

BRITISH ASSOCIATION OF SOCIAL WORKERS

Articles of Association (incorporating the former Memorandum) and Bye-laws

Last amended 2017

Registered in England No. 00982041



THE BRITISH ASSOCIATION OF SOCIAL WORKERS



THE COMPANIES ACT 2006

British Association of Social Workers

A Company Limited by Guarantee
and not having a Share Capital.

Registered in England No. 982041

**Articles of Association
(incorporating the former Memorandum)
& Bye-laws**

MEMORANDUM

1. The name of the Company shall be 'THE BRITISH ASSOCIATION OF SOCIAL WORKERS', hereinafter called 'The Association'.
2. The registered office of the Association shall be in England.
3. The objects for which the Association is established are:
 - (a)
 - (i) to promote the education and training of social workers for the benefit of the public;
 - (ii) to relieve poverty and its effects;
 - (iii) to promote the education of the public in matters of social policy, social organisation and social problems;
 - (iv) to promote the advancement of social work as a profession in all or any of its aspects.
 - (b) To provide a professional organisation for and of those engaged in social work and to promote and advance such work, its standards and ideals, and the education and training of social workers and to foster public knowledge and appreciation of their work.
 - (c) To acquire, undertake, perform and discharge as far as may lawfully be done the assets, undertakings, duties, obligations and functions (so far as they are consistent with other objects herein specified) of The Association of Psychiatric Social Workers, The Institute of Medical Social Workers and The Society of Mental Welfare Officers and of the unincorporated bodies known as The Association of Child Care Officers, The Association of Family Case Workers, The Association of Social Workers and The Moral Welfare Workers' Association, and any other body or bodies of a character similar to the Association and having comparable objects.
 - (d) To provide opportunities for the social work profession to work in unity towards the promotion of the welfare of individuals and the social well-being of the community by the encouragement of good social work practice and efficiency in the conduct of social services.
 - (e) To represent the views of social workers on matters of social policy and practice.
 - (f) To improve the professional and technical knowledge of its Members and others concerned with social work by the promotion at national, regional and branch level, of meetings, lectures and discussions, the interchange of information and opinion, the management and endowment of research; the publication, purchase, sale, hire and distribution of books, papers, reports, and any other communications and by any other means.
 - (g) To take all necessary measures alone or in association with other persons or bodies to encourage recruitment to the social work profession, the provision of training courses and the maintenance and improvement of standards of training.
 - (h) To grant certificates or diplomas alone or in association with other persons or bodies to social workers or other persons working or intending to work in the field of social service provided always that no certificate or diploma shall be issued which does not state clearly on the face of it that it is not issued by or under the authority of the Department of Trade or any government department or authority but is issued under the authority of the Association alone.
 - (i) To promote the welfare of social workers alone or in association with other persons or

bodies and to promote Association members in their professional lives.

- (j) To co-operate with other organisations and persons engaged in the promotion of the health and welfare of individuals and the social well-being of the community.
- (k) To establish and maintain relations and to provide for the interchange of information with social workers and others concerned with social work in any part of the world and to provide for the affiliation of the Association with anybody in any part of the world whose objects are sufficiently like those of the Association to justify such affiliation.
- (l) To take such steps by personal or wider appeals or any other means as may from time to time be considered expedient for the purpose of procuring contributions to the funds of the Association.
- (m) To hire and employ all persons considered necessary for the purposes of the Association and to pay them or other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
- (n) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges relating thereto to build, maintain and alter any buildings thereon and to sell, let, mortgage, dispose of, turn to account or otherwise deal therein as may be thought expedient with a view to the promotion of the objects of the Association.
- (o) To undertake and execute any trusts which may seem conducive to the objects of the Association.
- (p) To borrow or raise or secure the payment of money for the purpose of the Association on such terms and on such security as may be thought fit.
- (q) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions and consents (if any) as may for the time being be prescribed by law, and subject also as to hereinafter provided.
- (r) To provide its Members and Affiliated Organisations and their members with advice, assistance and representation, legal or otherwise, in relation to matters arising out of or in connection with their training for social work, their employment as social workers or the discharge of their functions as such.
- (s) To establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (t) To subscribe or guarantee money for, to dispose of any property gratuitously or upon uncommercial terms to, and (without derogating from the generality of the foregoing) in any way gratuitously or by way of any dealing upon uncommercial or other terms unfavourable to the Association, directly or indirectly to benefit or to take steps calculated or with a view to benefit, any national, charitable, benevolent, public, general or useful object or to any trustees or person for or on behalf of such object (whether within or without the United Kingdom and whether or not such object, trustees or person be charitable or beneficial by the law of England) or for any purpose whatsoever and wheresoever which may be considered likely directly or indirectly to further the objects of the Association or the interests of its members.
- (u) To do all such other things as are incidental or conducive to the attainment of the foregoing

