

THE BRITISH ASSOCIATION OF SOCIAL WORKERS

982041

Articles & Bye-laws

Last amended 2009



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THE COMPANIES ACT 2006

The British Association of Social Workers

A Company Limited by Guarantee
and not having a Share Capital.
Registered in England No. 982041

Articles & Bye-laws

ARTICLES

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

Words		Meanings
The Act	–	The Companies Act 2006.
These presents	–	These Articles of Association, and the regulations of the Association from time to time.
The Association	–	The above-named Company.
The Council	–	The National Executive Council for the time being of the Association as hereinafter defined.
The Office	–	The registered office of the Association.
The United Kingdom	–	Great Britain and Northern Ireland, the Channel Islands and The Isle of Man.
Month	–	Calendar month.
In writing –		Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form.
Bye-Laws	–	The Bye-Laws of the Association made in accordance with Article 39 hereof.

And words importing the singular number only shall include the plural number, and vice versa. Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which those presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERSHIP

2. The number of Members with which the Association proposes to be registered is unlimited.
3. The subscribers to the Memorandum of Association and such other persons who are members within the meaning in the Act and who shall be admitted as Members of the Association in accordance with the provisions contained in these Articles, including Student Members, shall, subject to these Articles, be the Members of the Association.
4. The provisions of Section 113 of the Act shall be observed by the Association, and every Member of the Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
5. The following shall be eligible to become Members of the Association:
- (a) Persons who have successfully completed a course of training in social work which is recognised by the Council in accordance with Bye-laws made by the Association in General Meeting.

- (b) Any person occupying a post in which in the opinion of the Council a qualified social worker would appropriately be employed.
- (c) Persons, not being Guest Members, whose eligibility to be Members is established by the terms of an agreement made between this Association and an association of social workers in another country.
- (d) Persons accepted for, or following a course of study as defined in the Bye-Laws, successful completion of which would render them eligible to be Members under (a), (b) or (c) above, and any person who, in the opinion of the Council, is occupying a post appropriately designated "trainee social worker".

Persons who become Members under (b) above shall remain Members only so long as they continue to occupy a post in which in the opinion of the Council a qualified social worker would appropriately be employed. Any person not within the above categories who is a Member at 15 April 1994 shall be entitled (subject to the other provisions of these Articles and the Bye-laws) to retain membership.

Persons who become Members under (d) above shall be referred to in the Register of Members as Student Members.

A Member who becomes eligible under (d) above to become a Student Member may continue as a Member or, with the Council's permission, become a Student Member of the Association.

- 6. The Association in General Meeting shall have power to confer eligibility to be Members on any group of persons who are members of an organisation having objects similar to those of this Association.
- 7. In addition to Members who are members within the meaning of the Act, there shall also be classes of Honorary Members, Guest Members and Affiliates. For the avoidance of doubt, these shall not be members within the meaning of the Act, nor, accordingly, shall they be entered in the Register of Members, but they shall be entitled to such privileges as are laid down in these Articles or may be laid down in the Bye-Laws.
- 8. Honorary Members shall be persons who in the opinion of the Association have done distinguished work furthering the objects of the Association. They may be elected at a General Meeting of the Association on the nomination of the Council for a term of five years, being eligible for re-election thereafter, or for such other term as the Association may determine. Honorary Members shall not be liable to pay any subscription.
- 9. Persons who not being eligible to be Members, are members of associations of social workers in other Countries may be elected to Guest Membership under the terms of any agreement between this Association and the association of which such a person is a member.
- 10. Persons who subscribe to the objects of the Association in such form as the Council shall determine who are not eligible to be Members shall be eligible to be Affiliates, at the discretion of the Council. All candidates for election as Affiliates shall be proposed in writing by two Members of the Association.
 - (i) The Council may recognise as Affiliated Organisations, organisations of or including social workers or established for objects similar to or including all or any of the objects of the Association as set out in Clause 3 of the Memorandum of Association on such terms and under such conditions as the Council may determine. The Council shall also have power to withdraw such recognition and the relevant organisation shall cease to be an Affiliated Organisation upon such withdrawal taking effect.

