

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF: BATIAS INDEPENDENT ADVOCACY SERVICE

INTERPRETATION

1. In these Articles:-

“The Act” means the Companies Act 1985.

“The Committee” means the management Committee of the Company.

“The Seal” means the Common seal of the Company.

“Secretary” means any person appointed to perform the duties of the Company secretary.

“The United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association .

MEMBERS

3. The numbers of members with which the Company proposes to be registered is three, but the Committee may from time to time register and increase of members.
4. The subscribers to the Memorandum or Association and such other persons as the Committee shall admit to membership shall be members of the Company.
5. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.
6. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 60 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of numbers is not less than three.

GENERAL MEETINGS

7. The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one AGM of the Company and the next. Provided that so long as the company holds its first AGM within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such time and place as the Committee shall appoint. All General Meetings other than the AGM shall be Extraordinary General Meetings.
8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting's shall also be convened on such a requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a Quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Committee.

Notice of General Meetings

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days notice in writing. Other meetings shall be called by at least 14 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting or deemed to be served and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of the business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) In the case of the AGM, by all the members entitled to attend and vote; and
- (b) In the case of any other meeting, by majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. The business to be transacted at an AGM shall include the consideration of the Accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any General meeting unless a quorum of members is present at the time when the meeting proceeds to business; three members present in person or one tenth of the membership, whichever is greater, shall be the Quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it

shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee determine.

13. The chairperson, if any, of the Committee shall chair every General Meeting or the Company, or if there is no such person or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to Act, the members of the Committee present shall elect one of their number to chair the meeting.
14. If at any meeting no Committee member is willing to act as Chair person or if no Committee member is present within fifteen minutes of the time appointed for the meeting, the members present shall choose one of their number to chair the meeting.
15. The chairperson 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. 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 on the declaration of the result of the show of hands) demanded:
 - (a) By the chairperson; or
 - (b) By at least two members present; or
 - (c) By any member or members present in person and representing not less than one third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chair person that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion or the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairperson, or on a question or adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such a manner as a chair person of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisation by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. No member shall be entitled to vote at any General meeting unless all moneys presently payable by him/her to the Company have been paid.

ORGANISATION ACTING BY REPRESENTATIVES AT MEETINGS

22. Any organisation, which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to Act as its representative at any meeting of the company. And the person so authorised shall be entitled to exercise the same powers on behalf of the organisation, which he represents as that organisation could exercise if it were an individual member of the Company.

COMMITTEE OF MANAGEMENT

23. The Maximum number of Committee members shall be determined by the Company in General Meetings, but unless and until fixed there shall be no maximum number. The minimum number shall be three.
24. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the company or in connection with the business of the Company.

BORROWING POWERS

25. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its understanding and property, or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE COMMITTEE

26. The business of the Company shall be managed by the committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General meeting; but no such regulation shall invalidate any prior act of the Committee, which would have been valid if that regulation had not been made.
27. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two members of the Management Committee.
28. The Committee shall cause minutes to be made:

- (a) Of all the appointments of Officers made by the Committee.

- (b) Of the names of the Committee members present at each Committee Meeting.
- (c) Of all resolutions and proceedings at all meetings of the Company, and of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

29. The office of Committee member shall be vacated if the member:-
- (a) Becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (b) Becomes prohibited from being a Committee Member by reason of any order made under Section 295 of the Act; or
 - (c) Becomes incapable by reason or mental disorder, illness or injury of managing and administering his/her property and affairs; or
 - (d) Resigns his/her office by written notice to the Company; or
 - (e) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest as required by Section 317 of the Act.
30. A Committee member shall not vote in respect of any contract in which he/she is interested or any matter arising thereout, and if he/she does so vote his/her vote shall not be counted.

ELECTION OF COMMITTEE MEMBERS

31. At the first and every subsequent Annual General Meeting of the Company all the Committee members shall retire from Office.
32. A retiring Committee Member shall be eligible for re-election.
33. The Company at the meeting at which a Committee Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
34. No person other than a Committee member retiring at the meeting shall, unless recommended by the Committee, be eligible for election to the Committee at any General Meeting; unless, not less than three, nor more than twenty one days before the date set for the meeting; there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person of his/her willingness to be elected.
35. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
36. The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members; but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so

appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

37. The Company may by ordinary resolution, of which, special notice has been given in accordance with Section 303 f the Act, remove any Committee member before the expiration of his/her period of office notwithstanding anything in these articles of in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

Proceedings of the Committee

38. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meeting shall they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote. A Committee member may, and the secretary on request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.

