representations made from time to time by or relevant to -
 - Association Members,
 - Affiliated Organisations,
 - any delegated committees in Regions in England [including Regional and Branch committees] and/or in Scotland [including Local Associations], and/or
 - Association Conference;
- c) in relation to its functions in the Regulations for Association and Extraordinary Conferences, to appoint one or more small working groups [with appropriate involvement of Association Officers and/or individual Trustees] to develop for WEA Council's approval –
 - plans for forthcoming Conferences,
 - principal themes, reports, motions and amendments, as well as responses to matters scheduled for discussion in the Conference agenda items,
 - actions in response to resolutions passed or remitted to it by Conference.
- d) at each meeting, to make recommendations to the Trustees on policy and strategy, which shall be reported forthwith in writing to the Trustees, by the President or other Chair of the Council meeting, and disseminated;
- e) as soon as practicable, after any vacancy (and vacancy shall include a failure to be appointed in accordance with Article 14.1 or 14.2), arises among the Association Officers or among the Trustees who were nominated as such by WEA Council under Article 14.2, the Council shall nominate another individual to fill the vacancy in accordance with Article 21.

Membership of the WEA Council

3.3 The voting membership of WEA Council when complete shall comprise: -

- a) any two Association Officers, one of whom shall on every possible occasion be the President;
- b) the Chair of each English Regional Committee and the Convenor of WEA Scotland elected annually in accordance with Regulations;
- c) the second English Regional representative and second and third Scottish representatives elected annually in accordance with Regulations; and
- d) up to five further individuals co-opted by Council who will usually be expected to contribute specific skills and experience to the Council; they may be learners or tutors from targeted programmes, or representative of affiliated or partner organisations, but need not be Association Members; and at least one place shall be reserved for an individual from Scotland.

3.4 Candidates for co-option may be nominated at any time by any existing WEA Council member or the General Secretary, and the proposal shall be included on the next appropriate Council agenda. Co-option will be by a simple majority vote. Co-opted members will remain members of the Council until the close of the first Council meeting following the subsequent Association Conference, but may be co-opted for a further term.

3.5. When any representative of an English Region or the Scottish Association is unable to attend a meeting of the WEA Council, the home Region or WEA Scotland may appoint a substitute for each to attend with the right to speak and to vote.

3.6 Members of the WEA Council shall remain members for the full duration of their elected term or until they:

- they resign in writing to the General Secretary;
- they become unable to continue in membership through incapacity or death;
- where a member is nominated by Council and duly appointed as a Trustee under Article 16 and 17, they shall forthwith cease to be a member of Council [except when they attend as one of the two voting Association Officers] and the Region or WEA Scotland shall forthwith be required to fill the vacancy on Council;
- they fail to attend three consecutive Council meetings without good reason; or
- they are suspended from membership of the Council and their membership then becomes subject to the Regulations in Section 2 for the suspension and termination of membership of the Association.

3.7 All members of the WEA Council shall: -

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

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

Arrangements for holding Meetings of the WEA Council

3.9 In accordance with Article 41, where Regulations do not otherwise prescribe, the Council shall abide by the provisions of the Governing Documents applicable to proceedings of the Trustees.

3.10 The WEA Council shall normally meet twice per year. Virtual meetings including teleconferences of Council may also be held, chaired by the President. The date, time and location of meetings of the Council and its sub-committees and working groups shall be determined by the Council with due regard to dates of Trustee meetings, the Association's annual planning and reporting cycles and to enable maximum attendance by its members.

3.11 Any two Association Officers or six non-Trustee members of WEA Council may requisition in writing an additional Council meeting provided that the agenda shall be confined to the business thus requisitioned.

3.12 The WEA Council shall be chaired by the President of the Association, or by another Association Officer where the President is unable to attend or wishes another officer to chair a particular meeting or part thereof. The Chair of Council shall be responsible for overseeing business prior to, at, and following the meeting in accordance with the Governing Documents.

3.13 Before participating in any meeting of WEA Council every member thereof shall 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 Articles 32.1 and 32.2, and to act at all times reasonably and diligently in the best interests of the Association, and his or her commitment to abide by any code of conduct adopted from time to time by the Trustees.

3.14 The quorum for all WEA Council meetings shall be that number of members forming more than 50% of all members entitled to attend with voting rights provided that at least one Association Officer is present.