objects or any of them. Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. *The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association: but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except:*

- ☐ *payments made in accordance with these Articles;*
- ☐ *repayment of out-of-pocket expenses;*
- ☐ *interest at the rate aforesaid on money lent; or*
- ☐ *reasonable and proper rent for premises demised or let to the Association:*

provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits such member may receive in respect of any such payment. And provided further that nothing herein shall prevent the giving of advice, assistance and representation to Clause 3(s) above.

5. The liability of Members is limited.
6. Every Member of the Association undertakes to contribute to the assets of the Association, in the

event of the same being wound up while that person is a Member, or within one year after that member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before that Member ceases to be a Member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall *prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof*, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and to far as effect cannot be given to such provision, then to some charitable object.

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.

- (e) The Social Workers Union: Head office: 16 Kent Street, Birmingham, West Midlands B5 6RD; Trade Union List Number 809T; as an organisational member to be represented in all matters relating to the Association by a nominated authorised representative as notified from time to time in writing to 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 reinstate 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 (including holding meetings by way of telephone or video conference).

POLICY ETHICS AND HUMAN RIGHTS COMMITTEE

48. *There shall be a Standing Committee known as the Policy, Ethics and Human Rights Committee.*
49. *The Chair of the Policy, Ethics and Human Rights Committee shall be the Vice Chair of the Association who shall be elected in accordance with Article 60.*
50. *The remaining membership of the Policy, Ethics and Human Rights Committee shall be as determined by the Bye Laws.*
51. *With the exception of its Chair, election to positions on the Policy, Ethics and Human Rights Committee shall be in accordance with the Bye Laws.*

FINANCE AND HUMAN RESOURCES COMMITTEE

52. *There shall be a Standing Committee known as the Finance and Human Resources Committee.*
53. *The Chair of the Finance and Human Resources Committee shall be elected in accordance with Article 60.*
54. *The remaining Membership of the Finance and Human Resources Committee shall be as determined by the Bye Laws.*
55. *With the exception of its Chair election to positions on the Finance and Human Resources Committee shall be in accordance with the Bye Laws.*

INTERNATIONAL COMMITTEE

56. *There shall be a Standing Committee known as the International Committee.*
57. *Membership of the International Committee shall be in accordance with the Bye Laws.*
58. *Election to the International Committee, including the Chair, shall be in accordance with the Bye Laws.*
59. *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.*
60. *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 five Members (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.*
61. *The Honorary Officers shall be remunerated as agreed by the Council from time to time.*
62. *A President and Vice-President may be appointed annually at the Annual General Meeting.*

COUNCIL

63. *The Council shall consist of the following members:*

- (a) *The Chair, the Vice Chair (the Chair of the Policy and 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) *The Chair of the International Committee.*
- (d) *Five additional persons being Members and each nominated by two Members (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").*
- (e) *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 coopted members (excluding any appointed to fill a casual vacancy) shall not exceed two. Such coopted 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

64. 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.

Declaration of interests

65. *A member of Council must:*

(a) declare the nature and extent of; any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and 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.

(b) There is no need to declare any interest or duty of which the other members of Council are, or ought reasonably to be, already aware.

