THE COMPANIES ACT 2006

ASSOCIATION LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

RETIRED POLICE OFFICERS ASSOCIATION SCOTLAND LTD

Contents

CONSTITUTION OF ASSOCIATION 4
DEFINED TERMS 4
NAME 4
REGISTERED OFFICE 4
OBJECTS 4
POWERS 5
RESTRICTIONS ON USE OF THE ASSOCIATION'S ASSETS 5
GENERAL STRUCTURE 6
LIABILITY OF MEMBERS 6
QUALIFICATIONS FOR MEMBERSHIP 7
APPLICATION FOR MEMBERSHIP 7
ASSOCIATION HONORARY MEMBERSHIP 7
RECOGNISED BRANCHES 8
CAPITATION LEVY 8
WITHDRAWAL FROM MEMBERSHIP/TRANSFER 9
EXPULSION FROM MEMBERSHIP 9
BRANCH APPOINTED DELEGATES 9
ASSOCIATION ANNUAL CONFERENCE (AAC) 10
ASSOCIATION EXTRAORDINARY GENERAL MEETINGS 11
FULL MEMBERS DECISIONS - SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS 12
FULL MEMBERS DECISIONS - WRITTEN RESOLUTIONS 12
PROCEDURE AT AAC OR AEGM 13
BRANCH OBSERVERS 14
AEC INVITED OBSERVERS 14
APPOINTMENT TO THE AEC (BOARD OF DIRECTORS) 14
OFFICE BEARERS 15
REGISTER OF DIRECTORS AND PEOPLE WITH SIGNIFICANT CONTROL 16
POWERS OF AEC 17
CONDUCT OF DIRECTORS 17
CONFLICTS OF INTERESTS 17
CODE OF CONDUCT 18
DIRECTORS REMUNERATION 18
PROCEDURE AT DIRECTORS' (AEC) MEETINGS 18
DELEGATION TO SUB-COMMITTEES 19
MINUTES 20
FINANCE 20
INDEMNITY 20
SCHEDULE 1 – BRANCH RULES 22
Administrative Structure of the Association & Branches 22
Branch Membership 22
Branch Full Membership 23
Branch Honorary Membership 24

Branch Associate Membership 24
Appeals Against Membership Refusal 25
Branch Administration 25
Branch Annual General Meetings 25
Branch Extraordinary General Meetings 27
Branch Committees 27
Branch Committee Meetings 28
Branch Finances 28
Branch Disbandment 28
SCHEDULE 2 - BRANCH DISCIPLINARY ACTION 30
Branch Disciplinary Appeals 30
Disciplinary Appeals 31
SCHEDULE 3 – AEC DISCIPLINARY PROCESS FOR BRANCHES 33
SCHEDULE 4 - INTERPRETATION 35

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Constitution of Association

1 The model articles of association as prescribed in Schedule 4 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Association.

Defined terms

2 These Articles shall be interpreted according to Schedule 4 to the Articles.

Name

3 The Association's name is "RETIRED POLICE OFFICERS ASSOCIATION SCOTLAND LTD".

Registered office

4 The Association's registered office is to be situated in Scotland.

Objects

5 The Association's objects are to lend support and assistance to members in safeguarding their general rights as retired Police officers and citizens of the United Kingdom and in promoting measures for their general welfare and enhancement of life; and on a member's demise to extend this support and assistance to his/her surviving spouse, domestic partner and immediate dependents. In particular to:

5.1 Safeguard the rights of members and promote measures for their welfare with particular regard to pensions;

5.2 Protect, promote and represent the interests of the Association's members and provide a channel through which members can express their opinions;

5.3 Promote the efficiency and status of the Association and its Recognised Branches.

5.4 Provide, promote and encourage contact and communication between the AEC, the Association and its Branches and between Branches.

5.5 Establish contact and liaise with such other bodies as deemed appropriate on matters of common interest and to join or affiliate with other constituted bodies or

organisations, on payment or otherwise, in pursuing and furthering the objects of the Association.

5.6 Make representation to Police authorities and Police representative bodies, Government and Ministerial Departments and Agencies in pursuing and furthering the objects of the Association.

6 The Association's objects are restricted to those set out in article 5 (but subject to article 7).

7 The Association may add to, remove or alter the statement of the Association's objects in article 5; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.

Powers

8 The Association may carry out any activity and do all such lawful things as may further the Association's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds and to make charitable donations.

Restrictions on use of the Association's assets

9 The Association is not established for private gain. Any surplus or assets shall be applied towards promoting the Objects, subject to article 10. All property, funds and assets whether under the control of the Association Executive Committee (hereafter referred to as 'AEC') as Directors and shall belong to the Association and may only be used in accordance with the powers granted by these Articles or any standing orders or rules in place from time to time. Accordingly:

9.1 the income and property of the Association shall be applied solely towards promoting the Objects;

9.2 no part of the income and property of the Association shall be paid or transferred (directly or indirectly) to the directors of the Association, whether by way of dividend, bonus or otherwise;

9.3 if on the winding-up of the Association any assets remain after satisfaction of all the Association's debts and liabilities, such assets shall not be paid to or distributed among the members of the Association but shall instead be transferred to some other Association or charity whose Objects are similar to the Objects of the Association, providing particular priority to Police charities.

9.4 the Association or charities to which property is transferred under article 9.3 shall be determined by the Association at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.

9.5 to the extent that effect cannot be given to the provisions of articles 9.3 and 9.4, the relevant assets shall be applied to some other similar or charitable purpose or purposes.

10 The Association shall, notwithstanding the provisions of article 9, be entitled:

10.1 to pay a rent not exceeding the market rent for premises let to the Association by any member of the Association;

10.2 to pay reasonable remuneration, or reasonable payment for particular services rendered to the Association to any of the AEC, Branch Committee member or servant of the Association if it is in the best interests if the Association to do so.

10.3 to reimburse out of pocket expenses to the AEC in relation to the execution of their duties as directors.

General structure

11 The structure of the Association consists of:

11.1 the MEMBERS – made up of the Association's Branches who have the right to appoint representatives to attend the annual general meeting (and any other general meetings) and have important powers under the articles of association and the Act; in particular, the members elect people to serve on the AEC, as Directors and take decisions in relation to changes to the articles themselves.

11.2 the ASSOCIATION EXECUTIVE COMMITTEE (AEC)- who comprise the Directors of the Association hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Association; in particular, the Directors are responsible for monitoring the financial position of the Association.

12 Branches, while being autonomous in relation to administering Branch affairs, shall be answerable and held accountable to the AEC in meeting the objects of the Association, administering membership provisions and in complying with the provisions of these Articles.

Liability of Members

13 Each member undertakes that if the Association is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the Association, to be applied towards:

13.1 payment of the Association's debts and liabilities contracted before they cease to be a member;

13.2 payment of the costs, charges and expenses of winding up; and

13.3 adjustment of the rights of the contributories among themselves.