3.15 The President in consultation with other Association Officers and the General Secretary shall prepare the agenda with supporting papers for each meeting of WEA Council with due regard for: -

- a) requests from individual Council members for items and reports to be placed on the meeting's agenda and/or proposals for co-options;
- b) motions or requests received from the Association's voluntary structures in England and Scotland;
- c) the need to consider the financial position of the Association;
- d) policy development needs including advising the Trustees on policies and actions to be taken on motions approved by the Association Conference and advising on principal themes, motions and reports to the subsequent Association Conference in accordance with Regulations;
- e) the timetabling requirements of Association Conferences;
- f) the need to report on policy implementation; and
- g) the Association's annual planning and reporting cycles.

3.16 The General Secretary shall arrange for the agenda and supporting papers for each WEA Council meeting to be circulated to its members, all Trustees and all

members of SMT not less than five working days before the date of the meeting. Where the President or Chair deems it necessary, in exceptional circumstances only, papers may be circulated at shorter notice or tabled at the meeting. In such instances, the Council may agree to consider the papers, or to defer consideration to a future meeting.

3.17 Where matters of a confidential or sensitive nature [as determined by the Chair], including any investigation, hearing, or review concerning an Association Member and/or other volunteer, are discussed by WEA Council or any sub-group thereof, those considering the matter shall keep it confidential and a confidential minute shall be appended to the main Minutes.

3.18 Members of the WEA Council and other persons attending any meeting of the Council shall satisfy Article 61 by declaring 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 Council shall include this requirement.

3.19 Every person present and entitled to vote shall have one vote. Except where otherwise 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 shall be entitled to a casting vote in addition to any other vote he or she may have. A declaration by the Chair that a resolution has been carried, or lost or not carried, 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.

3.20 The WEA Council shall invite two staff representatives, other than any member of the Senior Management Team, to attend and speak but not to vote.

3.21 The WEA Council or the President may also invite other individuals and groups of members of the Association or guests to attend and speak but not to vote, including Trustees.

3.22 The General Secretary shall in consultation with the President prepare and disseminate a report for each WEA Council meeting on the work of the Association, which shall include matters on which the Trustees are seeking Council's advice, and the Trustees' responses to previous representations. The General Secretary shall attend its meetings to answer questions and give advice as requested by members, but not to vote, and shall arrange for Council to be serviced. Other paid officers of the Association including any member of the Senior Management Team may attend meetings when invited.

3.23 All business of the WEA Council shall be recorded in Minutes. A draft shall be circulated promptly to all Council members for comment. Unless otherwise decided by Council in exceptional circumstances, the agreed Minutes shall be circulated to all members of Council, all Trustees, the General Secretary and all members of the Senior Management Team.

Expenses

3.24 All members of the WEA Council, guests and individuals eligible to attend Council shall be entitled to claim reasonable expenses as detailed in the Financial Regulations in relation to expenditure actually incurred in relation to attendance at the Council.

Transitional Provisions

3.25 WEA Council, which shall be a delegated committee in accordance with Article 39, with the functions, powers, membership, meetings and procedures set out above, replaces Association Committee provided that: -

- a) the President and every non-Trustee member of the former Association Committee, and every chairperson of a Regional Committee and the Convenor of WEA Scotland shall forthwith become a member of WEA Council, until replaced by a newly elected member in accordance with Regulations, or until their original term of office expires, if earlier;
- b) any decision of Association Committee prior to that date shall be deemed to be a decision of WEA Council until repealed, amended or replaced by any Article or Regulation or by a decision of the Trustees or of Council; and
- c) any appointments, elections or other decisions validly made or purporting to be made in relation to membership of the Association Committee under the Statement of Representation of any English Region and/or WEA Scotland, as in effect in any case immediately prior to WEA Council coming into being, shall be deemed to be validly made under the WEA Governing Documents as amended in relation to the WEA Council until variations with Trustees' consent to that Statement of Representation to take account of the replacement of Association Committee by WEA Council come into effect, 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 31 December 2013.

Section (4)

Regulations for the Election of Association Officers and the Association Conference

4.1 Arrangements for the Trustees or the WEA Council to call Association Conferences and the purpose of the Conference are set out in Articles 81 to 84. Any function in relation to any Conference required or permitted by these Regulations: -

- to be undertaken by the Trustees and in fact undertaken by WEA Council shall be deemed to be undertaken on behalf of the Trustees unless the contrary intention appears; or
- to be undertaken by the WEA Council may, in default of such action be undertaken by the Trustees.

