

**Articles of Association
of the
Association of Professional Virtual Assistants (APVA)**

Company limited by guarantee and not having a share capital

Adopted on 10 February 2020

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the articles, unless the context requires otherwise:

“articles” means the associations articles of association;

“association” means The Association of Professional Virtual Assistants

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairperson” has the meaning given in article 13;

“chairperson of the meeting” has the meaning given in article 27;

“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;

“director” means a director of the association, and includes any person occupying the position of director or board member, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 11;

“proxy notice” has the meaning given in article 33;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means 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.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Association.

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association 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:

- (a) payment of the Association’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

3. Application of Income and Property

3.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.

3.2 Subject to article 20, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is also a director receiving reasonable and proper remuneration for goods or services supplied to the Association.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

Subject to the articles, the directors are responsible for the management of the associations' business, for which purpose they may exercise all the powers of the association.

5. Board Members reserve power

5.1 The board members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. Directors may delegate

6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the article:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

6.2 If the directors so specify, any such delegation may authorise further delegation of the director's powers by any person to whom they are delegated.

6.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

7. Committees

7.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

7.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8. Directors are to take decisions collectively

8.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

8.2 If:

- (a) the Association only has one director, and
- (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

9. Unanimous decisions

9.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

9.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

9.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

10. Calling a board meeting

10.1 Any director may call a board meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

10.2 Notice of any board meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.3 Notice of a board meeting must be given to each director but need not be in writing.

10.4 Notice of a board meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11. Participation in board meetings

11.1 Subject to the articles, directors participate in a board meeting, or part of a board meeting, when:

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a board meeting, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12. Quorum for board meetings

12.1 At a board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 The quorum for board meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

12.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the appointment further directors.

13. Chairing of board meetings

13.1 The directors may appoint a director to chair their meetings.

13.2 The person so appointed for the time being is known as the chairperson.

13.3 The directors may terminate the chairperson's appointment at any time.

13.4 If the chairperson is not participating in a board meeting within ten minutes of the time at which it was to start, the other participants must appoint one of themselves to chair it.

14. Casting vote

14.1 If the numbers of votes for and against a proposal are equal, the chairperson or other person chairing the meeting has a casting vote.

14.2 But this does not apply if, in accordance with the articles, the chairperson or other person is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

15.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company or association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 But if paragraph 14.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the association is to be counted as participating in the decision-making process for quorum and voting purposes.

15.3 This paragraph applies when:

- (a) the association by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

15.4 For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the association or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the association or any of its subsidiaries which do not provide special benefits for directors or former directors

15.5 For the purposes of this article, references to proposed decisions and decision-making processes include any board meeting or part of a board meeting.

15.6 Subject to paragraph 14.7, if a question arises at a board meeting or committee meeting as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.

15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the other participants at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Records of decisions to be kept

The directors must ensure that the association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

17. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

18. Methods of appointing directors

18.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

18.2 In any case where, as a result of death, the association has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

18.3 For the purposes of paragraph 17.2, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

19. Termination of director's appointment

A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) notification is received by the association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

20. Directors' remuneration

20.1 Directors may undertake any services for the Association that the board decide.

20.2 Directors are not entitled to any remuneration for their services to the Association as directors

20.3 Directors are entitled to any remuneration determined by the board for any other service which they undertake for the Association.

21. Directors' expenses

The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the association,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the association with the prior approval of the board.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

22. Applications for membership

No person shall become a member of the Association unless:

- (a) that person has completed an application for membership in a form approved by the Association, and
- (b) the Association has approved the application and confirmed that it meets the requirements

23. Termination of membership

23.1 A member may withdraw from membership of the Association by giving 30 days' notice to the association in writing.

23.2 Any individual giving notice of their intention to withdraw from membership shall remain liable to pay any subscriptions or other sums due from that at the date the relevant notice is accepted.

23.3 Any individual's notice to withdraw shall not be accepted and shall accordingly not cease to be a member whilst a complaint about them has been received by the Association, until the matter has been fully settled and the amount of any fine or costs awarded against them has been paid in full.

23.4 Membership is not transferable.

23.5 A person's membership terminates when:

- (a) any notice of withdrawal given by them under 22.1 is accepted by the Association;
- (b) the individual dies or ceases to exist;
- (c) a bankruptcy order is made against them;
- (d) has committed any unlawful act;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) if there are in arrears after more than two months from the due date with any subscription or other sum due and payable to the Association in respect of their membership;
- (g) willfully refuses or neglects to comply with a provision of the Terms and Conditions of the Association;
- (h) is found to have knowingly falsified any information submitted to the Association;
- (i) is found guilty of conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of VIP VA.;
- (j) if they fail to comply with the requirements of accreditation or to produce evidence of these requirements when requested by the Association.

ORGANISATION OF GENERAL MEETINGS

24. Timing of General Meetings

The Association shall hold a general meeting once in each calendar year as its annual general meeting, to receive the annual report and accounts, to elect directors in place of those retiring, to appoint auditors if required by the Companies Acts and to authorize the

directors to set their remuneration and to transact with any other business of which proper notice has been given.

25. Attendance and speaking at general meetings

25.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

25.2 A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

25.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

25.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

25.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

26. Quorum for general meetings

No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

27. Chairing general meetings

27.1 If the directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so.

27.2 If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

27.3 The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

28. Attendance and speaking by directors and non-members

28.1 Directors may attend and speak at general meetings, whether or not they are members.

28.2 The chairperson of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

29. Adjournment

29.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.

29.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

29.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

29.4 When adjourning a general meeting, the chairperson of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

29.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

29.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

30. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

31. Errors and disputes

31.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

31.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

32. Poll votes

32.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

32.2 A poll may be demanded by:

- (a) the chairperson of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

32.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairperson of the meeting consents to the withdrawal.

32.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

33. Content of proxy notices

33.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

33.2 The association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

33.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

33.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

34. Delivery of proxy notices

34.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment

of it, even though a valid proxy notice has been delivered to the association by or on behalf of that person.

34.2 An appointment under a proxy notice may be revoked by delivering to the association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

34.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

34.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

35. Amendments to resolutions

35.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(a) notice of the proposed amendment is given to the association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

(a) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

35.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

36. Votes of Members

Every member, whether an individual or an organisation, shall have one vote.

PART 4

ADMINISTRATIVE ARRANGEMENTS

37. Means of communication to be used

37.1 Subject to the articles, anything sent or supplied by or to the association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the association.

37.2 Subject to the articles, any notice or document to be sent or supplied to a director in

connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

37.3 A director may agree with the association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

38. Company seals

38.1 Any common seal may only be used by the authority of the directors.

38.2 The directors may decide by what means and in what form any common seal is to be used.

38.3 Unless otherwise decided by the directors, if the association has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

38.4 For the purposes of this article, an authorised person is:

- (a) any director of the association;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

39. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the association, no person is entitled to inspect any of the association's accounting or other records or documents merely by virtue of being a member.

40. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the association or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

41. Indemnity

41.1 Subject to paragraph 39.2, a relevant director of the association or an associated company may be indemnified out of the association's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the association or an associated company,
- (b) any liability incurred by that director in connection with the activities of the association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the association or an associated company.

41.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

41.3 In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the company or an associated company.

42. Insurance

42.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

42.2 In this article:

- (a) a “relevant director” means any director or former director of the association or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the association, any associated company or any pension fund or employees’ share scheme of the association or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.