

COMPANIES ACT 1985

MEMORANDUM OF ASSOCIATION

of

WOMEN IN THE FIRE SERVICE UK

1. The name of the company ('the Association') is Women in the Fire Service UK.
2. The registered office of the Association is to be situated in England and Wales.
3. The objects for which the Association is established are to:
 - 3.1. Provide an independent forum within and through which women who work in the Fire & Rescue Service are able to contact and support each other.
 - 3.2. Share knowledge and experience to the common good; provide information and assistance to fire & rescue services and other organisations, associations, etc.
 - 3.3. Influence policy relevant to women in the fire & rescue service.
 - 3.4. Promote equality, equity and inclusion at work and uphold the dignity of women and men.
 - 3.5. Promote and co-ordinate social interaction and events.("the principal objects")
4. In furtherance of the principal objects but not otherwise the Association shall have power:
 - 4.1. Employ and pay any person or persons, (who shall not be members of the Executive Committee), to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants.
 - 4.2. Establish where necessary Regional Networks (RN) (whether autonomous or not).
 - 4.3. Bring together in conference representatives of voluntary organisations, Government Departments, statutory authorities and individuals.
 - 4.4. Promote and carry out or assist in promoting and carrying out research.
 - 4.5. Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars, workshops and training courses.

- 4.6. Collect and disseminate information on all matters affecting the said Objects and exchange such information with other bodies having similar Objects whether in this country or overseas.
- 4.7. Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
- 4.8. Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said Objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.
- 4.9. Make regulations for the proper management of any property, which may be so acquired.
- 4.10. Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- 4.11. Subject to such consents as may be required by law, borrow or raise money for the said Objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- 4.12. Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions or otherwise.
- 4.13. Carry on trade either in the course of the actual carrying out of a primary object of the Association or the trade is ancillary or temporary to the carrying out of the Objects.
- 4.14. Invest the moneys of the Association not immediately required for the said Objects as appears appropriate to the National Executive Committee, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 4.15. Enter reciprocal arrangements with other organisations whose Objects are in accord with those of the Association.
- 4.16. To do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
5. The income of the Association, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its National Executive Committee at a rate per annum not exceeding

the minimum lending rate prescribed for the time being by a clearing bank selected by that National Executive Committee;

- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its National Executive; and
- (d) to any member of its National Executive Committee of out of pocket expenses.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association, contracted before he ceased to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If on the winding up of the Association there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Association, but shall be given or transferred to some other body (whether or not it is a member of the Association) having objects similar to those of the Association, or to another body the objects of which are charitable.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association.

Names, Addresses and Descriptions of Subscribers
(set out *particulars*)

(signatures of subscribers)

(date)

Witness to the above signatures:

(signature and address of witness)

ARTICLES OF ASSOCIATION

of

WOMEN IN THE FIRE SERVICE UK

1. Preliminary

1.1. In these articles:

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

'clear days' in relation to the period of a notice means 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;

'the National Executive Committee' means the National Executive Committee of the Association;

'the Association' means Women in the Fire Service UK;

and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the society.

1.2. The Association is established for the purposes expressed in the memorandum of association.

2. Membership

2.1. Categories of membership:

Membership Category	Eligibility
2.1.1 Full	Open to any woman working, whether paid or unpaid), within the Fire & Rescue Service either in the UK or abroad who is supportive of the aims of the Association.
2.1.2 Affiliate	Open to any individual who is supportive of the aims of the Association.
2.1.3 Corporate Affiliate	Open to any Organisation that supports the aims of the Association.
2.1.4 Junior	Open to any individual under the age of 18 years who is supportive of the aims of the Association.

2.1.5 Honorary Life	As elected by the membership at an Annual General Meeting.
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2.2. Membership Fees:

2.2.1. Membership fees shall be paid annually from the initial date of membership.

2.2.2. The scales of membership fees are as follows and may be amended at the Annual General Meeting of the Association or at an Extraordinary General Meeting convened for the purpose.

Membership Category	Scale
2.2.2.1 Full	£10.00 per annum
2.2.2.2 Affiliate	£10.00 per annum
2.2.2.3 Corporate Affiliate	Organisations employing (at time of joining or renewal): 1000 or more staff £1000.00 per annum 251 to 999 staff £500.00 per annum 250 or less staff £250.00 per annum
2.2.2.4 Junior	Free of Charge
2.2.2.5 Honorary Life	Free of Charge

2.2.3. The NEC may, at their absolute discretion, modify or waive Corporate Affiliate Membership fees in the interests of the Association.