4.2 Subject to Regulation 4.22, the following representatives may attend the Association Conference and each shall have the right to speak and vote: -

- a) each member of the board of Trustees;

- b) each non-Trustee member of the WEA Council;
- c) each English Region – five representatives of the voluntary membership of which at least three shall be selected only from and to represent members who are not associated with any Branch in the Region;
- d) 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;
- e) the Scottish Association – fourteen representatives of the voluntary membership elected by the WEA Scotland AGM, provided that casual vacancies may be filled by the WEA Scotland Board.
- f) each Scottish Local Association – two representatives of the voluntary membership;
- g) each nationally affiliated member organisation – two representatives; and
- h) other voluntary structures recognised by the parent English Regional Committee or in Scotland and enfranchised by the Trustees, one representative of the voluntary membership of each.
- i) individual members of the Association (as defined in Section 2 of these Regulations) who are not voting under provisions 4.2a)-h) above

4.2A Any representative shall attend in one, and only one, of these categories with appointments notified in accordance with regulation 4.22. In order to comply with Regulation 4.44, anyone eligible for more than one category must register in the relevant category if they intend to propose a motion or amendment. Members of the Standing Orders Committee shall be ineligible for any of the above categories.

4.2B The debating and voting procedures at conference itself are governed by the provisions of Regulations 4.39 to 4.51 and all references to representatives within these clauses shall apply to Association members attending under this section 4.2(i). Whenever a vote is taken at conference, each individual, attending either as a representative or as a member, as stated in 4.2A, has one and only one vote.

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

- the General Secretary;
- each member of the Senior Management Team
- one Regional Education Manager from each English Region and one other manager from Scotland;
- one other member of Association Services staff;
- one other member of staff from each English Region and two from Scotland; and
- one tutor [preferably a sessional tutor] from each English Region and two from Scotland.

4.4 The WEA Council shall from time to time 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 WEA Council or the President may invite guests to attend Conference and may extend to named visitors the right to address Conference.

4.6 The WEA Council may arrange a programme of additional activities alongside the formal business of Conference to stimulate discussion and promote the work of the Association. The Council shall be responsible for this programme and other arrangements and papers, except so far as those relating to formal business are the responsibility of the Standing Orders Committee or the Trustees.

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 (a) The Trustees shall call an Extraordinary Association Conference in response to the receipt by the General Secretary in writing of any formal motion or resolution, proposed explicitly for discussion at such a Conference, submitted by any English Regional Committee or the Scotland Board, provided that within 3 months of the receipt of the original motion, the General Secretary has also received notices in writing that at least two other English Regional Committees or the Scotland Board formally second that motion for discussion at such a Conference.

4.8 (b) The Trustees may also call such a Conference for the purposes of approving changes to the Articles or Regulations in accordance with Articles 36 or 89. Where deemed necessary the Trustees (or the WEA Council as the case may be) may call an Extraordinary Association Conference to consider a specific agenda, motion or resolution proposed by the Trustees or Council.

4.9 Each such Extraordinary Association Conference shall: -

- be held in addition to the normal cycle of Association Conferences unless the Trustees, after consultation with Standing Orders Committee, decide that it should be held as a special session within the period of any Association Conference;
- be held in accordance with a date, duration and venue determined by the Trustees after consultation with Standing Orders Committee;
- have the same approval or delegated powers as specified in Articles 36, 83 to 84 and 89 for an ordinary Association Conference, except that 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 WEA Council; and
- be conducted on the same representative, voting and procedural basis as an ordinary Association Conference.

4.10 For an Extraordinary Conference the Preliminary Notice, to be given by Council to those specified in Regulation 4.17 shall be issued as soon as possible. The Preliminary Agenda shall be drawn up by the Standing Orders Committee in accordance with Regulation 4.23; it shall include the procedures for proposed amendments in accordance with Regulation 4.24 and shall be issued, if practicable, with the Preliminary Notice. In any case the Preliminary Agenda shall be issued at least 60 calendar days ahead of Conference. The Standing Orders Committee shall consider any amendments received and prepare a Final Agenda in accordance with Regulations 4.27 and 4.28. The Final Agenda shall be issued not less than 28 calendar days ahead of Conference in accordance with Regulation 4.29.

Standing Orders Committee

4.11 Each alternate Association Conference, commencing with the 2020 Conference shall elect a Standing Orders Committee of five who will form the Standing Orders Committee for the next two succeeding Association Conference and any intervening Extraordinary Association Conference(s); additionally the

Committee will supervise all intervening elections of Association Officers. Trustees 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 WEA Council 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 appoint a Chair of the Committee who shall convene meetings and report on their behalf.

4.15 Members of the Standing Orders Committee shall attend the Conference ex officio. As individuals they shall not be eligible to speak or to vote on motions or amendments, but shall be eligible to vote in elections for Standing Orders Committee or for Association Officers.