40. The Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed or pursuant to the Articles of the Company as the necessary quorum of members, the /Committee may act for the purpose of increasing the number of members to that number, or of summoning a General meeting of the Company, but for no other purpose.

41. The Committee may elect a chairperson of their meetings and determine the period for which he/she is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.

42. The Committee may delegate any of the day to day business management to sub-committees consisting of such persons as they think fit; any Sub-Committee so formed shall conform to any regulations that may be imposed on it by the Committee as soon as is reasonably practicable provided that no such Committee shall expend funds other than in accordance with a budget agreed by the Management Committee.

43. A Sub-Committee may elect a chairperson of its meeting; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes of the time appointed for the same, the members present may choose one of their number to chair the meeting.

44. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

45. All acts done by any meeting of the Committee or of a Sub-Committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered

that there was some defect in the appointment 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 and was qualified to be a Committee member.

46. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

Secretary

47. Subject to Section 283 of the Act, the Secretary shall be appointed by the Committee for such term as such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it: Provided always that no Committee member may occupy the salaried position of secretary.
48. A provision of the Act of these Articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Secretary.

THE SEAL

49. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a Sub-Committee authorised by the Committee that behalf and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

Accounts

50. The Committee shall cause accounting records to be kept in accordance with Sections 221-222 of the Act.
51. The Accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.
52. The Committee 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 Company or any of them shall be open to inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspection of any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.
53. The Committee shall from time to time in accordance with section 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together

with a copy of the auditor' report and the Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debenture of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

NOTICES

56. A notice may be given by the Company to any member either personally or by sending it by post to him/her or to his/her registered address, or (if he/she has no registered address within the United Kingdom) to the address, if any within the UK supplied by him/her to the Company for the giving of notice to him/her. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

57. Notice of every General Meeting shall be given in any manner herein before authorised to:-

- (a) Every member except those members who (having no registered address in the UK) have not supplied to the Company an address within the UK for giving of notices to them;
- (b) Every person being legal personal representative or a trustee in bankruptcy of a member where the member but for his/her death or bankruptcy would be entitled to receive notice of the meeting;
- (c) The auditor for the time being of the Company; and
- (d) Each Committee member.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

58. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR STANDING ORDERS

59.

- (a) The committee may from time to time make such Rules or standing orders as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules of Standing Orders regulate:
 - i. The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by member.

- ii. The conduct of members of the Company in relation to one another, and to the Company's employees.
 - iii. The setting aside of the Whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - iv. The procedure at General Meetings and meetings of the Committee and Sub-Committees in so far as such procedure is not regulated by these Articles.
 - v. And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meetings shall have power to alter or repeal the Rules or Standing orders and to make alterations or additions or them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or Standing Orders, which, so long as they shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles or Association of the Company.

Names, Addresses and Descriptions of subscribers

Dated :

Witness to the above Signatures:-

Standing Orders of the BATIAS Independent Advocacy Service

In accordance with Clause 60 of the Articles of Association of BATIAS Independent Advocacy Service the following Standing Orders have been adopted to govern its affairs:

1. Standing Orders Committee.

A Standing Orders Committee shall be elected annually at the first Board meeting to make arrangements for the AGM to deal with resolutions and amendments, to approve business within the terms of the Memorandum and Articles of Association and of the Standing Orders, and to advise the Board as appropriate on any of the above matters.

2. Membership of BATIAS Independent Advocacy Service.

Members of BATIAS shall be those organisations, whether corporate or unincorporated, or *individuals*, who fulfil the conditions of membership as presented by the Board of Directors of BATIAS ("The Board") in pursuance of its Articles of Association and who are in one of the following categories:

(a) Full Members

- i. Directors and original subscribers to the Memorandum and Articles of the Company.
- ii. *Service users, parents, carers, volunteers, Citizen Advocates, and any other interested parties*
- iii. *A full member guarantees to contribute £1.00 to the assets of the Company in the event of the Company being wound up. This is the limit of the member's liability as a full member.*

(b) Associate Members

- i. *As BATIAS has extended its register of full members, the Board of directors feel that an Associate level of membership is no longer required.*

3. Rights of Membership.

All members of BATIAS shall be eligible to nominate members for the Board but only Full members may vote at general meetings. Members of the Board shall each have one vote. *The minimum number of appointed Board members should be 3 with a maximum of 15. Each board member is expected to attend at least 3 board meetings a year. All Board members will be subject to a Criminal Record Bureau check.*

(a) Method of voting

Voting for officers and members on the Board of Directors shall be by ballot. In the event of a tie the chair shall have a second, or casting vote.

