

BRITISH ASSOCIATION OF SOCIAL WORKERS
COMPANY NUMBER: 00982041

SPECIAL RESOLUTION PASSED AT ANNUAL GENERAL MEETING HELD ON
26TH APRIL 2017

Special Resolution 1

This AGM agrees to amend BASW's Articles of Association as follows.

ARTICLES

Object 4

Object 4 shall be amended so that it includes an exception to the general rule that payments cannot be made to members of Council or any other Governing Body. This will ensure that it is consistent with the provisions in Article 56 (which shall be consequentially re-numbered as a result of other amendments to the Articles as set out within this Special Resolution) which states that payments can be made to Honorary Officers. Accordingly, Object 4 will become:

"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:*

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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."

Articles 48 – 50

Articles 48-50 shall be deleted and replaced with the following different consequentially renumbered new Articles [48]-[55] with amendments to cross-references and all Articles that follow these Articles will be consequentially renumbered and cross references amended:

"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

The following new Articles shall be inserted under the new heading "International Committee" as new Articles [56]-[58], with consequential re-numbering and amendments to cross-references of all Articles which follow these new Articles:

"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."*

Article 58

Article 58 shall be consequentially renumbered as Article [63] and shall be amended as follows:

"COUNCIL

The Council shall consist of the following members:

- (a) *The Chair, the Vice Chair (the Chair of the Policy, 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."

Article 59a Conflicts of Interest

Article 59a shall be deleted and replaced with a different consequentially renumbered new Article [65]:

"Declaration of interests 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."*

Article 73 – Chief Executive

Article 73 shall be deleted and replaced with a different consequentially renumbered "new" Article [79]:

"Delegation of day to day management powers

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."

Article 74

This "current" Article 74, will be a different consequentially renumbered "new" Article [80]

The words:

“FINANCIAL ADVICE”

Shall be inserted before the “new” Article [80] and that Article shall fall under this heading. The Article shall be amended as follows:

“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.”

Delegation of investment management

That the following new Articles shall be inserted under the new heading “Delegation of Investment Management” as a new Article [85], with consequential re-numbering and amendments to cross-references in those Articles that follow this new Article:

“Delegation of investment management

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.*