4.16 The outcome of the deliberations of the Standing Orders Committee, as represented by its Report to Conference and the accompanying Final Agenda and other papers prepared by the Committee, shall be regarded as a set of recommendations to Conference to be proposed at the opening of business in accordance with Regulation 4.43.

Arrangements in advance of each Association Conference

4.17 The Association Conference shall normally be held in the Spring, as close to the second weekend in May as practical. The WEA Council shall give a Preliminary Notice of each Association Conference to the Trustees, the English Regional Committees, Branch Committees in England and Local Associations in Scotland, any other enfranchised voluntary structures, nationally Affiliated Organisations, the auditors of the Association and any patrons, specifying the place or places, day and time of the Association Conference. The Preliminary Notice may refer to one or more Principal Themes which the WEA Council wish to see given prominence during the Conference, and on which the Trustees or the WEA Council intend to submit motions. The Preliminary Notice for an ordinary Association Conference shall whenever possible be given at least 200 calendar days in advance, but in any case at least 60 calendar days in advance.

4.18 Where practicable the Preliminary Notice 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, the Minutes of the prior Association Conference and any intervening Extraordinary Association Conference shall be made available on request to Association Members and others named in Regulation 4.17.

4.19 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 sponsor, via the General Secretary, with the Chair of the Standing Orders Committee. The submission of motions on an electronic version of the official form shall be allowed subject to appropriate verification. 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 Scotland Board.

4.20 In addition to the Trustees the WEA Council shall be entitled to: -

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

4.21 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 Acts or the Charities Acts and Statutory Regulations including any statutory modification or re-enactment for the time being in force or with the current Governing Document (save that motions sponsored by the Trustees for approval by Conference or advisory motions sponsored by others seeking amendments to the Governing Document 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 Document 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.

4.22 Notice of appointment of representatives by all constituent bodies shall be sent to the General Secretary's 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 their representative to their parent Regional Committee.

4.23 The Standing Orders Committee shall be responsible for considering all motions submitted to determine their admissibility in accordance with Regulations 4.19 and 4.21. They shall at their discretion consult with representatives of the sponsoring bodies, advise on the wording of motions and seek agreement from sponsoring bodies on the text to be included in the Preliminary Agenda. Where

appropriate, and with the agreement of the sponsoring bodies concerned, they may prepare composite motions. Where Standing Orders Committee amends or composites a motion without the agreement of every sponsor, this decision shall be fully explained in their Report to Conference. They shall prepare a schedule to bring together motions on similar topics or themes in the form of a Preliminary Agenda.

4.23A The Preliminary Agenda, and any amendments and/or new motions under Regulation 4.25A subsequently determined by the Standing Orders Committee to be admissible, shall be made available as speedily as possible to WEA Council. Council may then address the issues raised in each motion [taking account of any relevant advice provided by the Region concerned or WEA Scotland], and promote wide consultation on those motions and/or endeavour to achieve their early resolution, if possible prior to the Conference, to the reasonable satisfaction of the sponsor. In the light of this, Council shall advise Standing Orders Committee on prioritising motions to make the most effective use of the time allocated for formal business at Conference.

4.24 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. For an ordinary Conference the Preliminary Agenda shall whenever possible be issued at least 120 calendar days ahead 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 4.21. 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. The submission of amendments on an electronic version of the official form shall be allowed subject to appropriate verification. 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 Scotland Board.

4.25 With the Preliminary Agenda shall also be included the following reports by or on behalf of the Trustees, which may be separate, or the information required in one or more of them may be combined in one or more comprehensive reports related to any Principal Themes notified in the Preliminary Notice [in accordance with Regulation 4.17] and any related motions sponsored by the Trustees or WEA Council: -

- a report reviewing the actions taken on each motion passed or remitted by the prior Association Conference and any intervening Extraordinary Conference;
- a report reviewing activities since the close of the financial year covered by the last issued Annual Report and Accounts [which are to be circulated with the Final Agenda]; and
- a report reviewing decisions taken at any intervening general meeting of company members plus any other variations in the Governing Document.

4.25A In response to the Preliminary Agenda and associated reports, a Regional or the Scottish Annual or other General meeting or a Regional Committee or the Scotland Board, or Council, or the Trustees may propose new motions for consideration by Conference. New motions shall be subject to the provisions of

Regulations 4.19, 4.21 and 4.23; they must be submitted on the official motion form as issued with the Preliminary Notice and accompanied by an explanatory note. They shall be submitted by the date stipulated for the submission of amendments and the Standing Orders Committee shall consider such motions for inclusion in the Final Agenda in accordance with Regulation 4.27 as if they were amendments. This Regulation shall not apply to an Extraordinary Conference.