14 The AEC, as Directors, have certain legal duties under the Companies Act 2006; and article 13 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Qualifications for Membership

15 Membership of the Association shall be limited to members of the Association's Branches in accordance with the criteria for membership and subject to the conditions, procedures and rules all as contained within these Articles, amendments thereto or any supporting Standing Orders or Rules or other provisions that may be approved at a General meeting of the Association.

16 The members through their Branch Appointed Delegates (as defined in Article 38-42) are entitled to vote at general meetings and shall be entitled to the privileges of being a voting member of the Association.

17 For the avoidance of doubt, individuals shall not be entitled to join the membership of the Association, they should instead join a branch if eligible to do so, as outlined in Schedule 1 to the Articles.

Application for Membership

18 Applications for Membership shall be made to a Branch and acceptance of such applications is at the discretion of that Branch. Applicants for Membership are required to disclose any antecedent matter, which could bring discredit on the Association; the onus to disclose such matters rests with the applicant.

19 All Members are expected to maintain a high standard of conduct and to comply with these Articles and the Branch Rules. Members are also expected to treat other Members, guests, officers and employees of the Association with respect.

20 A Branch has the right to terminate the Membership of any Member of that Branch who does not meet the standards set in Article 19 and such matters shall be dealt with in accordance with the Branch Rules as set out in Schedules 1 -3.

21 The name of each Member (the Branches) of the Association shall be in entered in the Register of Members of the Association.

Association Honorary Membership

22 The Association shall have a special category of member, being the Association Honorary Membership which shall be restricted to conferment on Branch Full Members, Branch Life Members and Branch Honorary Members and may include Associate Members.

23 Association Honorary Membership shall be voted to membership on a unanimous vote by the AEC at the Annual Association Conference in recognition of outstanding and prolonged service to the Association.

24 Association Honorary Membership shall not be related to Branch and shall be in addition to Branch Membership which shall be unaffected.

25 Association Honorary Membership shall not affect the holder's rights, privileges and conditions applicable to them within their Membership Branch in keeping with the status of their membership.

Recognised Branches

26 The Association shall be made up of 12 Branches, as follows: -

26.1 Argyll Branch
26.2 Ayrshire Branch
26.3 Central Branch
26.4 Dumfries and Galloway Branch
26.5 Fife Branch
26.6 Glasgow Branch
26.7 Highlands and Islands
26.8 Lanarkshire Branch
26.9 Lothian and Borders Branch
26.10 North East Branch
26.11 Renfrew and Dunbarton Branch
26.12 Tayside Branch

27 Branch recognition shall be subject to and conditional on the unequivocal requirement that such recognition shall require each Branch so recognised to adopt and fully accept and implement the terms of the Articles, any amendments thereto or any supporting Branch Rules or Byelaws or other provisions that may be approved by the AEC.

28 The acceptance of the preceding Article shall be implicit in a Branch's acceptance of recognition. Any Branch failing to fully comply with this shall be considered in breach of its obligations and open to disciplinary action as set out in Schedule 2 to these Articles.

29 Branches shall enjoy autonomy and shall have rights at national level subject to the Capitation Levy and voting rights provided by their membership to Branch.

30 Branches shall adopt their own Constitution and formulate their own rules and procedures under the proviso that these shall be fully consistent with these Articles.

31 All applications for Branch recognition in addition to the twelve Branches listed in article 26 above or any proposed amalgamation of existing Branches shall be made in writing to the AEC. All such applications shall require to be placed before a General Meeting of the Association and be subject to a two-thirds majority decision of Branch Delegates in attendance. The meeting's decision shall be final.

Capitation Levy

32 The membership subscription payable by the Members shall be in the form of a capitation levy based on the number of Full Members and Associate Members on the Branch's Register of Members as at 31 July each calendar year.

33 The Capitation Levy requires to be made to the AEC's Treasurer no later than 1 December of each calendar year.

34 The Capitation Levy shall be set each year at the Association Annual Conference (AAC) by majority vote.

Withdrawal from membership/Transfer

35 If a Branch is disbanded, or removed as a Branch, or ceases to exist they shall also cease to be a member of the Association – in accordance with Article 27.

36 Membership may not be transferred.

Expulsion from membership

37 Any member may be expelled from membership by special resolution, providing the following procedures have been observed:

37.1 The Branch disciplinary process outlined in Schedule 2 & 3 to the articles has been followed.

37.2 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and

37.3 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Branch Appointed Delegates

38 Participation rights and full voting powers at all General Meetings of the Association shall be limited to Branch Appointed Delegates hereinafter referred to as Branch Delegates.

39 The number of Branch Delegates for each Branch shall be without exception restricted to a maximum of four in number subject to the ratio of one delegate per 100 Full Members, or part thereof, on the Register of Members of the Branch at the 30 September before the AAC.

40 A delegate shall require to be a member of their Branch Management Committee at the time of appointment and shall remain a delegate for General Meeting purposes until the following year's delegate appointments or such times as replaced by formal intimation from the respective Branch.

41 Branch Delegate appointments shall be made in writing to the AEC's Secretary not later than 30 November each year.

42 A member cannot be an appointed delegate for more than one Branch during the same period of appointment.

Association Annual Conference (AAC)

43 The Association shall hold an Annual Conference during the month of April, or subject to requirements to the contrary at any other time being not less than nine months or more than fifteen months from the date of the last Annual Conference.

44 Attendance at the Annual Conference shall be limited to Branch Delegates, Branch Observers and AEC invited observers, and persons invited by the AEC.

45 The date, time and venue of an Annual Conference shall be set by the AEC and tabled for agreement at the preceding Annual Conference. The AEC shall be permitted to change the date, time and venue of the Annual Conference to meet any extenuating circumstances or the needs of the Association. In the event of any change to the approved date, time or venue of the Annual Conference intimation of the change or changes shall be made in writing by the AEC to all Branches at an early date but at least within fourteen days of the change or changes being agreed.

46 Formal Notice calling the Annual Conference, include supporting documentation, shall be circulated by post, email or by such other forms of notification as may be considered appropriate, to Branch Delegates at least twenty-eight clear days prior to the date of the meeting.

47 Notices of Motion to be tabled at the Annual Conference and items for inclusion in the Agenda, shall require to be in the hands of the AEC Secretary not later than forty-eight clear days from the date of the meeting and shall only be accepted from the AEC or through the offices of Branch Secretaries.

48 Nominations for appointment to fill any vacancies occurring in the offices of the Association shall require to be in the hands of the AEC Secretary not later than forty-eight clear days from the date of the Annual Conference at which the appointment is to be made. Such nominations shall only be accepted from the AEC or through the offices of Branch Secretaries.

49 The method of voting at the Annual Conference shall be open to decision by the delegates present at the meeting and shall be by a show of hands unless otherwise approved. Proxy votes shall not be allowed. No postal votes shall be accepted.