2.3. Within the aforementioned categories, membership of the Association shall be open to:

2.3.1. Individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription and

2.3.2. Local, national and international organisations, whether corporate or unincorporated which are interested in furthering the said Objects and have paid the annual subscription as aforesaid.

2.3.3. Corporate Affiliate Members are not entitled to vote.

2.3.4. Each Corporate Affiliate member shall appoint one individual person to represent it at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation, he or she shall forthwith cease to be a representative thereof. Corporate Members are not entitled to vote.

- 2.3.5. Each Corporate Affiliate member may appoint a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Association.
- 2.3.6. Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association.
- 2.3.7. Honorary Life Members may be elected at an Annual General Meeting. Honorary Life Members shall not be entitled to vote but shall otherwise be entitled to all the rights and privileges of membership.
- 2.4. The NEC shall have the right to:
 - 2.4.1. Approve or reject applications for membership, and
 - 2.4.2. For good and sufficient reason terminate the membership of any individual or organisation PROVIDED THAT the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said NEC, accompanied by a friend, before a final decision is made.
 - 2.4.3. In its sole discretion set any additional requirements and conditions and create categories of membership that it may deem necessary or desirable.
- 2.5. No right or privilege of any member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.
- 2.6. If any member fails to pay their subscription for any year within one month of its becoming due the secretary shall notify them of the fact, and if any member fails to pay their subscription for any year within three months of its becoming due they shall by reason of that failure cease to be a member of the society, but shall be eligible for re-admission on payment of all arrears due from them while a member and of the amount of the subscriptions that would have been due from them if they had continued to be a member up to the time of his re-admission.

3. General meetings

- 3.1. The society shall in 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 15 months shall elapse between the date of one annual general meeting of the society and that of the next. So long as the society holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the National Executive Committee shall appoint
- 3.2. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.3. The National Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting.

- 3.4. The National Executive Committee shall, on a requisition made in writing by any 5 or more Full Members eligible to vote, immediately proceed to convene an extraordinary general meeting. If it does not proceed to convene a meeting within 21 days from the date of the requisition, the requisitionists or a majority of them may themselves convene a meeting in accordance with the provisions of Section 368 of the Act by any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at the registered office of the society.
- 3.5. At least 21 clear days before every meeting, notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the governors and members in the manner stated in regulation 12 of these articles, or in such other manner, if any, as may be prescribed by the society in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any governor or member shall not invalidate the proceedings at any general meeting.
- 3.6. All paid up Full, Affiliate and Corporate Affiliate members may attend general meetings. Full and Affiliate members of the Association will be entitled to vote at general meetings.
 - 3.6.1. Voting shall normally be by show of hands and by simple majority.
 - 3.6.2. A secret ballot for the election of officers may be held if 5 or more full members submit a proposal to that effect.
- 3.7. Notice of nominations to the NEC will be circulated to the membership prior to the AGM.
- 3.8. Nominations must be received by the Secretary 21 days before the AGM.
- 3.9. Only members eligible to vote may be nominated, and nominations must be made and seconded by members eligible to vote.
- 3.10. The minutes of the preceding AGM shall be circulated to all members prior to the meeting.

4. Proceedings at general meetings

- 4.1. All business at any meeting shall be deemed special, with the exception at the annual general meeting of the consideration of the accounts and any documents annexed to them, the report of the National Executive Committee and the report of the auditors, the election of members of the National Executive Committee in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 4.2. No business shall be transacted at any meeting unless a quorum of not less than 10 members or one tenth of the total actual membership of the Association entitled to vote, whichever is greater, is present at the commencement of such business.
- 4.3. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of governors or members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such

adjourned meeting a quorum is not present the meeting shall stand dissolved.

- 4.4. The Chair or in their absence the Vice-Chair shall preside as Chair at every general meeting of the Association.
- 4.5. If neither the Chair nor the Vice-Chair is present at the time of holding a meeting the members present shall choose some one of their number to be Chair of the meeting.
- 4.6. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.7. At any general meeting a declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the minute book of the society shall be conclusive evidence of the fact.
- 4.8. No member shall be entitled to vote at any general meeting if any money owing from him on any account to the Association is overdue.