- (ii) Each Affiliated Organisation shall pay subscriptions or fees of such an amount and on such terms and they or their members shall receive such services [if any] on such terms as the Council may determine.
 - (iii) Each Affiliated Organisation shall have the right to send two representatives to any Social Workers Consultative Assembly or other consultative assembly event organised by the Association for which the Council shall have determined that Affiliated Organisations are entitled to attend.
11. Admission of Members, Guest Members and Affiliates shall be by the Council. All Members and Affiliates shall as and when required by the Council from time to time sign and submit an undertaking in such form as the Council shall determine to promote the objects of the Association and to observe its requirements as to conduct and ethical practice.
12. The entrance fee (if any) payable by Members, Guest Members and Affiliates shall be payable on admission at such rates or rate as may be determined from time to time in accordance with the Bye-Laws. Subscriptions shall be payable:
- (a) in the case of Members, Guest Members and Affiliates annually or
 - (b) in the case of Members only (but not Student Members) and at the option of the payer over such age as the Bye-Laws may specify as a lump sum for life.
13. If any Member, Guest Member or Affiliate shall fail within three months of the due date to pay either the initial or renewal subscription then their membership or affiliation shall cease provided that the Council may on receipt of the outstanding payment re-instate them.
14. The Council may reduce or remit the whole or any part of the entrance fee or subscription of any Member, Guest Member or Affiliate, where there are special reasons for doing so.
15. The Council shall cause to be kept a Register of Members of the Association specifying the class of Members to which each Member belongs. Any person so registered shall be entitled to be described as a Member of the British Association of Social Workers and to use for the purpose of that person's calling the letters MBASW, and no other person shall be so entitled.
16. Where the Disciplinary Board has determined to recommend to the Council that a Member be expelled that Member shall be suspended from Membership of the Association and during such suspension is entitled to no privileges of Membership.
17. The privileges of membership shall not be transferable and a Member shall cease to be a Member:
- (a) If by notice in writing to the Chief Executive, a Member resigns from membership, such notice shall not prejudice a Member's liability to pay to the Association any subscription or other sum owed by the Member at the date of resignation. No Member who resigns shall have any right to claim the repayment of any unexpired proportion of any subscription or other sum paid by the Member to the Association.
 - (b) If, at a meeting of the Council at which not less than half of the Members of the Council are present, a resolution shall be passed by at least two-thirds of the members present upholding a recommendation made by the Disciplinary Board that the Member be expelled.
- A resolution as aforesaid shall not be passed unless the Member has been given not less than 21 days notice in writing of the meeting of the Disciplinary Board at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the Member's

expulsion and has been afforded a reasonable opportunity of being heard by and of making written representation to the Board. The Member shall have the right to be represented at a meeting of the Board by a person of the Member's choice. When any such resolution is effectively passed, then the Member shall forthwith cease to be a Member, but without prejudice to the liability to pay to the Association any subscription or other sum owed by the Member. No Member so removed shall have any right to claim the repayment of any unexpired portion of any subscription or other sum paid by the Member to the Association. If such a resolution is not so passed the suspension of the Member shall cease forthwith.

No person who has been removed from membership by a resolution of the Council shall be reinstated within twelve months of the date of the resolution of removal, and where an application for reinstatement has been rejected by the Council, no further application shall be considered within twelve months of the date of the previous application.

GENERAL MEETINGS

18. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
19. All General Meetings, other than Annual General Meetings, shall be called Additional General Meetings.
20. The Council may, whenever they think fit, convene an Additional General Meeting and Additional General Meetings shall also be convened by the Council on such requisition, or in default may be convened by such requisition, as is provided by Section 303 of the Act.
21. (a) Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the Members having the right to attend and vote there at, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members think fit.
- (b) In addition to the notice of every Annual General Meeting required under the first paragraph of this Article to be given by the Council the Council shall give not less than four months notice of the date and place of every Annual General Meeting to each member.
- (c) Any motion signed by a proposer, seconder and 18 other Members or signed by an Officer of a Branch or of a National Standing Committee, or by an Officer (being a Member of the Association) of a group appointed by the Council and for the time being designated as a Special Interest Group ('Special Interest Group') on the authority of a resolution passed at a duly convened meeting of the membership of the Branch, or of the National Standing Committee or of the Special Interest Group (providing in the latter case a majority of those voting on the resolution - whether for or against - were Members of the Association) and submitted to the Council not less than fourteen weeks or

such shorter period as the Council may decide (in the case of any motion to propose a Special Resolution) or eight weeks in other cases before the date of the Annual General Meeting shall be placed on the Agenda of that meeting and the terms of such motion shall be given in the Notices required. This provision is in addition and without prejudice to the provisions of Sections 314 to 317 of the Act.

- (d) Notice of any proposed amendment to any motion to propose a Special Resolution under paragraph (c) above must be received by the Council not less than eight weeks or such shorter period as the Council may decide and to any other motion under that paragraph must be received by the Council not less than seven days before the date of the Meeting at which they are to be considered and the Council shall cause copies of such amendments to be made available to members attending the Meeting. Such proposed amendments shall be signed by a proposer, seconder and eighteen other Members or proposed and signed by an Officer of a Branch or of a National Standing Committee or by an Officer (being a Member of the Association) of a Special Interest Group on the authority of a duly convened meeting of the members of the Branch, or of the National Standing Committee or of the Special Interest Group (providing in the latter case the majority of those voting on the resolution - whether for or against - were Members of the Association).
 - (e) Before placing on the Agenda of any Annual General Meeting or giving notice or making available copies of any proposed motion or amendment of any proposed motion as required under Article 21(a), 21(c) and 21(d) above the Council shall have power:
 - (i) to treat any motion on a particular subject as an amendment to any other motion on the same subject, and to rephrase it accordingly;
 - (ii) to treat any amendment to any motion as a separate motion and to rephrase it accordingly;
 - (iii) to group together into one composite motion any two or more motions and/or amendments which have a similar object and, in so doing, to use the phraseology which in the opinion of the Council best expresses the object of such motions and/or amendments;
 - (iv) to arrange the order of motions and amendments;
 - (v) to require that two or more motions and/or amendments be debated together, but that votes be taken on them sequentially;
 - (vi) when rephrasing or compositing motions or amendments to consult with the proposers and seconders thereof insofar as it seems to the Council expedient. This provision is without prejudice to sections 314 to 317 of the Act.
22. (a) The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding transacted, at any meeting.
- (b) Affiliated Organisations but not their individual members shall be entitled to receive notice of General Meetings of the Association. Those persons who satisfy the Council or any person nominated by the Council for the purpose in such manner as the Council [or such person] may determine that they are members of an Affiliated Organisation may attend and speak at General Meetings of the Association but may not vote or appoint proxies.