50 Voting shall be by simple majority with the Chairperson of the meeting having an additional or casting vote in a tied vote excepting in the case of proposed alterations to the Association’s Constitution which shall require a two-thirds clear majority vote for implementation.

51 The business to be transacted at AAC shall be:

51.1 To record the appointment of Branch Delegates;
51.2 To receive the Secretary's Annual Report;

51.3 To receive the Treasurer's Financial Report and the Association's Annual Financial Statement;
51.4 To record the appointment of Branch Executive Delegates to the AEC;
51.5 To record the AEC's appointment of the President and Vice-President;
51.6 To appoint as appropriate, a Secretary, Treasurer, other officers as required;
51.7 To receive as appropriate, nominations for the post of Honorary President and Honorary Vice-President;
51.8 To appoint three members of the Association as Book Examiners independent of the AEC;
51.9 To receive and consider Notices of Motion;
51.10 To transact any other competent business.

Association Extraordinary General Meetings

52 An Association Extraordinary General Meeting may be called at any time by:

52.1 a simple majority vote of the AEC;
52.2 the joint agreement of any three of the AEC's four principal office bearers;
52.3 on receipt of a written petition from a Branch Secretary delivered to the AEC Secretary confirming the reasons for the request for an Extraordinary General Meeting and signed by a minimum of twenty voting members of the Branch.

53 Attendance at an Extraordinary General Meeting of the Association shall be limited to Branch Delegates.

54 The quorum for an Extraordinary General Meeting of the Association shall be ten voting members.

55 On receipt of a request to call an Extraordinary General Meeting in accordance with Article 52, the request shall be actioned, and a date, time and venue set for the meeting within eight weeks of the request being received.

56 The date, time and venue of an Extraordinary General Meeting shall be set by the joint agreement of at least three of the AEC's four principal Office Bearers or, failing which, at a meeting of the AEC.

57 Notice calling the meeting shall be intimated in writing to all Branch Delegates, or by any other forms of notification agreed at a General Meeting of the Association, detailing the reason for the meeting and the business for discussion, including any motion or motions being tabled. Notification of the meeting shall be issued at least twenty-eight clear days from the date of the meeting.

58 The method of voting at an Extraordinary General Meeting shall be open to decision by the delegates present at the meeting and shall be by a show of hands unless otherwise approved.

59 Voting shall be by simple majority with the Chairperson of the meeting having an additional or casting vote in a tied vote excepting in the case of a special resolution which shall require a two-thirds clear majority vote for implementation.

60 The Directors must convene an extraordinary general meeting within 8 weeks if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Full Members Decisions - Special resolutions and ordinary resolutions

61 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or Full members absent from the meeting.

62 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Association, by special resolution:

62.1 to alter its name;

62.2 to alter any provision of these Articles or adopt new articles of association (excluding the Schedules which may be altered at the discretion of the AEC); or

62.3 to voluntarily wind up the Association.

63 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given.

Full Members Decisions - Written Resolutions

64 Special Resolutions may be passed in writing for the decisions set out in article 62, rather than at a General Meeting, provided that:

64.1 A Special Resolution in writing signed by or on behalf of not less than 75% of all the members (via the Branch Delegates), shall be as valid and effective as if the same had been passed at a General Meeting convened and held.

64.2 Written resolutions may not be used either for the removal of a director prior to the expiration of their term of office, or for the removal of an Auditor.

64.3 Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all Branch Delegates representing the members.

64.4 Where such a written resolution is proposed, it must include the following express statements:

64.4.1 an explanation to the eligible Branch Delegates how to signify their agreement to the resolution;

64.4.2 how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax or by e-mail);

64.4.3 clarification that a failure to reply will be deemed to be a vote against the resolution in question;

64.4.4 the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the date it was circulated).

64.5 Where such a written resolution is proposed, the following shall apply:

64.5.1 the request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail);

64.5.2 the request must identify the resolution for consideration;

64.6 Any such written resolution may consist of several documents in the same form, each signed by a representative or on behalf of one or more Full members.

64.7 Once a Branch Delegate has signed and returned a written resolution in agreement thereto, their agreement is irrevocable.

64.8 Written special resolutions shall only be used where a AAC or AEGM cannot practically be held.

Procedure at AAC or AEGM

65 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 Branch Delegates as the voting members.

66 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.

67 Every Branch Delegate (representing their Branch as Full member) shall have one vote which shall be cast by the Branch Delegate, which (whether on a show of hands or on a secret ballot) may be given either personally, by virtual means (if applicable).

68 Full Members meetings shall be held in person unless there are extraordinary circumstances (e.g. pandemic) which do not make this possible and in those circumstances Full Members meetings may be held virtually. The AEC shall have discretion as to whether to hold a meeting virtually.

69 If there are an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.

70 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as Full members or proxies for Full members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

71 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Branch Observers

72 Branch observers at the Annual Conference shall require to be Full, Life, Branch Honorary or Associate Members of a Branch. The number in attendance shall not exceed the number of their respective delegates unless approved in advance by the AEC.

73 Branch observers shall have no right of participation in AAC business but subject to the discretion of the Chairperson and the delegates present, should be accorded an opportunity to provide an input and/or take part in debate. Branch observers shall have no voting powers.

AEC Invited Observers

74 The AEC may invite such other persons to attend the AAC as it may consider appropriate in keeping with furthering the objects of the Association.

75 Any such observers referred to in Article 74, in attendance at the AAC shall be present as guests of the Association. They shall have no voting rights or right of participation in AAC business but subject to the discretion of the Chairperson and the delegates present, should be accorded an opportunity to provide an input to the Conference.

Appointment to the AEC (Board of Directors)

76 Each of the Association's Branches shall be restricted to appointing one delegate as its representative member of the AEC, herein before and after referred to as a Branch Executive Delegate.

77 A Branch Executive Delegate must be a Branch Appointed Delegate. Where a Branch Executive Delegate ceases to be a member of the AEC, the respective Branch shall provide a new Executive Delegate to fill the vacancy. Such a delegate shall be appointed to the AEC by power of co-option. A delegate so co-opted to fill a vacancy on the AEC shall have full and unrestricted voting rights as if appointed at the AAC.

78 An appointed Branch Delegate to the AEC shall be entitled to invoke the power of proxy at any meeting of the AEC at which he or she is unable to attend under the strict proviso that the proxy member must be an elected member of the respective Branch management committee. A proxy to the AEC shall have full voting rights.

79 Members of the AEC shall be open to annual re-appointment without time restriction under the strict provision of being a Branch Delegate.

80 The Officer-Bearers of the AEC shall comprise:

80.1 President
80.2 Vice President
80.3 Secretary
80.4 Treasurer
80.5 Any other office bearers deemed appropriate.

Office Bearers

81 The offices of President and Vice-President shall be appointed annually by the AEC from amongst its members and the appointees intimated to delegates at the AAC.

82 Office-Bearers shall take office at the conclusion of the AAC and hold office until the conclusion of the immediate next AAC. The offices shall be open to re-election. Re-election to the office of President shall be limited to period not exceeding three consecutive years in office as President.