4.26 All bodies entitled to voting representation at alternate ordinary Association Conferences shall be invited to submit nominations for the Standing Orders Committee. Nomination forms, provided by the General Secretary, 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.

4.27 The Standing Orders Committee shall be responsible for considering all amendments submitted to determine their admissibility in accordance with Regulations 4.21 and 4.24. They shall at their discretion consult with representatives of the sponsoring bodies, advise on the wording of amendments and seek agreement from sponsoring bodies on the text to be included in the Final Agenda. Where appropriate, and with the agreement of the sponsoring bodies concerned, they may prepare composite amendments. Where Standing Orders Committee amends or composites an amendment without the agreement of every sponsor, this decision shall be fully explained in their Report to Conference.

4.28 Taking account of any advice provided by WEA Council, the Standing Orders Committee shall give consideration to the ordering, timing and conduct of the formal business of the Conference and prepare the Final Agenda and the Timetable and Order of Business. These recommendations shall schedule the discussion of, or as the case may be the answering of questions submitted in advance on, the business referred to in Regulations 4.25 and 4.29 with the exception of the Final Agenda but including the Audited Annual Accounts and Trustees' Reports. The Standing Orders Committee shall ensure that the final agenda and timetable gives appropriate priority to any Principal Themes notified in the Preliminary Notice in accordance with Regulation 4.17. Motions proposed by WEA Council to be given priority or related to the Principal Themes may be given additional debating time, subject to the recommendations of the Standing Orders Committee in its report.

4.29 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 calendar days before the Association Conference: -

- a) lists of valid nominations as determined by the Standing Orders Committee for any Association Officer elections, and as determined by the General Secretary for the Standing Orders Committee elections;
- aa) a report by WEA Council on –
 - i. the priority it recommends should be given to each motion
 - ii. The progress it has made in resolving the issues raised in each motion which Council recommends should NOT be given priority at Conference, particularly any such motion proposed by a Branch or Local Association
 - iii. The results of consultations Council has undertaken on other motions and

amendments.

- b) the report of the Standing Orders Committee including the Final Agenda comprising the motions and amendments deemed by the Standing Orders Committee to be in order for consideration;
- c) the Minutes of the previous ordinary Association Conference and any intervening Extraordinary Conference;
- d) the Audited Annual Accounts and Trustees' Reports of the Association issued since the previous Association Conference; and
- e) a report on any matters deemed to be urgent by the Trustees and/or by the WEA Council [including any update of any of the reports issued with the Preliminary Agenda under Regulation 4.25] provided that any attached motion shall be subject to consideration by the Standing Orders Committee in accordance with Regulation 4.51.

Election of Association Officers

4.30 The supervision of all elections of Association Officers, including determination of the election timetable [provided that at least 4 weeks is allowed between the issue of ballots and the close of poll], establishing all necessary procedures, nomination forms and related documentation and guidance, shall be the responsibility of the Standing Orders Committee, in consultation with the General Secretary and any electoral services contractor appointed to distribute and count ballots, whether electronically or by post.

4.31 In each Association Conference year, notices of forthcoming elections shall be disseminated to Association Members in all English Regions and Scotland in a Newsletter or routine circular, who shall be invited to submit nominations in accordance with Regulations – for one Deputy President and either the President or the Treasurer - and for any casual vacancy under Articles 21.3.1 and/or 22.1.

4.32 Nomination forms and related documentation, provided by the Standing Orders Committee, shall be issued to all bodies entitled to voting representation at each ordinary Association Conference and shall be available to Association Members on request to the General Secretary.

4.33 A valid nomination for any such election must be signed by an Association Member, supported by the signatures of 10 other Members and counter-signed by the candidate, each of whom shall be a qualified Association Member who shall complete all other details required of them on the nomination paper and related documentation.

4.34 For the purposes of an election of any Association Officer a 'qualified Association Member' shall be an Association Member in England or WEA Scotland who has been registered as such, or who has validly applied to be registered, by the date 6 months before the scheduled opening of Association Conference and has paid up any subscription which is due by that date.

4.35 With the nomination form each candidate shall submit an electoral statement to be sent to each qualified Association Member with the ballot paper. The statement shall specify the candidate's own English Region or Scotland together with the name

and the base in an English Region or Scotland of the nominator [with no more than one WEA office currently or formerly held] and the number of his/her 10 supporters stating where each is based in an English Region or Scotland [with no additional details]. Additionally the statement may include policy intentions and principles and relevant knowledge, skills and experience but these shall not exceed 400 words. It may also include a photograph of the candidate.

4.36 Only nominations sent on the official form, correctly completed and signed and which reach the General Secretary's Office by 5pm on the closing date specified on the form shall be accepted.