PROCEEDINGS AT GENERAL MEETINGS

23. All business shall be deemed special that is transacted at an Additional General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.
24. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, fifty Members or one per cent of the Members, whichever is the fewer, personally present shall be a quorum.
25. If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the Members present shall be a quorum.
26. The Chair (if any) of the Association shall preside as Chair at every General Meeting but if there be no such Chair or if at any meeting the Chair shall not be present within 15 minutes after the time appointed for holding the same or shall be unwilling to preside, the Vice Chair shall if present and willing preside in place of the Chair. If the Vice Chair is not present or willing to preside, the Chair of the Finance and Human Resources Committee shall preside as Chair, but if he/she is not present and willing, the Members present shall choose some other member of the Council or, if no such member be present and willing some other Member of the Association who shall be present to preside.
27. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Saving as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
28. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the resolution of the show of hands, demanded by the Chair or by at least 20 Members present in person or by proxy, or by a Member or Members so present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the 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 minute book of the Association 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. The demand for a poll may be withdrawn.
29. Subject to the provisions of Article 30, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS AT GENERAL MEETINGS

33. Subject as hereinafter provided every Member shall have one vote.
34. (a) Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote.
- (b) The Council may provide for the issue of voting cards to Members and proxy voting cards to persons holding proxies and the Chair may disallow the vote [whether given in person or by proxy] of any person not producing a valid voting card. The Council may determine that voting cards do not have to be produced in respect of proxies held by a person nominated by the Council for appointment as a proxy or in other cases which it deems appropriate.
35. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing. A proxy must be a Member of the Association.
36. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
38. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

'I the undersigned being a Member of the British Association of Social Workers hereby appoint or failing him/her (both persons nominated by the Council) both of 16 Kent Street, Birmingham, or (see Note 3) Membership number of another Member of the Association as my proxy to vote for me and on my behalf, as indicated below at the (Annual) General Meeting of the Association to be held on and at any adjournment thereof.

The resolutions are numbered as in the notice of the meeting.

Resolution					
For					
Against					

Signature Membership No

Date

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

NOTES

1. There is no provision under the Companies Act for postal voting. A Member who is unable to be present may only record his or her vote by proxy.
2. Only Members have votes. Affiliates do not have votes.
3. If you desire to appoint a proxy other than the above-named, please delete their names and insert the name and address of the other Member. If you do this it is wise to ascertain in advance that he or she is willing and able to undertake the responsibility.
4. If you do not indicate how your votes are to be cast, the proxy may vote or abstain at his/her discretion. Nevertheless, if one of the Council nominees is appointed, no vote will be cast unless an indication has been given.
5. The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
6. If you intend to attend part of the meeting and wish your vote to be exercised only during your absence, please note that, since a proxy can only be exercised provided a Member's voting card has not been issued, the following procedure must be followed:
 - (i) if you **WILL NOT** be present at the beginning of the meeting, proxy voting cards will be issued and you will not be able to register for a voting card until you have exchanged the proxy voting card for a voting card;
 - (ii) if you **WILL** be present at the beginning of the meeting, register for a voting card in the usual way;
 - (iii) when you wish to exchange your voting card with the proxy holder go to the BASW office in and there exchange your voting card with the proxy voting cards. It is your responsibility to find your proxy holder to enable the exchange to be made.
7. Those appointed as proxies can collect their voting cards from Make sure you tell your proxy holder of their appointment so that the proxy holder knows to collect the voting cards.
8. Other matters relating to the proxies are contained in Articles 33 to 37.

POWER TO MAKE BYE-LAWS

39. The Association in General Meeting may make Bye-Laws regulating the management of the Association, the conduct of and conditions relating to Members, Honorary Members, Guest Members and Affiliates, and in respect of such matters as are by these Articles required to be dealt with in Bye-Laws and in respect of such other matters as the Association in General Meeting shall think fit provided that:
 - (a) no Bye-Law may be made or shall be valid if it shall contravene or be inconsistent with the Memorandum of Association or these Articles, and
 - (b) no Bye-Law may be laid before a General Meeting of the Association unless it shall first have been considered by the Council.

BRANCHES

40. The Council may create Branches of Members or divide or amalgamate any existing Branches or may reduce the number of Branches.
41. The Council shall cause to be kept a list of the members of each Branch.
42. It shall be the function of each Branch:
 - (a) to further the objects of the Association within its area;
 - (b) to co-operate with any other organisations and persons engaged in similar activities within its area
 - (c) to deal with such matters as may, from time to time, be referred to it by the Council, or the relevant National Standing Committee.