83 The offices of Secretary, Treasurer, and other office bearers as appropriate shall be appointed at the AAC and open to Full members of the Association on nomination from Branches. Appointments shall be for a period not exceeding three years and shall be open to re-appointment without restriction. Appointees shall remain in post until the conclusion of the AAC corresponding with the fixed term of their appointment.

84 In the event of a vacancy occurring in the post of an appointed Officer, the AEC shall fill the vacancy from amongst its members or by way of ad hoc co-option. Such appointees shall hold office until the conclusion of the immediate next AAC.

85 The AEC shall appoint from amongst its members, including the Offices of Secretary, Treasurer and other office bearers as required. Appointments shall be reviewed annually and where appropriate new appointments made. Where a representative appointee ceases to be a member of the AEC their representative appointment shall also cease.

86 In addition to the powers of co-option, the AEC shall have powers of *ad hoc* co-option. *Ad hoc* co-options to the AEC shall include voting powers where appropriate

87 In addition to the foregoing, the make-up of the AEC may include the Offices of Honorary President and Honorary Vice President which positions may be conferred from time to time at the AAC on recommendation by the AEC in recognition of outstanding service to the Association. These offices shall be open only to Full Members, Life Members and Association Honorary Members and in the case of those holding Branch Honorary Membership, shall be limited to those who have voting rights at Branch level. The Offices of Honorary President and Honorary Vice President shall be in the form of consultants/advisors to the AEC without voting powers. Such appointments shall be for a period not exceeding three years.

Removal of Directors

88 A Director may be removed from office at a general meeting of the Association, during which an ordinary resolution (with special notice of 28 days provided) shall be passed. The director in question shall be invited to the meeting to share their views which shall be considered. Such removal of a Director shall only be utilised once the Association's Code of Conduct and/or Disciplinary procedure has been followed.

89 A Director may be automatically removed from office, provided that the processes as set out in the Association's Code of Conduct and/or Disciplinary, procedure have been followed. The Director in question, may be removed without the requirement for a General Meeting of the Association as outlined in article 88. This article shall only be applied at the discretion of the AEC providing due consideration to the circumstances and acting properly.

90 In accordance with article 89, a director may be removed if:

90.1 they cease to be a director through the operation of any provision of the Companies Acts or becomes prohibited by law from being a director;

90.2 they are being subject of a criminal charge or charges involving dishonesty, violence or of a sexual nature, which has been founded upon in a Criminal Court of Law resulting in a criminal conviction or convictions;

90.3 they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months and the director is unable to meet their duties and obligations of office;

90.4 they cease to be a Branch Delegate of the Association;

90.5 they resign office by notice to the Association;

90.6 they are absent (without good reason, in the opinion of the AEC) from more than three consecutive meetings of the AEC - but only if the AEC resolves to remove them from office;

90.7 They are in breach of the Association's Code of Conduct, standing orders and Brach Rules in force from time to time and it is subject to the Association's disciplinary process.

Register of Directors and People with Significant Control

91 The Directors shall maintain a register of:

91.1 Directors – setting out the full name and address of each Director, the date on which they were appointed as a Director, and any office held by them in the Association;

91.2 Members – setting out the name and address of each Member, the date on which they became a member;

91.3 People with Significant Control (the PSC Register) – setting out for each person the name, service address, usual country/state of residence, nationality, date of birth, usual residential address, date on which the individual became registrable and the nature of control.

Powers of AEC

92 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Association and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Association.

93 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Conduct of Directors

94 Each of the Directors shall, in exercising their functions as a Director of the Association, act in the interests of the Association; and, in particular, must:

94.1 seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its objects;

94.2 promote the success of the Association;

94.3 exercise independent judgement;

94.4 act with the due care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

94.5 in circumstances giving rise to the possibility of a conflict of interest between the Association and any other party:

94.5.1 put the interests of the Association before that of the other party, in taking decisions as a Director; and

94.5.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question.

95 The Association's code of conduct shall be supplemental to the provisions in these Articles relating to Directors' conduct and those prescribed by law.

Conflicts of Interests

96 Whenever a director finds themselves in a situation where a personal interest is reasonably likely to give rise to a Conflict of Interest, they must declare their interest to the directors.

97 For the purposes of the preceding article, a director shall be deemed to have a personal interest in a Association matter if any partner or close relative of theirs or any firm of which they are a partner or any limited Association of which they are a substantial shareholder or

director (or any other party who is deemed to be connected with them for the purposes of the Companies Acts), has an interest in that matter.

98 If any question arises as to whether a director has a Conflict of Interest, the question shall be decided by a majority decision of the other directors.

99 Whenever a matter is to be discussed at a meeting or decided and a director has a Conflict of Interest in respect of that matter then, unless the directors decide otherwise, they must:

99.1 remain only for such part of the meeting as in the view of the other directors is necessary to inform the debate;

99.2 not be counted in the quorum for that part of the meeting; and

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

100 The directors shall also keep a register of Conflicts.

Code of Conduct

101 The directors shall comply with the code of conduct, standing orders or rules prescribed by the AEC from time to time. The code of conduct shall be supplemental to the provisions relating to the conduct contained in this constitution and the legal duties imposed under Association law; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Directors Remuneration

102 Where a director provides services to the Association or the Association might benefit from any honoraria or remuneration paid for such services, then the following shall apply to such an arrangement:

102.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable.

102.2 the directors must be satisfied that it would be in the interests of the Association to enter into the arrangement (taking account of that maximum amount); and

102.3 less than half of the directors must be receiving remuneration from the Association (or benefit from remuneration of that nature).

103 At the Directors discretion, the Association may pay any reasonable expenses which the Directors properly incur in connection with their attendance at AEC of general meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Procedure at Directors' (AEC) meetings

104 Any Director or the Secretary may call a meeting of the AEC.

105 The date, time and venue for meetings shall be agreed at the preceding meeting of the AEC and the agenda, supporting papers and other material for the meeting shall be circulated to the AEC members at least fourteen days prior to the meeting.

106 Items for the Agenda shall be accepted only from members of the AEC and shall require to be intimated to the AEC Secretary at least twenty-eight days prior to the meeting.

107 The AEC shall meet four times each year or as often as it deems appropriate in meeting the needs of the Association.

108 No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for meetings of the Directors shall be Four (4).

109 The President of the Association shall act as the Chairperson of the meeting (if they are willing to do so). If the President is unwilling or unable to act as Chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as Chairperson of the meeting.

110 Questions arising at a meeting of the Directors shall be decided by a majority of votes; if an equality of votes arises, the Chairperson shall have a casting vote.

111 A Director may participate in a meeting of the Directors or a meeting of a committee of Directors by means of a telephone, video conferencing facility or similar communications equipment whereby all the Directors participating in the meeting can hear each other; a Director participating in a meeting in this manner shall be deemed to be present in person at the meeting. AEC meetings may be held entirely virtually if the AEC decide to do so.