4.37 If more than one candidate is validly nominated for election as any Association Officer, under Articles 21.3.1 or 22.1, that election shall be subject to a ballot of qualified Association Members.

4.38 Between the closing date for receipt of nominations for any election of an Association Officer and the close of poll, no WEA resources or facilities, other than the ballot paper and electoral statement issued to qualified Association Members, shall be used to promote any candidate in that election. It shall however be permissible for any delegated committees to arrange and publicise real or virtual events at which the candidates can address and/or be questioned by qualified Association Members, provided that all validly nominated candidates for any particular Association Officer-ship are given an equal opportunity to participate at any such event.

Conference Procedures

4.39 The Standing Orders 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.

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

4.41 The Standing Orders Committee may require that voting representatives be assigned to seats in specifically identified locations in each of the specified Conference venues. Votes will only be taken from these locations.

4.42 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 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.

4.43 The first item of business shall be the moving of the Standing Orders Committee Report by the Committee Chair; if the results of any elections for Association Officers have not been included in the Standing Orders Committee's written report, they shall be announced at this point. There shall be an opportunity for questions or points of clarification on the report and it shall be in order for any voting

representative to request an amendment or a reference back on any specific recommendation. The Standing Orders Committee Chair shall respond to such requests before Conference is asked to support or oppose the amendment or the reference back. The Report, possibly as amended or pending the outcome of the matter referred back, shall then be put to Conference for adoption and no formal business shall be taken before the report has been adopted. The Standing Orders Committee shall consider any matters referred back to them and the Chair shall report their recommendations to Conference for adoption, or otherwise, later in the timetable. Following the adoption of the Report, and the decision on any additional recommendations, it shall not be in order to raise further questions or challenges on the Report during Conference.

4.44 The proposer of any motion or amendment must be an accredited representative of the body sponsoring the motion or amendment. Where (for whatever reason) a representative is not able to be present at the relevant Conference session, the sponsoring body may seek another accredited representative to act on their behalf provided that the Standing Orders Committee is notified prior to the opening of the relevant session of Conference.

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

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

4.47 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.

4.48 During the debate on any motion it shall be permitted for any voting representative to propose a procedural motion that the motion is remitted to the WEA Council, provided that a specific concern or point of detail is stipulated. The Chair of Conference may accept the proposal to remit, but delay putting it to the vote and so permit any debate to proceed. The mover of the motion shall be given the opportunity to respond prior to a vote on the procedural motion by Conference.

4.49 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 venue or venues 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. Where suitable technical facilities are available, electronic voting may be used under the supervision of the Standing Orders Committee to supplement the use of voting cards.

4.50 The General Secretary shall prepare the ballot papers for the elections to Standing Orders Committee and issue them to all accredited voting representatives including current members of the Standing Orders Committee, but no ballot shall be required if the number of candidates does not exceed the number of vacancies to be filled. Ballot boxes shall be available in the Conference Hall. The General Secretary shall supervise the ballot and counting of the votes and shall announce the result to Conference.

4.51 The Standing Orders 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 Standing Orders Committee shall arrange for an appropriate place in the order of business.

4.52 The WEA Council shall present to Conference the projected date of the ensuing Association Conference.

4.53 Following Conference, the outgoing Standing Orders Committee may undertake a review of the operation of Conference-related Regulations, processes and procedures and report their conclusions to the WEA Council and its own successors.

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

5.1A With the effect from the 2018 AGM of WEA Scotland, including any necessary preliminary actions required to bring the new arrangements into force from that date, the (appointed in accordance with Article 85) shall be hitherto merged into the WEA Scotland Board, appointed as a sub-committee of the Board of Trustees in accordance with Article 38, with membership and terms of reference (in addition to those set out in these regulations) determined by the Trustees after consultation with WEA Scotland as appended to these Regulations. Accordingly from that date, all references in the Governing Documents to the Scottish Committee shall be construed as references to the WEA Scotland Board.

5.1B 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 Governing Document 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. In particular each committee member exercising powers on behalf of the Association shall: -

- a) act reasonably and prudently at all times in exercising such powers;
- b) act reasonably and prudently in safeguarding the funds, reputation and other property of the Association entrusted to him or her;
- c) act at all times within the scope of his or her authority; and
- d) act at all times diligently in the interests of the Association.