5. Honorary Officers

- 5.1. The honorary officers of the Society shall consist of a Chair, a Vice-Chair (Learning & Development), a Vice Chair (Projects), a Treasurer, , HR Advisor/Policy and other honorary officers as the Association shall from time to time decide.
- 5.2. The honorary officers shall be elected annually at the annual general meeting and shall at the end of their year of office be eligible for re-election.
- 5.3. Until the first annual general meeting the honorary officers shall consist of the subscribers of the memorandum of association.
- 5.4. The Chair and other Honorary Officers shall automatically be members of the Association, the said NEC and of any other committee.
- 5.5. There are also 4 nominated Directors who can either be Honorary Officers and/or full individual members who are not in arrears with their subscriptions. The Directors do not have to be Honorary Officers but it would be good practice to ensure that at least 2 are, 1 of which should be the Chair or Company Secretary

6. National Executive Committee

- 6.1. The NEC shall consist of not less than 6 members nor more than 25 members being:
 - 6.1.1. The Honorary Officers specified in the above clause.
 - 6.1.2. In addition, the following posts:
 - 9 Regional Representatives
 - 4 Executive Members

- 6.2. The members of the NEC, other than the Regional Representatives, (see clause 7.3 below), shall be elected at the Annual General Meeting of the Association and shall hold office from the conclusion of that meeting until the conclusion of the Annual General Meeting of the Association next after their election.
- 6.3. Each RN will appoint a Regional Representative to sit on the NEC. They shall be elected at an Annual Regional Meeting held within one month prior to each AGM and shall be by simple show of hands by members eligible to vote. Each Regional Representative shall hold office from the conclusion of the AGM until the conclusion of the AGM of the Association next after their election.
- 6.4. Only fully paid-up members of the Association, whether individual or representative, shall be eligible to serve as Honorary Officers or members of the NEC. Nominations must be made by those members of the Association eligible to vote in writing and must be in the hands of the Secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- 6.5. In addition to the members so elected the NEC may co-opt up to 4 further members, being fully paid-up members of the Association, whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the NEC at the time of co-option.
- 6.6. Any casual vacancy in the NEC may be filled up by the NEC and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that Meeting.
- 6.7. Any failure to elect or any defect in the election, appointment, co-option or qualification of any member shall not invalidate the proceedings of the NEC.
- 6.8. The NEC shall appoint and fix the remuneration of staff (not being members of the NEC) as may in their opinion be necessary.
- 6.9. The NEC may appoint such special or standing committees as may be deemed necessary by the NEC and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the NEC as soon as possible.
- 6.10. Duties of the NEC shall include:
 - 6.10.1. Establishing and maintaining contacts with other networks in the UK and other countries.
 - 6.10.2. Representing and promoting the interests of Women in the Fire Service UK by actively seeking representation onto relevant bodies and committees, and by making representations to Fire Authorities and Fire & Rescue Services to gain support for Women in the Fire Service UK.
 - 6.10.3. Develop and implement business strategy and plan.

- 6.10.4. The production and distribution of a newsletter to all members.
- 6.10.5. The distribution of a directory of contacts and provision of support to regional networks in setting up and maintaining local networking arrangements.
- 6.10.6. Negotiating membership benefits.
- 6.10.7. Responsibility for producing and maintaining records of association activities.
- 6.10.8. Maintaining membership records and proper accounts, and ensuring that a balance sheet is presented to each Annual General Meeting and made available for inspection by members and funding bodies.
- 6.10.9. Ensuring compliance with all legal Accounting requirements.
- 6.10.10. Relinquishing all relevant records and/or property given to or generated by virtue of their membership of the Association upon ceasing to hold office for whatever reason.

7. Determination of Membership of the NEC

- 7.1. A member of the NEC shall cease to hold office if s/he:
 - 7.1.1. Resigns her or his office by notice in writing; or
 - 7.1.2. Is absent from 4 consecutive meetings of the NEC for reasons other than not been able to attend due to shift/work commitments of their respective FRS and personal/compassionate reason, three-quarters of the other members of the NEC pass a resolution that such NEC members shall be removed from office PROVIDED THAT a NEC member faced with removal shall have the right to appear with a friend and be heard by the other NEC members before a vote is taken.