112 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors; for the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote.

113 A Director shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Association; they must withdraw from the meeting while an item of that nature is being dealt with.

114 A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited Company of which they are a substantial shareholder or director, has a personal interest in that matter.

115 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

Delegation to sub-committees

116 The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons (if any) as the Directors may determine; they may also delegate to the Chairperson of the Association (or the holder of any other post) such of their powers as they may consider appropriate.

117 All sub-committees and working groups set up by the AEC, excepting its Branch Appeals Committee, shall have at least two office bearers in its make-up. The Chairperson shall be appointed by the AEC. Where the matter or matters to be considered concern constitutional issues then the sub-committee or working group should include the President, Vice President, and Treasurer.

118 Any delegation of powers under article 116 may be made subject to such conditions as the Directors may impose and may be revoked or altered.

Minutes

119 The Directors shall ensure that minutes are made of all proceedings at general meetings, Directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the Chairperson of the meeting.

Finance

120 The AEC's financial year shall be from 1 January to 31 December.

121 The AEC shall be responsible for maintaining an adequate financial accounting system in recording its financial affairs and intromissions.

122 The AEC must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

123 The AEC must prepare an annual statement of account, complying with all relevant statutory requirements; which includes deciding the correct format of the accounts, and the appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.

124 The Association's accounts shall be audited by approved qualified auditors appointed annually at the AAC. In the event of the appointed approved auditors failing to undertake the audit the AEC shall have power to appoint suitably qualified replacement auditors.

125 Audited Accounts shall be presented at the AAC to the Members.

126 The AEC shall operate a Bank Account(s) in the name of the Association through which its financial affairs shall be conducted. The AEC may operate such other Bank, Building Society or Investment Accounts as it deems necessary for the good financial administration of the Association.

127 All Bank, Building Society or Investment Accounts shall be in the name of the Association and operated by the signatories, meaning the President, Secretary and Treasurer or such other persons as may be deemed appropriate.

Indemnity

128 Every Director or other officer or auditor of the Association shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Association against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted **or** any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Association.

129 The Association shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Association may sustain or incur in connection with the execution of the duties of their office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

SCHEDULE 1 – BRANCH RULES

Administrative Structure of the Association & Branches

1. The Association is formed as a company limited by guarantee, comprised of members who shall be the Branches as detailed within the Articles of Association.

2. Branches are autonomous in relation to administering Branch affairs but shall be answerable and held accountable to the Association in meeting the objects of the Association, administering membership provisions and in complying with the provisions of the Articles of Association.

3. It is recommended that Branches adopt the suggested constitution provided by the association. However, they may adopt their own constitution which must always agree with and abide by the terms of the Association's Articles of Association.

Branch Membership

4. Branch Membership shall comprise of the following categories:

    4.1 Full Membership
    Open to Police officers who have retired on pension from a police force within the meaning of the Police Act 1996 (as amended), the Police (Scotland) Act 1967, the Police and Fire Reform (Scotland Act 2012 and the Police Service (Northern Ireland) Act 2000.

    Open to Police officers who retired with 10 or more years' service on a deferred or transferred pension. For the avoidance of doubt, if a Full Member loses their rights to a pension, this shall result in membership of the Branch being withdrawn without right of appeal.

    4.2 Life Members
    Open to Full Members of ten years standing automatically and as a right in the calendar year of their 80th birthday and shall be free of charge. The occasion shall be marked by the awarding of a Life Membership Certificate provided by the AEC and administered by the Branch of membership. Life Members shall have full voting rights and entitled to the same rights as Full Members.

    4.3 Branch Honorary Members
    Branches may mark exceptional service to the Branch by offering Honorary Membership. Such Members shall be approved at the Branch Annual General Meeting on recommendation by the Branch Management Committee. Branch Honorary Members shall have full voting rights and entitled to the same rights as Full Members.

    4.4 Branch Associate Members
    Offered at the sole and absolute discretion of each Branch and where such a category of membership is implemented, individuals holding that membership shall have voting rights limited to that Branch. Membership will afford access to all the benefits of member services provided locally and at a National Level.

Membership shall be open to:

4.4.1 Spouses or partners of Deceased Full Members, Life Members, Branch Honorary Members.
4.4.2 Spouses or partners of retired Police Officers who were, at the time of their death, not members of the Association.
4.4.3 Spouses or partners of Deceased serving Police Officers.
4.4.4 Woman Police Officers, who, prior to the introduction of the Sex Discrimination Act 1975 (as superseded by the Equality Act 2010), were required to resign due to marriage or pregnancy.
4.4.5 Retired Police Officers from a non-Home Office Force (e.g., BTP, MOD) not in receipt of a Pension from a police force as defined at 4.1 and having completed no less than 10 years' service.
4.4.6 Retired members of the Special Constabulary having completed no less than 10 years' service.
4.4.7 Retired members of Police Support Staff having completed no less than 10 years' service.

5. Branches shall keep a record of all classes of members recording each members (i) National membership number (ii) name (iii) contact address (iv) date of birth and any such additional information that may be considered of benefit in meeting the objects of the Association.

6. In addition to the membership records maintained by Branches, the AEC shall maintain a National database of all classes of Branch Members and Association Honorary Members recording (i) National membership number (ii) name (iii) contact address (iv) date of birth and any such additional information that may be considered of benefit in meeting the objects of the Association.

7. The AEC shall be responsible for allocating a unique National membership number to each member in a format set by the AEC. Branches shall notify the AEC of all new members and on receipt of such notification the AEC shall issue each new member with a National membership number which shall be adopted by Branches and recorded in their membership records.

8. All access to and maintenance of membership data shall be in strict compliance with the provisions of the General Data Protection Regulations, or superceding regulations, and the Association's adopted policy document on members' data protection. Breach of this rule shall be subject to disciplinary action.

9. The joining fee and subsequent annual renewal fee shall be at the sole discretion of the member's Branch to which membership is attached.

Branch Full Membership

10. Full Membership shall be by individual personal application to one of the Association's Branches as listed in Article 19. The choice of Branch shall be at the sole discretion of the applicant and, subject to the application being approved by that Branch, shall be the member's Branch.

11. A Full Member may be a member of more than one Branch on payment of the appropriate respective Branch membership fee or change Branch membership at any time on notification to each of the Branches concerned. Any Branch membership fee paid shall not be liable for refund.

12. A member with multiple Branch membership cannot be an appointed Branch Delegate for more than one Branch during the same period of appointment. There shall be no restriction on such a member being on the Management Committee of more than one Branch.

13. Branch shall have the right to accept or reject any application for Full Membership. Subject to the required criteria for membership having been met, a Branch's refusal to grant Full Membership shall be open to appeal to the AEC. In considering any such appeal, the AEC shall apply the appeal provisions contained herein. The AEC's decision on appeal shall be final. The AEC shall record each appeal process and such records shall be maintained for a period of three years from the date of its finding.