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 members of the Senior Management Team, 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 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 Articles 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, the WEA Scotland Board shall establish 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: -

- 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 9 and 10 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 11 - 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 already approved by or on behalf of the Trustees for each English Region and WEA Scotland may be amended at any subsequent General Meeting of the English Region or WEA Scotland, called after the same notice as would be required for an Annual General Meeting [AGM], by a majority of those present and voting. All such Statements of Representation and

amendments thereof shall be written in accordance with the Governing Document and be subject to approval by or on behalf of the Trustees no later than three months after amendment. Notwithstanding any provision of the existing Statement of Representation, any amendment to such a Statement adopted by a General Meeting [which need not be an AGM] of an English Region or WEA Scotland may, PROVIDED THAT the finally adopted wording has been approved by or on behalf of the Trustees, be carried into effect [if adopted at an AGM] for following business at that AGM, or otherwise for all matters relating to the next following AGM. After consultation with any English Regional Committee in England or the elected Scottish representatives 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: -

- a) establish structures and procedures to ensure adequate and effective democratic participation in the activities of the English Region or WEA Scotland, including for those Association Members who are not associated with any Branch or Local Association, and to promote equality and diversity in accordance with the Equality Acts 2006 and 2010, the Trustees' policy and best practice;
- b) establish procedures for the election of the English Regional 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 or as an elected Scottish representative on the WEA Scotland Board or a member of any Local Association Committees.
- c) establish procedures for the election of officers, including representative(s) on the WEA Council, and the Scottish representatives on any Trustee Sub-Committee, and for the filling of casual vacancies however arising, provided that 60 days after appointment as a Trustee –
 - i] after election as an Association Officer, an individual shall cease to be eligible for election to, or to continue as an officer of any delegated committee, other than WEA Council but including any English Regional or Branch Committee and elected Scottish representative roles or Local Association Committee, and
 - ii] in the case of a Regional Chair/Convenor, after appointment as a Trustee under Article 14.2, shall cease to be eligible for election as, or to continue in office as Regional Chair/Convenor;
- d) establish procedures for meetings other than the WEA Scotland Board, including the process for establishing a quorum for each committee and for giving notice, for the English Regional 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 or and/or any member of the Senior Management Team, any person(s) explicitly appointed for the purpose by any one of these and/or the Regional Education Manager and/or any English Regional or Scottish elected officers including the representative(s) on the WEA Council 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 Committee and the Trustees;

- e) 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 Committee or Scotland Board shall report on all financial and educational and other activities for the past year, and on plans for the coming year, and the relevant WEA Council representative shall ensure that a report is made on the actions taken or proposed by the WEA Council including those in response to resolutions passed or remitted at the prior Association Conference and any intervening Extraordinary Conference;
- f) specify the voting arrangements for all delegated committee meetings in English Regions and WEA Scotland in accordance with the principles in Articles 56.1 and 57 to 58 for meetings of the Trustees; and
- g) 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 Scotland Board

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

5.8a Subject to the provisions of the Governing Document, the Board of Trustees shall determine the terms of reference of the WEA Scotland Board and its respective roles and responsibilities. The WEA Scotland Board shall exercise financial and business planning responsibilities.

5.9 Each English Regional Committee, or Scotland Board 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 Each English Regional Committee or Scotland Board 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 Each English Regional Committee or Scotland Board shall, in accordance with the Governing Document 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 Committee or Scotland Board and Regional Education Manager or Scottish Director.

5.12 Each English Regional or Scotland Board shall ensure that all Regional or Scottish activities are in accordance with the Object, Principles, Powers and provisions in the Governing Document, 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 Committee or Scotland Board 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 Each English Regional Committee or the Scotland Board shall be entitled to submit views and recommendations to the Trustees and the WEA Council 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: -

- a) English Regional Chair or Scottish Convenor who shall chair the WEA Scotland AGM and two vice convenors (one of whom may hold the role of WEA Scotland Treasurer) who will be ex officio members of WEA Council and of the WEA Scotland Board
- b) One English Regional Vice-Chair[s]
- c) A second English Regional representative on WEA Council, who may also hold another Officer post; and
- d) such other officers [including any substitute[s] for members of WEA Council] 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 one of the Scottish Vice-Convenor(s) shall act in his or her absence) shall:

- a) chair meetings of the English Regional Committee and of the English Regional or Scottish Annual General Meeting;
- b) liaise with the Regional Education Manager or Scottish Director to ensure the effective servicing of the English Regional or Scottish voluntary structures;
- c) meet regularly with the Regional Education Manager or Scottish Director to discuss the effective management of the English Region or WEA Scotland; and
- d) oversee the drafting of the English Regional or Scotland Board report to the Regional or Scottish AGM.