- 66. 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.
- 67. 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.
- 68. 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

69. 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.

- 70. 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

71. 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 (including holding meetings by way of telephone or video conference), 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.
72. 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.
73. 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.
74. 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.
75. 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.
76. 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.
77. 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.

78. 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.

DELEGATION OF DAY TO DAY MANAGEMENT POWERS

79. In the case of delegation of the day to day management of the Association to a chief executive or other manager or managers:
- (a) the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Council members and (if applicable) to advise the Council members in relation to such policy, strategy and budget;
 - (b) the Council members shall provide any manager with a description of his or her role and the extent of his or her authority; and
 - (c) any manager must report regularly to the Council members on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association."

FINANCIAL ADVICE

80. *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 may be invited to attend and speak at meetings of the Council, and may be invited to attend all General Meetings of the Association but will not (as such financial adviser) be entitled to vote. The financial adviser may 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

81. 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.

82. 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.
83. 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.

84. 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.

Delegation of investment management

85. *Council may delegate the management of investments to a Financial Expert or Experts provided that:*
- (a) the investment policy is set down in Writing for the Financial Expert or Experts by Council;*
 - (b) timely reports of all transactions are provided to Council Members; the performance of the investments is reviewed regularly with Council;*
 - (c) Council is entitled to cancel the delegation arrangement at any time;*
 - (d) the investment policy and the delegation arrangements are reviewed regularly;*
 - (e) all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to Council on receipt; and*
 - (f) the Financial Expert or Experts must not do anything outside the powers of Council.*

AUDIT

86. 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.
87. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

88. Subject to the provisions of the Act, a Notice to be served upon any Member under these Articles or under the Bye-Laws, may be served by: a) delivering it personally; b) first class post; c) electronic form; d) website communication; e) advertising the Notice in *Professional Social Work*.

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89. 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.
90. Any Notice will be deemed to be received: a) if served personally when left at the relevant address; b) if sent by first class post, on the third day following that on which the letter is posted; c) if sent by electronic communication, on the same day it was sent; d) if made available on a website, when first made available on the website and e) if advertised in *Professional Social Work*, on the third day following publication.

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 the National Standing Committees there are, in accordance with Articles 48 – 53, the following Standing Committees:*
 - (i) *The Policy, Ethics and Human Rights Committee*
 - (ii) *The Finance and Human Resources Committee.*
 - (iii) *The International Committee*
- 22. *All Honorary Officers are entitled to attend all meetings of the Standing Committees, including National Standing Committees.*

Terms of Reference

- 23. *Each Standing Committee shall determine its Terms of Reference subject to approval by Council, and, in respect of those Standing Committees which fall within Bye-Law 21 (i) – (iii), subject to Bye-Law 25 (composition of Standing Committees).*

Sub-Committees, panels and working parties

24. *Each Standing Committee shall be able to appoint sub-committees, panels and working parties*

Composition of Standing Committees falling within Bye-Laws 21 (i) – (iii)

25. *The Policy Ethics and Human Rights Committee shall comprise:*
- (a) A Chair as determined by Article 49 who shall be elected in accordance with Article 60;*
 - (b) One member taken from Association membership for each of the 4 nations and 6 members taken from Association membership across the UK who shall be elected by the Members in accordance with these Bye Laws and confirmed in position at an Annual General Meeting, and who shall hold office in accordance with these Bye-Laws.*
26. *The Finance and Human Resources Committee shall comprise:*
- (a) A Chair as determined by Article 53 who shall be elected in accordance with Article 60; and*
 - (b) 6 members taken from the Association membership across the UK who shall be elected by the Members in accordance with these Bye-Laws, and confirmed in position at an Annual General Meeting and who shall hold office in accordance with these Bye-Laws.*
27. *The International Committee shall comprise:*
- (a) A Chair who shall be elected in accordance with these Bye-Laws*
 - (b) 11 other members taken from the Association membership across the UK who shall be elected by the Members in accordance with these Bye-Laws and confirmed in position at an Annual General Meeting, and who shall hold office in accordance with these Bye-Laws.*