14. Full Members shall be accorded full voting rights at their Membership Branch and in the case of a Branch Appointed Delegate, have full voting rights at the AAC and all other General Meetings of the Association.

15. Notification of granting Full Membership shall be intimated to the Secretary of the AEC as soon as practicable but no later than twenty-eight days from being granted. Notification shall be in the standard format set by the AEC.

Branch Honorary Membership

16. Branch Honorary Membership shall be open to conferment without restriction.

17. Where the recipient of Branch Honorary Membership is a Full or Life Member their rights and privileges shall remain unaffected by the awarding of Branch Honorary Membership. All other recipients shall have no voting rights at Branch or National level.

    17.1 Widows and Widowers as defined at 4.4.1, 4.4.2 and 4.4.3 will have Honorary Member Status in as much as they will be exempt from paying a membership fee and shall have voting rights at a Branch level only.

18. Branch Honorary Membership, except for those with Full Membership, shall be free from annual fee.

19. Notification of the granting of Branch Honorary Membership shall be intimated to the Secretary of the AEC as soon as practicable but it shall be no later than twenty-eight days from being conferred. Notification shall be in the standard format set by the AEC.

Branch Associate Membership

20. The charging of any fee attached to Branch Associate Membership shall be set by the granting Branch and where appropriate, will include the relevant Annual Capitation Fee.

21. Notification of the granting of Branch Associate Membership shall be made to the Secretary of the AEC as soon as practicable but shall be no later than twenty-eight days from being conferred. Notification shall be in the standard format set by the AEC.

Appeals Against Membership Refusal

22. In the event that a Branch refuses an application for membership which otherwise meets the criteria for membership the applicant shall have right of appeal to the AEC. All such appeals shall be heard before the AEC's Branch Appeals Committee.

23. All such appeals shall be dealt with in the same manner as if the appeal were a Branch Disciplinary Appeal. The AEC's Branch Appeals Committee's findings shall be final.

24. Where the AEC Branch Appeals Committee finds in favour of the appellant the Committee may direct the Branch to accept and process the application or alternatively it may direct the application to another Branch of its choosing. In any event membership shall require to be granted.

Branch Administration

25. Each Branch shall be responsible for its own administration and for conducting its affairs subject to the conditions outlined within the Association's Articles.

26. Each Branch shall be required to maintain administrative and financial records, including minutes of all meetings and items of correspondence and other material relative to the conduct of its affairs. All records shall be kept for a minimum period of six clear years from the administrative year-end to which they refer. Records shall be open to inspection by Branch Full members and Life members on written request or by the AEC on seven days' notice in writing by the AEC's Secretary.

27. All matters to be raised with or referred to the AEC shall be processed through the Branch's representative on the AEC unless otherwise stated in these Branch Rules.

Branch Annual General Meetings

28. Each Branch shall hold a Branch AGM during the month of October or subject to requirements to the contrary, at any other time being not less than nine months or more than fifteen months from the date of the last Branch AGM. The date, time and venue of a Branch AGM shall be determined by the respective Branch Committee.

29. The quorum for a Branch AGM shall be four voting members.

30. The method of voting at the Branch AGM shall be open to decision by the members present at the meeting and shall be by a show of hands unless otherwise approved. No postal or proxy votes shall be allowed.

31. Voting shall be by simple majority with the Chairperson having an additional or casting vote in a tied vote.

32. The proposed date of a Branch AGM shall be intimated to the AEC Secretary at least four weeks prior to the date of the meeting. Where the date for a Branch AGM cannot be held during the month of October this shall be subject of a written explanation to the AEC at an early date but no later than the first day of October of that year.

33. The date, time and venue of a Branch AGM shall be called by the Branch Committee and intimated in writing to its members, or by other forms of notification agreed at Branch Annual or Extraordinary General Meetings. Notification of the meeting shall be issued at least fourteen clear days from the date of the meeting.

34. Notices of Motion to be tabled at a Branch AGM shall require to be in the hands of the Branch Secretary not later than forty-eight clear days from the date of the meeting and shall only be accepted from Full and Life Members or Branch Honorary Members who have full voting rights.

35. The business to be transacted at Branch AGM's shall be:

    35.1 To receive the Management Committee's Annual Report;
    35.2 To receive the Management Committee's Financial Report and Annual Financial Statement;
    35.3 To elect Management Committee for the ensuing year;
    35.4 To elect a President from the newly appointed Committee;
    35.5 To elect a Secretary from the newly appointed Committee;
    35.6 To elect a Treasurer from the newly appointed Committee;
    35.7 To elect such other officer bearers as may be deemed appropriate from the newly elected Committee;
    35.8 To appoint members of the elected Branch Management Committee as the Branch's Appointed Delegates subject to the ratio of one delegate per 100 Full Members, or part thereof, on the Branch Register of Members as at 30 September preceding the Branch AGM subject to the number of delegates being limited to a maximum of four;
    35.9 To elect one of the appointed delegates as in above as the Branch's nominated appointee to the AEC;
    35.10 To appoint a minimum of two accounts examiners independent of the Management Committee;
    35.11 To receive and consider any Notices of Motions;
    35.12 To transact any other competent business.

36. Branch Officer Bearers may be appointed annually by the Branch Committee from amongst its elected members and not at the Branch AGM. Where such a procedure is adopted the appointments shall be made at the first meeting of the Branch Committee following the Branch AGM.

Branch Extraordinary General Meetings

37. A Branch Extraordinary General Meeting may be called at any time on the agreement of the Branch Committee or on a written petition being delivered to the Branch Secretary setting forth the reason for the calling of an Extraordinary General Meeting and signed by a minimum of twenty voting Members of the Branch.

38. On receipt of a request to call an Extraordinary General Meeting, the request shall be actioned and a date, time and venue set for the meeting within eight weeks of the request being received.

39. The date, time and venue of an Extraordinary General Meetings shall be set by the respective Branch Committee and a Notice calling the meeting shall be intimated in writing to its members, or by other forms of notification agreed at a Branch General Meeting, detailing the reason for the meeting and the business for discussion, including any motion or motions being tabled. Notification of the meeting shall be issued at least twenty-eight clear days from the date of the meeting.

40. The quorum for a Branch Extraordinary General Meeting shall be four voting members.

41. The method of voting at all Branch Extraordinary General Meetings shall be open to decision by the members present at the meeting and shall be by a show of hands unless otherwise approved. No postal or proxy votes shall be allowed.

42. Voting shall be by simple majority with the Chairperson having an additional or casting vote in a tied vote.

43. Notification of all Branch Extraordinary General Meetings shall be intimated to the AEC Secretary as soon as practicable but notwithstanding at least four weeks prior to the date of the meeting. Such notifications shall contain an explanation for the calling of the meeting and a copy of the Notice to Branch members calling the meeting.

Branch Committees

44. Each Branch shall have a Committee of Management, herein referred to as the Branch Committee that shall be appointed at a Branch Annual General Meeting herein referred to as the Branch AGM.