NATIONAL STANDING COMMITTEES

43. There shall be four National Standing Committees (England, Northern Ireland, Scotland and Wales).
44. It shall be the duty of each National Standing Committee:
 - (a) to act in accordance with a plan agreed by the relevant National Standing Committee which is consistent with the aims and objectives of the Association;
 - (b) to further the objects of the Association within its area;
 - (c) to co-ordinate Branch opinion in relation to the affairs of the Association;
 - (d) to promote communication between the Branches in its area and the Council;
 - (e) to co-operate with any other organisations and persons engaged in similar activities within its area;
 - (f) to deal with such other matters as may, from time to time, be referred to it by Branches within its area or by the Council.
45. A National Standing Committee shall consist of representatives of Members in the relevant national area.
46. The number and manner of selection of National Standing Committee members shall be determined by the relevant National Standing Committee, provided that every member of a National Standing Committee shall be a Member of the Association.
47. A National Standing Committee shall operate and manage its business in accordance with these Articles and the Bye-Laws but in all other respects as it sees fit.

ETHICS AND HUMAN RIGHTS COMMITTEE

48. There shall be a Standing Committee known as the Ethics and Human Rights Committee.
49. The Ethics and Human Rights Committee shall comprise:
 - (a) As its Chair, the Vice Chair of the Association who shall be elected in accordance with Article 55, and
 - (b) six other members who shall be elected by the Members at an Annual General Meeting in accordance with Article 50, and who shall hold office in accordance with the Bye-Laws.

50. Election of Ethics and Human Rights Committee members under Article 49(b):
- (a) The Council shall in such manner as it determines invite applications from candidates for election.
 - (b) Subject to approval by a panel comprising the Chair and Vice Chair of the Association and either the Chief Executive or an Assistant Chief Executive, candidates names shall be put forward for election by the Members at an Annual General Meeting.

FINANCE AND HUMAN RESOURCES COMMITTEE

51. There shall be a Standing Committee known as the Finance and Human Resources Committee.
52. The Finance and Human Resources Committee shall comprise:
- (a) a Chair who shall be elected in accordance with Article 55, and
 - (b) six other members who shall be elected by the Members at an Annual General Meeting in accordance with Article 53, and who shall hold office in accordance with the Bye-Laws.
53. Election of Finance and Human Resources Committee members under Article 52(b)
- (a) The Council shall in such manner as it determines invite applications from candidates for election.
 - (b) Subject to approval by a panel comprising the Chair of the Association, the Chair of the Finance and Human Resources Committee and either the Chief Executive or an Assistant Chief Executive, candidates names shall be put forward for election by the Members at an Annual General Meeting.

HONORARY OFFICERS

54. The Honorary Officers of the Association shall be the Chair of the Association, the Chair of the Ethics and Human Rights Committee (who shall be the Vice Chair of the Association) and the Chair of the Finance and Human Resources Committee, all of whom shall be Members.
55. The Honorary Officers shall be elected by the Members of the Association by postal ballot. The terms of office of the Honorary Officers shall be determined in accordance with the Bye-laws approved by the Association in General Meeting. Candidates for election as Honorary Officers shall be nominated by a Member (other than the candidate him/herself) or by a Branch committee or a National Standing Committee. Candidates for election as Honorary Officers must have been Members for a minimum of 3 years continuously immediately prior to nomination.
56. The Honorary Officers shall be remunerated as agreed by the Council from time to time.
57. A President and Vice-President may be appointed annually at the Annual General Meeting.

COUNCIL

58. The Council shall consist of the following members:
- (a) The Chair, the Vice Chair (the Chair of the Ethics and Human Rights Committee) and the Chair of the Finance and Human Resources Committee.
 - (b) Eight National Standing Committee members, two to be selected by each National Standing Committee subject to any relevant provisions which may be contained in the Bye-Laws (the "National Standing Committee representative members of the Council").
 - (c) Five additional persons being Members and each nominated by a Member (other than the

- candidate him/herself) or by a Branch committee or by a National Standing Committee, to be elected by the Members by postal ballot subject to any relevant provisions which may be contained in the Bye-laws (the "Additional members of the Council").
- (d) Co-opted members who shall be Members whom the Council may from time to time consider, by reason of their special interest, to have a particular contribution to make to the work of the Association or to enable pursuit of equal opportunities and/or other policies of the Association, provided always that the number of such co-opted members (excluding any appointed to fill a casual vacancy) shall not exceed two. Such co-opted members shall serve until the next following Annual General Meeting of the Association and be eligible for re-appointment for not more than four consecutive years.