(b) *Removal of Board members*

- i. The Board of Directors shall have the power to unseat, for good and sufficient reason, any Board member and from such working groups and outside appointments to which he or she may have been appointed as a director, providing that the Director shall have the right of appeal to BATIAS via Extraordinary General Meeting.
- ii. By disqualification that is, forbidden – from continuing as a trustee of a charitable organisation, These are people who:
 - Have been convicted at any time of any offence involving deception or dishonesty, unless the convictions is legally regarded as spent; or
 - Are Undischarged bankrupts; or
 - Have made compositions with their creditors and have not been discharged; or
 - Have at anytime been removed by the Charity Commissioners or by the Court in England, Wales or Scotland from being a Trustee because of his/her misconduct; or
 - Are disqualified from being Company directors; or have failed to make payments under County Court Administration orders.
- iii. By removal or retirement at an Annual General Meeting of BATIAS.

(c) *Removal of Member Groups*

Similarly the Board of Directors shall have the power for good and sufficient reason to unseat a member group from BATIAS providing that the organisation shall have the right of appeal to BATIAS via a Special General Meeting.

(d) *Resignation of Board Members*

The voluntary resignation of a Director of the Board shall be in writing and completion of the necessary administrative procedures. The member concerned may submit a request to continue to serve on any of the subcommittees, working groups and outside bodies to which he or she was appointed as a director. On receipt of the letter of resignation the Board of Directors shall consider whether to reaffirm any or all of its appointments of the resigning Director, or to make an alternative appointment or alternative appointments, in all cases to last until next annual election and appointment of working groups and review of working groups.

(e) *Conduct of Members*

The conduct of Board Members of the Company in relation to one another, and to the Company's employees should be in accord with a record of a Declaration of Interests which should cover such areas of interest such as relatives of employees, monetary, contractual or organisational.

4. Annual General Meeting.

i. The business of the Annual General Meeting shall include:

- (a) Apologies
- (b) Minutes of the previous AGM and of any intervening Extraordinary General Meeting.
- (c) Chairperson's Report.
- (d) To receive and agree the Financial Statement; auditors report.
- (e) Approval or amendments to the Memorandum and Articles of Association (if any).
- (f) Approval of the Standing Orders and of any amendments thereto.
- (g) Election of Officers
 - Chairperson
 - Directors
 - Vice Chairperson
 - Secretary
 - Treasurer
- (h) Appointment of Auditors
- (i) Resolutions (if any).
- (j) Any other items for the Agenda notified in writing to the Secretary at least seven days prior to the meeting.

ii. Submission of Resolutions by Members.

Resolutions, which shall be in writing, may be submitted by members for the consideration of the AGM. Such resolutions shall be submitted at least eight weeks before the date of the meeting or at such earlier date as the Board may determine (but not less than the minimum period of notice stipulated by Law), and shall be circulated to all members at least six weeks before the AGM. Each resolution shall be accompanied by the name of the person appointed to propose it, and similarly the name of the seconder.

- (a) Written amendments to resolutions shall be submitted not later than three weeks before the AGM. Each amendment submitted shall be accompanied by the name appointed to propose it, and similarly the name of a seconder.
- (b) Amendments may be accepted at the AGM provided they do not alter the substance of the resolution.
- (c) An amendment to a resolution will be discussed and voted on before the original resolution is taken. If there are several amendments they will be discussed and voted on one by one, the sequence in which they will be taken to be decided by the Bye-Laws Committee.

iii. Submission of resolutions by the Board of Directors

The Board shall have the same powers to submit resolutions to the AGM as the members have under Standing Order 4ii above. Such resolutions may be moved by any Board Member.