45. A Branch Committee shall consist of a President, Secretary and Treasurer, and such other officers as may be deemed appropriate, and at least two other members.

46. Appointments shall be by election from the Branch's Full and Life Members. Persons so appointed shall remain in post until the end of the immediate next Branch Annual General Meeting or for such other period not exceeding three consecutive years ending at the conclusion of the third Annual General Meeting following appointment. All offices may be open to re-election without time restriction. The offices of Secretary and Treasurer may be combined.

47. A Branch Committee shall have powers to fill any vacancy on its Committee by power of co-option. Such a co-opted member shall have full voting rights as if appointed at the Branch AGM. Appointments by co-option to the Committee shall cease immediately following the first Branch AGM after the date of their co-option.

48. In addition to the powers of co-option, the Branch shall have powers of *ad hoc* co-option. *Ad hoc c*o-options, where appropriate, shall include voting powers.

Branch Committee Meetings

49. Branch Committees shall meet three times each year or as often as each Committee deems appropriate in meeting the needs of its Branch.

50. The quorum for such meetings shall be three. Minutes of all meetings shall be maintained.

Branch Finances

51. The financial year of all Branches shall be from 1 August to 31 July.

52. Each Branch Committee shall be responsible for maintaining an adequate financial accounting system in recording their financial affairs and intromissions.

53. Each Branch shall cause its accounts to be the examined annually by two examiners independent of the Branch Management Committee,, and prepare an Annual Statement of Income and Expenditure certified by the examiners which shall be presented to its members at General Meeting. A copy of the Certified Annual Statement of Income and Expenditure endorsed at General Meeting shall be forwarded to the AEC's Secretary by 31 December.

54. Each Branch shall operate a Bank Account in the name of the Branch through which its financial affairs shall be conducted. Each Branch may operate such other Bank, Building Society or Investment Accounts as it deems necessary for the good financial administration of the Branch, under the proviso that each account must be in the name of the Branch. All such accounts shall be operated in the name of at least two Office Bearers or other persons as may be deemed appropriate, subject to the provisions that all signatories shall be members of the Branch Committee.

55. Each Branch shall make an annual capitation payment to the AEC at the per capita level set at the AAC and calculated on the number of Full and Associate Members on the Branch's Register of Members as at 31 July. Such payments shall require to be made to AEC's Treasurer no later than 1 December.

Branch Disbandment

56. Any Branch seeking to disband shall require to call an Extraordinary General Meeting of its members, or for whatever reason failing which for the AEC to convene and chair a meeting of Branch members for the specific purpose of disbandment. In the case of the latter the quorum for the meeting shall be six excluding the AEC representative present who are not members of the Branch.

57. The Branch Committee shall notify the AEC's Secretary in writing of any proposal to disband.

58. A motion to disband shall require the approval of a two-thirds majority of the voting members present. In the event that a quorum is not achieved the meeting shall be reconvened within four weeks at which time if the meeting is still inquorate the matter of disbandment shall fall to the AEC whose majority decision shall be final.

59. In the event of a Branch being disbanded all members of that Branch shall have their membership automatically reassigned to the Branch of their choice or, failing which, to a Branch selected on a geographical basis by the AEC.

60. The assets of a disbanded Branch shall become the property of the Association to be retained or disbursed by the AEC as it deems appropriate. All of its books of accounts and administrative records shall be handed over to the Association's AEC and shall be retained for a minimum period of six years from the effective date of disbandment.

SCHEDULE 2 - BRANCH DISCIPLINARY ACTION

1. Where there is good and sufficient reason to believe that a Branch or a Branch member has committed a serious act of misconduct in breaching the Rules of the Association or has committed any act which could be considered detrimental to the interests of the Association or has otherwise brought the Association or its members directly or indirectly into disrepute, then the Branch or member shall be open to disciplinary action.

2. In the case of the Branch any disciplinary action shall be taken against its principal office bearers, namely Chairperson/President, Secretary and Treasurer.

3. Where the disciplinary matter relates to a Branch member the matter shall be referred to the member's Branch for such actions as it may deem appropriate.

4. In the case of Branch Officers or an appointed or co-opted member of the AEC when the matter will be dealt with in the first instance by the AEC as outlined in Schedule 3.

5. In the event of a branch member being subject of a criminal charge or charges involving dishonesty, violence or of a sexual nature, the member's Branch shall have the right without interference to suspend the member until such times as the matter has been disposed of. In the event of the charge being withdrawn or the member being acquitted of the charge or charges by a Criminal Court of Law the suspension shall be withdrawn without undue delay. In such an event the member's Branch shall continue to have the right without interference to invoke disciplinary procedures in keeping with the provisions of these schedules.

6. In the event of the charge or charges given rise to the member's suspension being founded upon in a Criminal Court of Law resulting in a criminal conviction or convictions the member shall be expelled from the Association with immediate effect without right of appeal.

Branch Disciplinary Appeals

7. In dealing with Branch Disciplinary Appeals arising from a Branch Disciplinary Hearing, all such appeals shall be heard before the AEC's Branch Appeals Committee.

8. The AEC's Branch Appeals Committee shall comprise five members of the AEC, and shall include the President, Vice-President, Secretary and Treasurer along with one other member of the AEC agreed by them. No member of the Branch Appeals Committee shall be a member of the originating Branch. Where an AEC office bearer is a member of the originating Branch, a second member of the AEC shall be appointed as a substitute.

9. All appeals shall require to be made in writing to the AEC Secretary and shall be acknowledged in writing within fourteen days of receipt.

10. Each member subject of an appeal shall be issued with a formal written invitation to attend a specially convened appeal hearing no later than twelve weeks from the date of the appeal being received. The invitation shall contain the date, time and venue of the appeal hearing

and be sent by recorded delivery post addressed to the appellant's home address as recorded in the Association's Register of Members. In the event that a member subject of the appeal intimates that the date or time set for the hearing is unsuitable every effort shall be made to agree a mutually convenient date and time failing which a new date and time

11. be fixed and stand unless there is good reason to the contrary.

12. Any new date set for the appeal hearing shall be intimated as detailed above.

13. In the event that the member subject of the appeal fails to attend an appeal hearing set under Rule 75 above the appeal shall be dismissed and the matter concluded without redress.

14. The AEC Branch Appeals Committee's findings on the appeal shall be conveyed in writing by recorded post to each member subject of the appeal and copied to the related Branch no later than fourteen days from the date of the findings.

15. The AEC Branch Appeals Committee's findings shall be final. All records of the appeals process and proceedings shall be maintained for a period of at least six years from the year-end following the appeal.

Disciplinary Appeals

16. In dealing with any appeal arising from an AEC Disciplinary Hearing, the appeal shall be heard before a special meeting of the AEC convened for that purpose and chaired by the AEC President. The members of the AEC hearing the appeal shall not include members of the Disciplinary Investigation Sub-Committee or a member of the appellant's membership Branch, but they may be called to provide information.