8. Regional Networks

The NEC shall have power to establish, for the furtherance of the said Objects, RNs. Each RN so established shall comply with and be subject to the following regulations:

- 8.1.1. The RN shall act in pursuance of the said Objects and of the policy of the Association and shall be subject to such conditions as may from time to time be laid down by the NEC.
 - 8.1.2. The title of each RN shall be subject to the prior approval of the NEC. No RN shall be entitled to use the title NWFS unless at least one member of the RN's governing body is a full member of the Association.
- 8.2. The RN will be deemed to have adopted the model rules for RNs as prescribed from time to time by the NEC unless it has, with the prior approval of the NEC, adopted other rules.

- 8.3. The RN may publish literature solely in the name of the RN for local purposes but such literature shall not contain any statement contrary to the said Objects or to the policy of the Association.
- 8.4. Representations of whatever kind to other bodies and/or individuals may only be made by the RN through or with the prior approval of the NEC.
- 8.5. All legacies bequeathed to the Association shall be received by the Treasurer or other appropriate offices of the Association but, subject to any special trusts by which such legacies may be affected, the NEC shall have power to direct that any legacy or the income therefrom shall be paid to a particular RN.
- 8.6. The RN may be empowered by the NEC to receive donations and the RN may expend any money received or raised by it in its area solely for the furtherance of the said Objects but only with permission of the NEC.
- 8.7. Subject to these regulations, the RN may generally manage its own affairs, shall be solely responsible for its own debts and liabilities, and shall not pledge the credit of the Association or that of the NEC or of any individual member of the NEC.
- 8.8. RNs shall be loosely based on geographical areas of the UK as specified by the NEC.

9. Meetings and Proceedings of the National Executive Committee

- 9.1. The NEC shall meet 3 times a year or more and the Honorary Officers at least once a year
- 9.2. A quorum of the NEC or any committee appointed under clause 6.9 hereof shall be one third of the NEC or committee (as the case may be) or such other number as the Association may in General Meeting from time to time determine.
- 9.3. Save as otherwise herein provided, all questions at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No person shall exercise more than one vote notwithstanding that, he or she may have been appointed to represent two or more interests, but in case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 9.4. The NEC and all other committees shall keep minute books, and the appropriate Secretary shall enter therein a record of all proceedings and resolutions. Minutes of NEC and sub-committees shall be circulated to the Regions and a summary of work and decisions taken shall be included in each newsletter.
- 9.5. Standing Orders and Rules.

The NEC shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

10. Receipts and Expenditure

- 10.1. A bank account shall be opened in the name of the Association with Barclays Bank plc o Crouch End, London or with such other bank, as the NEC shall from time to time decide. All cheques must be signed by not less than two of three authorised signatories, each of which must be the Chairs, Treasurers and Secretary's signature where there is no compromise of interest by partnership or cohabitation.
- 10.2. All moneys raised by or on behalf of the Association shall be applied to further the Objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent.
- 10.2.1. The repayment to members of the NEC or of any committee appointed under these Articles of reasonable out-of-pocket expenses; or
- 10.2.2. The NEC from providing indemnity insurance to cover the liability of the NEC (Or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association, provided that any such insurance shall not extend to any claim arising from any act or omission which the NEC (or any of them) knew to be a breach of trust or breach of duty which was committed by the NEC (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

11. The Seal

- 11.1. The honorary officers shall provide for the safe custody of the Seal, which shall only be used by the authority of the honorary officers or of a committee of honorary officers authorised by the honorary officers in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a honorary officer and shall be countersigned by the Secretary or by a second honorary officer or by some other person appointed by the honorary officers for that purpose.

12. Auditors

- 12.1. Auditors shall be appointed and their duties regulated in accordance with the Act.

13. Notices

- 13.1. A notice may be served by the Association on any member either personally or by sending it through the post in a prepaid firstclass letter addressed to such member at their registered place of abode.
- 13.2. Any notice, if served by post, shall be deemed to have been served 48 hours after it is posed, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

14. Winding up

- 14.1. The Society shall be wound up voluntarily whenever a special resolution is passed that the Association be wound up. Clause 8 of the Memorandum of Association of the Society shall have effect as if the provisions of that clause were repeated in these Articles.