iv. Proposers and Seconders of Resolutions

- (a) When a resolution or amendment is to be submitted to the AGM and no representative of the mover is able to be present, the member sponsoring the resolution or amendment shall submit a supporting Memorandum which the Chairperson may use in moving the resolution or amendment. In the absence of both a representatives of the mover and a supporting memorandum the resolution or amendment shall be deemed to have fallen.
- (b) Resolutions submitted by the board of Directors do not require a seconder.

v. Modification or Rejection or Resolutions

The Standing Orders Committee may:

- (a) With the consent of the proposing member, and prior to circulation of the final papers to the AGM delegates, modify the wording of a resolution or combine two or more resolutions.
- (b) Make recommendations to the AGM on any resolutions.

vi. Circulation of Papers

All papers relating to the approved business of the AGM, including resolutions, amendments and copies of Standing Orders, shall be sent to all representatives not later than seven days before the AGM.

vii. Late Resolutions

Resolutions arriving late may be considered by the AGM if recommended by the Standing Orders Committee.

viii. Order of Resolutions

The Standing Orders Committee will allocate the time for consideration of resolutions, which will be strictly adhered to.

5. Rules of Debate at General Meetings.

- (a) (In this Standing Order, the term “stand” and “rise” shall not apply to those physically incapable of doing so).
When speaking, members shall address the chairperson. If two or more seek to speak, the Chairperson shall call on one to speak. All speeches shall be directed to the question under discussion, or to a point of order, or to clarifying a previous statement.
- (b) The mover of the motion shall be allowed five minutes, and other speakers, including the member who seconds the motion, the Proposer in exercising his/her

right of reply, and those who propose or second amendments, shall each be allowed three minutes.

- (c) A member who has spoken on the motion shall not speak again while it is the subject of debate except:
- i. To speak once on a amendment moved by another member,
 - ii. In exercise of a right of reply,
 - iii. On a point of order,
 - iv. By way of clarification.
- (d) An amendment from the floor shall be relevant to the motion and shall be:
- i. To leave out words,
 - ii. To leave out words and to insert or add others,
 - iii. To insert or add words.
- But such omission, insertion or addition of words shall not have the effect of introducing a new proposal into, or of negating, the motion before the meeting.
- (e) Only one amendment may be moved and discussed at a time provided that the Chairperson may permit two or more amendments to be discussed (but not voted on) together if circumstances suggest that this course could facilitate the proper conduct of business.
- (f) If any amendment is lost, other amendments may be moved on the original motion. If an amendment is carried, the motion, as amended, shall take the place of the original motion, and may be subject to any further amendment, which may be moved. Failing such further amendment it shall become the substantive motion.
- (g) Members may, with the consent of the meeting,
- i. Alter motions of which, they have given notice; or
 - ii. With the further consent of the Seconders alter motions they have moved.
- If (in either case) the alteration is one, which could properly have been made as an amendment to the original motion.
- (h) A motion or amendment any be withdrawn by the mover with the consent of the seconder and of the meeting.
- (i)
- i. The mover of a motion shall have the right to reply at the close of he debate on the motion, immediately before it is put to the vote.
 - ii. If an amendment is moved, the mover of the original motion shall also have a right of reply at the close of the debate on the amendment and shall not otherwise speak on the amendment. The mover of the amendment shall have no right of reply to the debate on the amendment.
- (j) A representative may raise a point of order relating to an alleged breach of the Articles, a Rule and Standing Order, or of accepted procedures, and shall be

entitled to be heard forthwith. The representative shall specify the Article, Standing Order or point of procedure, and the way in which he or she considers it to have been broken.

- (k) The ruling of the Chairperson on points of order, questions of procedure, the order in which representatives shall be called upon to speak, and the admissibility of points for clarification shall be final.
- (l) Subject to the provision of Standing Order 5k a representative may make a point of clarification at the end of the existing speaker's remarks, or, with his/her consent, before the speak concludes. A point of clarification shall be confined to some material part of a preceding speech, which may appear to have been misunderstood in the current debate.
- (m) The standing Order Committee Chairperson shall be afforded the opportunity of explaining the constitutional implications of resolutions.

6. Representation and voting at General Meetings.

- (a) The number of representatives of each member organisation permitted to attend General meetings shall be determined by the Board, and voting shall be as stated in Articles 20 and 21.
- (b) Tellers: General Meetings shall each appoint two or more Teller's to count the votes and scrutinise any poll. Tellers shall be persons who have no power to vote at the meeting.