POWERS OF THE COUNCIL

59. The management of the business of the Association shall be vested in the Council who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by these Articles or the Act required to be exercised in General Meeting. Without prejudice and in addition to the powers aforesaid the Council shall have the following special powers and duties:
- (a) The appointment, supervision, remuneration and dismissal of any staff.
 - (b) The appointment of Standing and other Committees, Boards, Panels, Working Parties, Project, Special Interest, Practice or other groups with such terms of reference as the Council may prescribe. In particular the Council shall set up and at all times maintain a Disciplinary Board.
 - (c) The making of regulations for the detailed management of the Association subject to the proviso that no regulation shall be made that will in any way conflict with these Articles or the Bye-Laws or constitute such an alteration thereof or addition thereto as could only lawfully be made by the Association in General Meeting.
 - (d) The making, variation, and revocation of rules prescribing subject to the Bye-laws the constitution of the Branches of the Association.
 - (e) The making, variation, and revocation of rules prescribing, subject to these Articles and the Bye-laws, the operation and management of the Ethics and Human Rights Committee and the Finance and Human Resources Committee.
 - (f) The administration and allocation of the finances of the Association.
 - (g) The setting up and funding of issue-based or time-limited activity which is outside the existing Branch and Standing Committee structure.
60. Subject to the Bye-Laws the Council may convene meetings of delegates of National Standing Committees or Branches and such other special meetings of Members as the Council may from time to time consider necessary.
61. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than eight, it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
62. If a casual vacancy occurs amongst members of the Council it may be filled in the manner provided in the Bye-laws.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

63. The office of a member of the Council shall be vacated:
- (a) If a receiving order is made against the member or the member makes any arrangement or composition with creditors.
 - (b) If the member becomes of unsound mind.
 - (c) If the member ceases to be a Member.
 - (d) if by notice in writing to the Association the member resigns office.
 - (e) If the member ceases to hold office by reason of any provision of the Act or he or she becomes prohibited by law from being a member of the Council.
 - (f) in the case of a National Standing Committee representative member of the Council, if he/she ceases to be a member of the relevant National Standing Committee.
64. In addition and without prejudice to the provisions of section 168 of the Act, the Association may by Ordinary Resolution remove any member of the Council before the expiration of the member's period of office, and may by an Ordinary Resolution appoint another qualified Member of the Association instead: but any person so appointed shall retain office so long as the member would have held the same if not removed.

PROCEEDINGS OF THE COUNCIL

65. The Council shall meet together for the dispatch of business at least six times in each calendar year, and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one-half of the members for the time being of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
66. On the written request of at least 5 members of the Council, the Chief Executive shall within 7 working days serve written notice upon all members of the Council convening a meeting of the Council (to be called an "Additional Council Meeting") within a maximum of 15 working days from the date of the notice. Members of the Council absent from the United Kingdom shall not be entitled to notice of any meeting of the Council other than (in the case of an Additional Council Meeting) by written notice to their home addresses. The provisions of Articles 81 to 83 shall apply to written notices to members of the Council as they apply to Members. Working days shall exclude Saturdays, Sundays and Bank Holidays.
67. If at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, then the Vice Chair, if so present and willing, shall preside as Chair. If the Vice Chair is not present or willing to preside, some other member of the Council selected by the members of the Council who are present, shall take the chair.
68. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
69. The Council may delegate any of its powers to committees ("committees of the Council") consisting of such member or members of the Council with such other person(s) as it thinks fit, and any committees of the Council shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any committee of the Council shall be governed by the provision of these presents for regulating the meetings and proceedings of the Council so far as

applicable and so far as the same shall not be superseded by any regulations made by the Council. Committees of the Council shall have power to co-opt other persons, whether or not Members, to serve on such committees. Provided that no resolution of a meeting of a committee of the Council shall be of any effect unless the majority of the members of the committee present are Members.

70. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
71. The Council shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
72. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

CHIEF EXECUTIVE

73. The Chief Executive shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. The provisions of section 280 of the Act shall apply and be observed. The Council may from time to time appoint an Assistant Chief Executive and any person so appointed may act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting.
74. The Council shall at all times have available the services of a financial adviser (who need not be a Member or a member of the Council) and who shall not be an officer of the Association, who shall be appointed by the Council for such time and upon such remuneration and conditions as it shall think fit and may be removed by the Council at any time. The financial adviser shall be entitled and invited to attend and speak at meetings of the Council, and all General Meetings of the Association but will not (as such financial adviser) be entitled to vote. The financial adviser will advise and report to the Council and General Meetings upon the financial affairs of the Association in general, with particular reference to forecasting income and expenditure and controls upon expenditure.

ACCOUNTS

75. The Council shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

76. The books of account shall be kept at the office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
77. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspection of any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
78. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the complete accounting period since the last preceding account (or in the case of the first account since the incorporation of the Association), together with a proper balance sheet made up as at the last day of that period. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 436 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting in accordance with the Act.

AUDIT

79. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
80. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

81. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the appropriate registered address as appearing in the Register of Members.
82. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon the Member, shall be entitled to have notices served at such address, but save, as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
83. Any notice, if served by post, shall be deemed to have been served on the third-day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

BYE-LAWS

MEMBERSHIP

1. The Council shall have power to recognise courses of training in accordance with Article 5(a) and in exercising this power shall consider the recommendations of the Ethics and Human Rights Committee.
2. The provisions of paragraph (a) of Article 17 (which relate to the resignation of Members) shall apply to Guest Members and Affiliates as though they were Members. If a Guest Member or Affiliate has become ineligible under Article 9 or 10 as the case may be to continue as such, the Council may determine that such person shall forthwith cease to be a Guest Member or Affiliate.