5.16 The English Regional or Scottish Treasurer shall (if any): -

- a) chair meetings of any sub-committee of the English Regional Committee or Scotland Board solely responsible for financial matters;
- b) liaise with the Regional Education Manager or Scottish Director 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;
- c) meet with the **Regional Education Manager** or Scottish Director and appropriate finance officers to review internal audit reports and the annual Audit Pack completed by the relevant financial officers; and

- d) meet together twice yearly with each other and 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 Chief Operating Officer in consultation with the Treasurer shall be responsible for organising, attending and servicing Treasurers' meetings, and others will attend by invitation. In addition all these Treasurers will meet annually either with all Regional Chairs and the Scottish Convenor or with WEA Council.

5.17 The English Regional Chair or Scottish Convenor and the other English Regional or Scottish Representative(s) on the WEA Council shall, as far as possible, make every reasonable effort to attend all meetings of Council, or to ensure that a substitute attends in their place, and to: -

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

5.18 The election of the English Regional Chair and Scottish Convenor and other officers, including the other English Regional or Scottish Representative(s) on the WEA Council, shall be reported promptly by the Regional Education Manager and the Scottish Director to the General Secretary and the Company Secretary as soon as practicable.

5.19 At all times each Regional Education Manager or Scottish Director 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 Regional Education Manager or Scottish Director 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: -

- a) support the active governance of the English Region or WEA Scotland by reporting to the English Regional Committee or Scotland Board on strategic, operational and financial management;
- b) participate in the collective leadership of the Association through membership of the Senior Management Team;
- c) promote and support project-based work activities;
- d) work closely and collaboratively with the General Secretary and members of the Senior Management Team.
- e) ensure that the needs of learners and potential learners are met and their learning experiences meet their highest expectations;
- f) 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 Committee or Scotland Board;

- g) 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;
- h) ensure that resolutions of the English Regional Committee, the AGM of WEA Scotland and Scotland Board are reflected in the English Regional or Scottish planning, management, and operations;
- i) abide by the policies, decisions and instructions given by the Trustees; and
- j) carry out other duties as requested by the General Secretary.

5.21 Where a Regional Education Manager or Scottish Director believes that a resolution of the English Regional Committee or Scotland Board or the AGM of WEA Scotland cannot be implemented, the Regional Education Manager or Scottish Director shall advise the English Regional Chair or the Chair of the Scotland Board and the 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 Scotland Board and operating under the procedures set by the Governing Document 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 In particular each committee member exercising powers on behalf of the Association shall: -

- a) act reasonably and prudently at all times in exercising such powers;
- b) act reasonably and prudently in safeguarding the funds, reputation and other property of the Association entrusted to him or her;
- c) act at all times within the scope of his or her authority; and
- d) act at all times diligently in the interests of the Association.

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 the General Secretary or members of the Senior Management Team or, as the case may be, the English Regional or Committee or Scotland Board and Regional Education Manager or Scottish Director 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 Articles 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, the Scotland Board 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: -
- a) Association Members who have specified it as their local English Branch or Scottish Local Association; and
 - b) 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 Committee or Scotland Board.

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. Each English Branch and Scottish Local Association Secretary shall give the Regional Education Manager or Scottish Director 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 Education Manager or Scottish Director shall require. 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 Regional Education Manager or the Scottish Director.

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 member of the Senior Management Team, or any person(s) explicitly appointed for the purpose by any one of these and/or the Regional Education Manager and/or any English Regional elected officers or Convenor or Vice Convenor including the representative(s) on the WEA Council 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 Committee or Scotland Board and the Trustees.

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 WEA Council and, under Regulation 4.19, 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 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 Scotland Board.

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 Scotland Board.

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 Scotland Board given such powers by the Trustees and be responsible, in line with the Statement of Representation for the English Region or WEA Scotland and the agreement of the parent English Regional Committee or the Scotland Board to respond appropriately to local needs. Where the parent English Regional Committee or the Scotland Board 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 wellbeing 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 Education Manager or

Scottish Director and any finance officer.

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 Regional Education Manager or the Scottish Director in accordance with Article 85.

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 Committee or Scotland Board, 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 Scotland Board 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 Regional Education Manager or Scottish Director and the Association's Chief Operating Officer 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 Governing Document and 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, 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 Education Manager or Scottish Director 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 Scotland Board 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 Articles 7, 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 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 Scotland Board, 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 Committee or Scotland Board 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 Committee or Scotland Board 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 Committee or Scotland Board resolves that the English Branch or Scottish Local Association should be dissolved or merged with another, written notice of the Regional Committee or Scotland Board'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 Committee or Scotland Board report to the Trustees seeking their approval to implement its decision; and
- 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 Education Manager or Scottish Director 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.