Election of members to Finance and Human Resources Committee

28. *Council shall in such manner as it determines invite applications from candidates for election.*
29. *A panel comprising the Chair, the Chair of Finance and Human Resources Committee of the Association and the Chief Executive shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council and which is published on BASW's website.*
30. *All candidates approved by the panel referred to in Bye-Law 29 shall be put forward for election by the Members and confirmed in position at an Annual General Meeting.*

Election of members to Policy Ethics and Human Rights Committee

31. *Council shall in such manner as it determines invite applications from candidates for election.*
32. *A panel comprising the Chair, the Vice Chair of the Association and the Chief Executive shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council and which is published on BASW's website.*

33. *All candidates approved by the panel referred to in Bye-Law 32 shall be put forward for election by the Members and confirmed in position at an Annual General Meeting.*

Election of Members to the International Committee

34. *Council shall in such manner as it determines, invite applications from candidates for election.*
35. *Candidates for election as Chair of the International Committee shall be nominated by three Members (other than the candidate him/herself). Candidates for election as Chair of the International Committee must have been Members for a minimum of one year immediately prior to nomination.*
36. *A panel comprising the Chair, the Vice Chair of the Association and the Chief Executive shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council and which is published on the Association's website.*
37. *All candidates for Chair of the International Committee approved by the panel referred to in Bye-Law 35 shall be put forward for election by postal ballot.*

Term of office of members to Standing Committees falling within Bye-Laws 21 (i) – (iii)

38. *All members of Committees falling within Bye-Laws 21 (i) – (iii) shall hold office from the conclusion of the Annual General Meeting at which they are confirmed in position until the conclusion of the Second Annual General Meeting thereafter and shall be eligible to stand for re-election for a second consecutive term of office. If elected, for a second term of office the post holder shall not be eligible to stand for election at any time from the AGM at which their second term of office ends up to and including the following AGM.*

Casual Vacancies in respect of Standing Committees falling within Bye-Laws 21 (i) – (iii)

39. *If a casual vacancy occurs amongst the members of any Standing Committee identified in Bye Law 21 (i) – (iii) Council may appoint a replacement or may arrange a ballot to elect a replacement subject to the provisions of Bye-Law 40.*
40. *When a casual vacancy occurs in one of the Standing Committees referred to within Bye-Law 21 (i) – (iii) Council shall, in such manner as it determines, invite applications from candidates for election. A panel comprising the Chair, Vice Chair and the Chief Executive of the Association shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council which will be published on the Association's website. Only those candidates approved by the panel shall be eligible to be appointed by Council or put forward for election under Bye-Law 40.*
41. *A person appointed/elected to 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.*

DISCIPLINARY BOARD AND OTHER COMMITTEES

45. *As provided for in Article 64(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.*

46. 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.
47. 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

48. (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
- (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

49. (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 annually 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' Educational Trust.
- (v) From the annual subscription received from each Member, the Council shall set aside £2 [which figure will be increased annually 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.

50. 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.
51. 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.

The British Association of Social Workers, 16 Kent Street,
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**Dr Ruth Allen, Chief
Executive**

**Revised at General
Meetings on:**

15 and 16 September 1978; 26 January 1980;	20 May 2010
27 and 28 June 1980; 3 and 4 April 1981;	26 May 2011
2 and 3 April 1982; 13 April 1984; 19 and 20 April 1985;	14 June 2012
25 and 26 April 1986; 10 and 11 April 1987;	27 June 2013
14 November 1987; 25 March 1988; 7 April 1989;	10 June 2014
6 April 1990; 9 April 1992; 2 April 1993;	26 April 2017
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; 25 and 26 March 1999;	
14 April 2000; 6 April 2001; 12 April 2002; 4 April 2003;	
19 May 2004; 18 May 2005; 10 May 2006; 2 May 2007	
30 April 2008; 30 April 2009; 12 November 2009;	

**THE BRITISH ASSOCIATION OF SOCIAL
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