In any other case the Council shall not so determine except upon the recommendation of the Disciplinary Board and the Disciplinary Board shall give 21 days' notice at the least to the person concerned of the meeting of the Board at which the matter is to be considered, and shall afford to the person concerned the opportunity of making written representations to the Board and of attending the said meeting of the Board, and shall permit the person concerned to be represented at the said meeting by a representative of that person's choice.

A resolution passed by the Council in accordance with the foregoing provisions shall not affect the liability of any person to pay any sum owed to the Association, nor confer any right to claim repayment of any sum paid by that person to the Association.

The provisions of Article 16 (which relates to the suspension of Members) shall apply to Guest Members and Affiliates as though they were Members of the Association.

AFFILIATES

3. Affiliates shall be entitled to join the Branch of their choice and to attend Branch meetings but shall have no voting rights, entitlements to attend other meetings, or eligibility to hold office or to serve on committees.

LOCAL ACTIVITY – BRANCHES

4. Branches based on locality may be set up as seen appropriate by the Council. Members living or working in the Republic of Ireland shall be entitled to membership of a Branch in Northern Ireland. After consultation with the appropriate National Standing Committee, the Council shall have power to dissolve a Branch or to divide or amalgamate existing Branches so as to create new Branches or reduce the number of Branches.
5. The Council may after consultation with the appropriate National Standing Committee make or revoke or amend or add to the constitution and rules of each Branch.
6. Each Branch shall elect annually a Chair and such other officers as it considers necessary. Retiring officers shall be eligible for re-election.
7. At a meeting in each calendar year the Branch Chair shall present a report on the activities of the Branch during the preceding year and a statement of accounts shall be presented in such form as the Council shall require. Copies of this report and these accounts shall be forwarded to the Chief Executive within seven days of the meeting at which they were presented.

8. Each Branch shall bear the expenses of its own administration but shall be entitled to receive such annual grants and other grants for specific purposes as may be allocated by the Council or by the appropriate National Standing Committee from its funds.
9. Resolutions from Branches for consideration by the Council or by a Standing Committee (other than the appropriate National Standing Committee) shall be submitted in writing by, or on behalf of the Branch Chair to the Chief Executive not less than 28 days before the date of the meeting at which they are intended to be considered.
10. Resolutions from Branches for consideration by the relevant National Standing Committee shall be submitted in writing by or on behalf of the Branch Chair not less than 28 days before the date of the meeting at which they are intended to be considered but a National Standing Committee may agree to consider a resolution submitted less than 28 days before the date of the meeting if in the opinion of the National Standing Committee the resolution concerns a matter of urgency.

NATIONAL STANDING COMMITTEES

11. A National Standing Committee shall annually appoint from its own members a Chair, a Vice- Chair, a Treasurer, a Secretary and such other officers as it considers necessary. A retiring officer may be reappointed to the same or other office on a National Standing Committee but no-one shall serve as an officer on a National Standing Committee for more than four consecutive years.
12. The quorum for meetings of a National Standing Committee shall be one-quarter of its members and in any case not less than three members, one of whom shall be an officer of the Committee.
13. A National Standing Committee shall meet at least six times in each calendar year.
14. A National Standing Committee shall receive funding to be determined by the Council.
15. Resolutions from National Standing Committees for consideration by the Council shall be submitted in writing by, or on behalf of the Secretary of the National Standing Committee to the Chief Executive not less than 28 days before the date of the Council meeting at which they are intended to be considered.
16. A National Standing Committee may by notice call a meeting of Members in the relevant national area whenever it thinks fit and shall be bound to do so upon the request in writing of the Council or of any two Branches within the national area or of any twenty Members of the Association in the national area drawn from two or more Branches in the national area. Proceedings at such meetings of Members shall be conducted in accordance with the Clauses of the Articles of Association concerned with General Meetings of the Association: save that the quorum for such meetings may be determined by the relevant National Standing Committee with the prior written approval of Council. A National Standing Committee may also call ad-hoc meetings within its national area and invite such persons as it considers appropriate to attend them.
17. A National Standing Committee may appoint such working parties and special interest groups as it sees fit, with such terms of reference as it shall prescribe.