7. Committees and Working Groups.

In accordance with Article 43 the Board of Directors may from time to time appoint committees and shall determine their terms of reference, powers, duration and composition, including the number of places which may be filled by co-option. The Chairperson of any Committee appointed in accordance with Article 44 shall be a Board member. All acts and proceedings of the Committees shall be reported back as soon as possible to the Board.

- (a) In addition to the Standing Orders Committee (Clause 1 above) the Board may from time to time appoint other Committees. Minutes shall be kept by such committees in accordance with Article 28 and shall be presented in writing to the Board for acceptance.
- (b) Apart from appointing committees under Article 43 the Board from time to time appoint Working Groups to deal with such matters as may be referred to them. Each such Working Group shall contain at least one Board Member, who shall Act as its convenor and report its actions and recommendations to the Board.

- (c) The Board shall determine the terms of reference, composition, powers of co-option and duration of the activities of each Working Group, and shall review these annually.

8. The Advisory Committee.

Pursuant to Article 43 there is constituted a Committee ("the Advisory Committee") membership of which is open to:-

- (a)
- i. Partners,
 - ii. Advocates
 - iii. The BATIAS Co-ordinator,
 - iv. Invited organisations and funders,
 - v. Directors,
 - vi. Other persons with particular expertise, invited by the Board.
- (b) The Advisory Committee exists by authority of and is directly accountable to the Board.
- (c) The Advisory Committee shall meet regularly and will be chaired by a Board member and Chairmanship shall be reviewed annually by the Board after the AGM or as often as may be necessary.
- (d) The function of the Advisory Committee shall be determined from time to time by the Board but shall initially include:-
- i. Reviewing policies,
 - ii. Dissemination of information,
 - iii. Organising fundraising activities,
 - iv. Advising the Board on future service development and provision,
 - v. Community relations,
 - vi. Issues pertaining to Partner/Advocate relationships,
 - vii. Formulating aims, objectives, priorities and policy statements,
 - viii. Recommending if necessary to the Board forming of new Working Groups.
 - ix. Providing feedback and recommendations to the Board,
 - x. Implementing decisions of the Board.

9. The Fundraising Committee.

Membership: Partners and Advocates, BATIAS Directors, other invited people with particular expertise.

Objective: To initiate financial support for BATIAS with all monies raised to be paid into the account of BATIAS.

[N.B. It would not be the function of the Committee to set up any

separate bank accounts in the Committee's name.

- (a) The Fundraising Committee is directly responsible and accountable to the Board of Directors.
- (b) The Fundraising Committee will meet regularly and will initially be chaired by a Board member (to be reviewed annually, i.e., after the BATIAS AGM).
- (c) The Fundraising Committee will undertake tasks and responsibilities delegated by the Board (this will involve exploration of Statutory Grants, application to Trust, local industry and Commerce, instigate and put into operation one-off events).
 - [N.B. negotiations of long-term funds, contracts and Service Agreements will be undertaken by BATIAS Board of Directors.
- (d) The Fundraising Committee can recommend to the Board the establishing of other Working Groups.
- (e) The Fundraising Committee will provide feedback and recommendation to the Board.
- (f) In response the Board will communicate its decision and guidance to direct the Fundraising Committee's action plans.

10. Officers.

The Board of Directors shall elect from amongst its members a Vice-Chair and such other Hon. Officers as it may from time to time determine. Election to each such office shall be until the conclusion of the term of office of the Board member concerned.

11. Extraordinary General Meetings.

- (a) *Limitation of Business*
An extraordinary meeting summoned in accordance with Article 9 shall deal only with the business for which the meeting has been convened.
- (b) *Application of Standing Orders and Conditions*
The general conditions applicable to the AGM in regard to representation shall apply to extraordinary meetings.

12. Suspension of Standing Orders.

In the event of a matter of importance and urgency arising after the procedures for proposals of resolutions and amendments have been completed the Chairperson may accept a motion for the suspension of one or more of the rules contained in Standing Order 4 and/or Standing Order 5. The propose of a motion to suspend must clearly state the nature and urgency of the business, the part(s) of the Standing Order (s) it is proposed should be suspended and the length of time not exceeding 30

minutes such suspension is to last. At the option of the meeting further extension of time may be allowed. The suspension requires a majority of two thirds of those present and voting.