17. Where the appellant was an appointed Officer of the AEC. the appeal shall be heard before a special convened meeting comprising the AEC President, who shall be Chairperson, and four Branch Chairperson/Presidents who were not members of Discipline Investigation Sub-Committee or associated with the appellants membership Branch, but they may be called to provide information. Where the AEC President is debarred or unable to Chair the meeting they shall be substituted by the AEC Vice-President or a fifth nominated Branch Chairperson/President.

18. All appeals shall require to be made in writing to the AEC Secretary or an AEC nominated officer and shall be acknowledged in writing within fourteen days of receipt.

19. Each member subject of an appeal shall be issued with a formal written invitation to attend a specially convened appeal hearing no later than twelve weeks from the date of the appeal being received. The invitation shall contain the date, time and venue of the appeal hearing and be sent by recorded delivery post addressed to the appellant's home address as recorded in the Association's Register of Members.

20. In the event that a member subject of the appeal intimates that the date or time set for the hearing is unsuitable every effort shall be made to agree a mutually convenient date and time

failing which a new date and time shall be fixed and stand unless there is good reason to the contrary.

21. Any new date and time set for the appeal hearing shall be intimated.

22. In the event that the member subject of the appeal fails to attend an appeal hearing set the appeal shall be dismissed and the matter concluded without redress.

23. The findings on the appeal shall be conveyed in writing by recorded post to each member subject of the appeal and copied to the member's Branch no later than fourteen days from the date of the findings.

24. The findings on an appeal shall be final.

25. All records of the appeals process and proceedings shall be maintained for a period of at least six years from the year-end following the appeal.

SCHEDULE 3 – AEC DISCIPLINARY PROCESS FOR BRANCHES

1. Where the disciplinary matter relates to a Branch Officer or an appointed or co-opted member of the AEC the matter shall be referred to the AEC. Where the disciplinary matter refers to a member of the AEC or a Branch Management Committee then that member will be suspended until such time as the said disciplinary matter has been concluded.

2. The AEC shall set up a disciplinary hearing and in so doing appoint a Discipline Investigation Sub-Committee of at least three members one of whom shall be an officer of the AEC excepting the President, to investigate, examine and report on the matter to the AEC Disciplinary Committee. No member of the sub-committee shall be a member of the subject(s) related Branch.

3. The AEC Secretary or an AEC nominated officer shall cause notification of such proceedings to be intimated in writing to each member subject of the action and copied to their Membership Branch no later than fourteen days from the date of proceedings being implemented. The exception to this is where the disciplinary action relates to an appointed Office Bearer of the AEC.

4. Where the disciplinary action relates to an appointed Office Bearer of the AEC the appointed Discipline Investigation Sub-Committee shall comprise three Branch Chairmen/Presidents. No appointed member of the sub-committee shall be from the subject(s) membership Branch.

5. Every endeavour shall be made to have the matter brought before the AEC Disciplinary Committee for consideration at an early date with the aim to have the matter concluded within twelve weeks of proceedings being implemented. Suspected criminal acts shall without exception be reported to the appropriate authority.

6. Each member subject of the disciplinary action shall be issued with a formal written invitation to attend a specially convened disciplinary hearing. The invitation shall contain the date, time and venue of the hearing and shall be sent by recorded delivery post addressed to the member's home address as recorded in the Association's Register of Members. The invitation shall contain the reason for the disciplinary hearing being convened and shall give at least fourteen days notice of the date of the hearing.

7. In the event that a member subject of the disciplinary action intimates that the date or time set for the hearing is unsuitable every effort shall be made to agree a mutually convenient date and time failing which a new date and time shall be fixed and stand unless there is good reason to the contrary.

8. Any new date and time set for the hearing shall be intimated as detailed in Rule 7 above and the hearing shall proceed even if a member subject to the hearing is not in attendance.

9. The matter shall be heard before the Disciplinary Committee of the AEC which shall comprise of five members excluding the President for its findings on a majority basis. No member of the Disciplinary Committee shall be a member of the subject's membership Branch. In the event of disciplinary measures being invoked these shall be restricted to:

9.1 Applied suspension from membership for a time limited period
9.2 Admonition without warning.
9.3 Admonition with warning as to future conduct.
9.4 Suspension or debarment from holding office within the Association.
9.5 Expulsion.

10. Applied suspension from holding office within the Association shall include a set limit of time. Applied debarment from holding office within the Association may be with or without a set limit of time.

11. Where applied debarment is without a set limit of time there shall be a minimum period of three years from the date of debarment before an uplift debarment appeal may be made with any such appeal being processed by Disciplinary Appeal Committee in accordance with Rules 12.4.

12. The AEC's Disciplinary Committee's findings shall be conveyed in writing to each member subject of the hearing and copied to their Membership Branch no later than fourteen days from the date of the findings and in the case of disciplinary action being taken shall include information on the appeals process. A copy of the findings shall also be reported to the AEC.

13. Any Branch or member subject of disciplinary action shall have the right of appeal to the AEC. All such appeals shall require to be made in writing within six weeks of the Disciplinary Committee's findings.

14. All records of the disciplinary process and proceedings shall be maintained for a period of at least six years from the year-end following the disciplinary action.

SCHEDULE 4 - INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
"Act"	Means the Companies Act 2006
"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
"Annual Conference"	means an annual general meeting of the Association;
"Association"	means a "Company" within the meaning of section 1 of the Companies Act 2006, providing (in either case) that its Objects are limited to charitable purposes or in reference to the Association being RETIRED POLICE OFFICERS ASSOCIATION SCOTLAND LTD;
"Articles"	the Association's articles of association;
"AEC"	The Directors of the Association;
"Book Examiners"	Means the individual branch members appointed to examine the accounts of Branches and the Association in addition to the legal accounting practices required by the Association;
"Branch"	means a branch of the Association;
"Branch Committee"	means, in relation to a Branch, the committee from time to time of that Branch and, in relation to a Member, the committee from time to time of the Branch of which that person is a member;
"Branch Delegates"	As defined in article 38;
"Branch Secretary"	means, in relation to a Branch, the secretary from time to time of that Branch;
"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or

	deemed to be given and the day for which it is given or on which it is to take effect;
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
"Conference"	means an Annual Conference or an Extraordinary Conference;
"Conflict of Interest"	any direct or indirect interest of a director (whether personal, by virtue of a duty of loyalty to another Association or otherwise) that conflicts, or might conflict with the interests of the Association;
"Director"	a director of the Association, and includes any person occupying the position of director, by whatever name called;
"Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
"Hard Copy Form"	has the meaning given to it in the Companies Act 2006;
"Memorandum"	the Association's memorandum of association;
"Property"	any property, heritable or moveable, real or personal, wherever situated
"specified"	means specified in the memorandum or articles of association of the Association for the purposes of this paragraph;
"transfer"	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2 Subject to clause 2 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Association.