ELECTION OF THE ADDITIONAL MEMBERS OF THE COUNCIL

18. (a) The Council will hold a ballot in such a manner as it shall determine for the election of the Additional members of the Council in each year.
- (b) Additional members of the Council shall hold office from the conclusion of the Annual General Meeting following the relevant ballot at which they are elected until the conclusion of the Second Annual General Meeting thereafter and shall be eligible to stand for re-election provided that at the conclusion of a second consecutive term of office as an Additional member of the Council they will only be eligible to be re-elected as such with effect from the conclusion of the next Annual General Meeting after that at the conclusion of which retirement took effect .
- (c) If a casual vacancy occurs amongst the Additional members of the Council, the Council may appoint a replacement or may arrange a ballot to elect a replacement. A person so elected shall take office in place of the person originally appointed on completion of the ballot. Any person so appointed or elected to fill a casual vacancy shall hold office for the balance of the term of the person replaced but shall be eligible to stand for re-election at the end of such term as if not so appointed or elected. The Council shall exercise its power to fill a casual vacancy amongst Additional members of the Council so as to procure so far as it is able that at all times at least half of the Additional members of the Council are women.

NATIONAL STANDING COMMITTEE REPRESENTATIVE MEMBERS OF THE COUNCIL

19. A National Standing Committee representative member of the Council who is selected by the National Standing Committee shall hold office from the conclusion of the Annual General Meeting following his/her selection by the relevant National Standing Committee until the conclusion of the Second Annual General Meeting thereafter and shall be eligible to stand for re-selection provided that at the conclusion of a second consecutive term of office on Council he/she will only be eligible to be re-selected to Council with effect from the conclusion of the next Annual General Meeting after that at the conclusion of which retirement took effect .
20. If a casual vacancy occurs amongst the National Standing Committee representative members of the Council, the relevant National Standing Committee shall select a replacement. Any person so selected to fill a casual vacancy shall hold office for the balance of the term of the person replaced but shall be eligible to stand for re-selection at the end of such term as if not so selected.

STANDING COMMITTEES

21. In addition to any other Standing Committees appointed by the Council under Article 59(b), there are in accordance with Articles 43, 48 and 51 respectively the following Standing Committees:
- (i) The England, Northern Ireland, Scotland, Wales Committees (the "National Standing Committees")
 - (ii) The Ethics and Human Rights Committee
 - (iii) The Finance and Human Resources Committee.
22. Term of office of Ethics and Human Rights Committee members elected under Article 50:
- (a) Ethics and Human Rights Committee members shall hold office from the conclusion of the Annual General Meeting at which they are elected until (subject to Bye-Law 22(b))the conclusion of the

Second Annual General Meeting thereafter and shall be eligible to stand for re-election provided that at the conclusion of a second consecutive term of office they will only be eligible to be re-elected as such with effect from the conclusion of the next Annual General Meeting after that at the conclusion of which retirement took effect.

- (b) Three of the Ethics and Human Rights Committee members (to be determined by a panel comprising the Chair and Vice Chair of the Association, and the Chief Executive or an Assistant Chief Executive) taking office from the conclusion of the first Annual General Meeting following the establishment of the Committee shall hold office only until the conclusion of the first Annual General Meeting thereafter, but shall be eligible to stand for re-election provided that at the conclusion of a second consecutive term of office they will only be eligible to be re-elected as such with effect from the conclusion of the next Annual General Meeting after that at the conclusion of which retirement took effect.
- (c) If a casual vacancy occurs amongst the members of the Ethics and Human Rights Committee, the Council may appoint a replacement or may arrange a ballot to elect a replacement. A person so elected shall take office in place of the person originally appointed on completion of the ballot. Any person so appointed or elected to fill a casual vacancy shall hold office for the balance of the term of the person replaced but shall be eligible to stand for re-election at the end of such term as if not so appointed or elected.

23. Term of office of Finance and Human Resources Committee members elected under Article 53:

- (a) Finance and Human Resources Committee members shall hold office from the conclusion of the Annual General Meeting at which they are elected until (subject to Bye-Law 23(b)) the conclusion of the Second Annual General Meeting thereafter and shall be eligible to stand for re-election provided that at the conclusion of a second consecutive term of office they will only be eligible to be re-elected as such with effect from the conclusion of the next Annual General Meeting after that at the conclusion of which retirement took effect.
- (b) Three of the Finance and Human Resources Committee members (to be determined by a panel comprising the Chair of the Association, the Chair of the Finance and Human Resources Committee and the Chief Executive or an Assistant Chief Executive) taking office from the conclusion of the first Annual General Meeting following the establishment of the Committee shall hold office only until the conclusion of the first Annual General Meeting thereafter, but shall be eligible to stand for re-election provided that at the conclusion of a second consecutive term of office they will only be eligible to be re-elected as such with effect from the conclusion of the next Annual General Meeting after that at the conclusion of which retirement took effect.
- (c) If a casual vacancy occurs amongst the members of the Finance and Human Resources Committee, the Council may appoint a replacement or may arrange a ballot to elect a replacement. A person so elected shall take office in place of the person originally appointed on completion of the ballot. Any person so appointed or elected to fill a casual vacancy shall hold office for the balance of the term of the person replaced but shall be eligible to stand for re-election at the end of such term as if not so appointed or elected.

24. The Honorary Officers shall be entitled to attend and vote at meetings of Standing Committees.

25. Each Standing Committee shall be able to appoint sub-committees, panels and working parties and before making appointment to a sub-committee, panel or working party the relevant Committee shall consider any nominations from relevant Members, including those which may have been put forward by a Branch committee.

DISCIPLINARY BOARD AND OTHER COMMITTEES

26. As provided for in Article 59(b), the Council shall appoint such other committees, project, special interest, practice or other groups, panels or boards as it sees fit in order to further the objects of the Association PROVIDED that it shall at all times maintain a Disciplinary Board.
27. Before making an appointment to a committee, project, special interest, practice or other group panel or board, the Council shall consider any nominations from Members including those which may have been put forward by a Branch or by a National Standing Committee.
28. The Disciplinary Board shall consist of the Chair and immediate past Chair of the Association and three persons nominated by the Council to serve for 5 years and be eligible for re-appointment. The Council shall appoint persons who are Chairs of Standing Committees to deputise for the Chair and immediate past Chair of the Association and three persons to deputise for its nominees.

HONORARY OFFICERS

29. (a) The Honorary Officers shall each take Office from the conclusion of the Annual General Meeting of the Association following the relevant ballot and shall hold Office until the conclusion of the second Annual General Meeting following the one at which he/she was elected, subject to confirmation at the first Annual General Meeting following the one at which he/she was elected that he/she shall continue as Chair, Vice Chair or Chair of the Finance and Human Resources Committee, as applicable, for the second year of the term. An Honorary Officer shall be eligible for re-election to the same or other Honorary Office provided that at the conclusion of a second consecutive term as an Honorary Officer, he/she shall only be eligible to be re-elected as an Honorary Officer with effect from the conclusion of the second Annual General Meeting after the one at the conclusion of which he/she retired from Honorary Office.
- (b) If a casual vacancy occurs in any Honorary Office the Council may appoint a replacement or may (which is a requirement where a vacancy arises following an Annual General Meeting which does not confirm that an Honorary Officer shall continue in that office for the second year of the term), arrange a ballot to elect a replacement provided that no person may be so appointed or elected as an Honorary Officer unless that person has been a Member for a minimum of three years continuously immediately prior to appointment or nomination for election. A person so elected shall take office in place of the person originally appointed for the balance of the term of the person replaced, and shall on ceasing to hold office be eligible to stand for the relevant Office as if not so appointed or elected.

SUBSCRIPTIONS

30. (i) The amount of annual subscriptions pursuant to Article 12 shall be determined from time to time by the Council but the Council will at all times maintain in force a scheme of abated subscriptions which reflect differing levels of income among the Members, Guest Members and Affiliates of the Association. Such scheme will apply at least to Members who are students or trainee social workers, those not working full-time, or not in remunerative employment or qualified for less than five years or not qualified but who shall have commenced to practice social work only within the previous five years and those whose benefits are reduced by virtue of working overseas but otherwise to the extent in all cases and on such terms as the Council shall in its absolute discretion determine.

- (ii) From the annual subscription received from each Member residing in the United Kingdom or belonging to a Branch of the Association the Association shall set aside £1 (which figure shall be increased annually in accordance with the increase in the retail price index from the date of one Annual General Meeting to the next) as a contribution to a fund for its international social work.
 - (iii) The Council shall have power to make rules providing for the payments of subscriptions by instalments or to reduce or remit the whole or any part of the subscriptions by any Member, Guest Member or Affiliate where there are special reasons for doing so. In addition the Council shall have power to make rules to reduce the annual subscriptions due from any group or category of Members as shall from time to time be defined by the Council.
 - (iv) From the annual subscription received from each Member, the Council shall set aside £1 [which figure will be increased annual in accordance with at least the increase in the retail price index from the date of one Annual General Meeting to the next] and donate it annually to the Social Workers' Benevolent Trust and the Social Workers' Educational Trust in equal proportions.
31. There shall be no entrance fee but subscriptions shall be fixed annually as at and payable on 1st October or such other date or dates as the Council shall determine.
32. On payment of a life subscription a Member (other than a Student Member) over the age of 55 at the normal date of the annual membership renewal shall cease to be liable for any sum due by way of annual subscription for the remainder of life. Without prejudice to the position of persons who were life Members at 11th April 1997 the amount payable as a life subscription shall be as determined from time to time by the Council and the provision of Bye-Law 30 shall apply (as they apply to annual subscriptions) with such variations as the Council determine.

Hilton Dawson
Chief Executive

The British Association of Social Workers, 16 Kent Street, Birmingham B5 6RD

Revised at General Meetings on:

15 and 16 September 1978; 26 January 1980
 27 and 28 June 1980; 3 and 4 April 1981
 2 and 3 April 1982; 13 April 1984; 19 and 20 April 1985
 25 and 26 April 1986; 10 and 11 April 1987
 14 November 1987; 25 March 1988; 7 April 1989
 6 April 1990; 9 April 1992; 2 April 1993
 14 and 15 April 1994; 6 and 7 April 1995
 9 and 10 May 1996; 11 and 12 April 1997
 2 and 3 April 1998; 25th and 26th March 1999
 14th April 2000
 6th April 2001
 12th April 2002
 4th April 2003
 19th May 2004
 18th May 2005
 10th May 2006
 2nd May 2007
 30th April 2008
 30th April 2009
 12 November 2009

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