

## **WAVCA (Wheelchair Accessible Vehicle Converters' Association) ("Company")**

### **BOARD OF DIRECTORS, COMMITTEES AND OFFICERS BYELAWS 2012**

(Adopted by the Board of Directors on 23/10/2012)

#### **1 Title**

These byelaws are made pursuant to Article 56 of the Articles of Association of the Company ("Articles") and every power permitting or authorising the same and shall be known as "The Board of Directors, Committees and Officers Byelaws 2012". These byelaws shall come into effect on the day of the resolution of the Board adopting the same.

#### **2 Returning Officer**

The Chairman or, in his absence, the Deputy Chairman is appointed Returning Officer for the purposes of these byelaws. The Returning Officer shall be empowered to determine and settle any and all aspects of the documentation and procedures to be used for, or in connection with, or to give effect to elections and appointment under these byelaws, after taking legal advice, where the Returning Officer is of the opinion that it is appropriate so to do.

#### **3 Election and Appointment of Board, Committee or Working Group Members**

(a) Subject as appears elsewhere in these byelaws or the Articles,

(i) the members of the Company ("Members") shall elect the Board

(ii) the Chairman shall appoint, subject to ratification by the Board, members for each committee or Working Group formed under these byelaws.

(b) the Board shall determine the method of election or appointment and the composition and function (either directly or by delegation of their powers to the committee) of any other committee or working group which may be established from time to time by the Board.

#### **4 Working Groups**

Committees may from time to time, subject to approval by the Board, delegate activities and functions to working groups, appointed by the committee to consider and report back to it on any specified topic or topics, and invite persons representing other organisations, special interest groups, or those with specialist knowledge, to attend sub-committee meetings in an advisory capacity. Such invited members shall not be entitled to vote. Each working group shall disband after it has reported to the committee by which it was appointed.

#### **5 Quorum**

The quorum necessary for the transaction of the business of the Board, and of all committees, shall be one half of the number of members of the Board or committee, or the next whole number above one half.

## BOARD OF DIRECTORS

6 Unless otherwise determined by a General Meeting the number of members of the Board shall not be fewer than 5 nor more than 8 persons.

7 Elected members of the Board shall be directors of the Company in accordance with the Articles of Association and any byelaws made thereunder.

## ELECTION AND APPOINTMENT OF DIRECTORS

8 (a) Unless otherwise so determined by the Members, elections to the Board shall be held annually at the Annual General Meeting ("AGM").

(b) The electorate shall be those Members who have Full Membership

(c) The election will be by secret ballot

(d) Candidates achieving the most votes shall be declared elected to serve on the Board

(e) Each Board director shall be elected to serve for a period of 3 years subject to the provisions of these byelaws, save that the first term of office of those Board members who are appointed as the first Chairman, Deputy Chairman and Treasurer in accordance with byelaw 26 shall be for 3 years, and the period of the first term of office of the other directors shall be drawn by lot so that the first term of office of approximately one third of the total number of directors shall be for 1 year, the first term of office of the next third shall be for 2 years, and the first term of office of the final third (including those directors appointed as Chairman, Deputy Chairman and Treasurer) shall be for 3 years.

(f) the results of the elections for the Board shall be declared immediately and minuted accordingly

## OFFICE AND RETIREMENT OF DIRECTORS

9 Subject to rule 8 (e), each seat on the Board is subject to election every third year, with approximately one third of the seats being elected each year.

10 Director retiring from office

(a) Subject to rule 8 (e), at every AGM there shall retire from office every member of the Board who, if he were not so to retire, would continue in office for more than a period of three years since he was last elected or appointed in accordance with Articles and byelaws for the time being in force. Year, in this context, shall mean the period from one AGM to the next succeeding AGM.

(b) If the office of any retiring member of the Board be not filled by an election duly effected in any manner provided for by these byelaws or by the byelaws for the time being in force, then, on the vacation of office by the retiring member, a casual vacancy shall be deemed to arise, except that any person appointed to fill such casual vacancy shall hold office as long as any person would have held office who had been duly elected at the election to fill the office of the retiring member.

(c) A person who is or becomes a director pursuant to these byelaws, who for any reason ceases to be a member of the Board shall ipso facto cease to be a director.

## 11 Filling vacancies on the Board

(a) In the event of a casual vacancy arising on the Board, under the Articles or the byelaws the Board may elect a new director. Subject to byelaw 10(b), a person elected to fill a casual vacancy on the Board under this byelaw shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

## POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD

12 The Board shall have the responsibility for the strategic planning and policy-making in respect of the Company's affairs and shall monitor whether the Board and the committees are achieving their stated goals.

13 The Board shall have a strategy for planning succession for the office of Chairman.

14 The Chairman may appoint from among members of the Board, and subject to the ratification of the Board, a director or directors to have responsibility for reporting on the strategic implications of any particular area or areas of the Company's work.

15 The Board shall establish sub-committees and working groups in accordance with these byelaws.

16 The Board shall ratify the nomination and appointment of the chairmen of committees and sub-committees and working groups made in accordance with the byelaws by the Chairman.

17 All duties, powers and responsibilities which by law are those for directors of a company of the nature and type as the Company shall, notwithstanding the foregoing, vest in the members of the Board.

18 All Board members have a responsibility to ensure that all decisions and views expressed represent the views of the majority of the Membership.

## COMMITTEES AND SUB-COMMITTEES

19 The Board shall establish such committees as it deems appropriate to undertake the work of the Company. Such committees may be run autonomously by the Company or jointly with other organisations as the Board deems appropriate.

20 Each committee shall have standing orders approved by the Board setting out its objectives and membership and the rules for conducting the business of the committee, all of which may be determined by the Board either directly or by delegation of its power to the committee.

21 With the approval of the Board a committee may establish from time to time such sub-committees or working groups as it deems appropriate to undertake specific tasks within the remit of the committee. The committee shall minute the terms of reference and conduct of each sub-committee or working group it establishes including whether the subcommittee or working group is to act for an indefinite or fixed term. A subcommittee or working group established to undertake a specific task shall be dissolved on completion of the task.

## COMMITTEE MEMBERSHIP

22 Any member of the Board may be appointed to serve on a committee, sub-committee or working group according to these byelaws.

23 Committees may, from time to time,

(a) invite persons representing other organisations, special interest groups, or those with specialist knowledge, to attend committee meetings in an advisory capacity on a particular topic to make use of all available skills; or,

(b) appoint persons to attend committee meetings as observers. Observers shall not be entitled to participate in the meetings of any committee other than at the invitation of the committee chairman.

Persons invited or appointed under this byelaw may not vote on matters put to the vote at any committee meeting or upon any matters on which the committee is invited to vote.

## COMMITTEE FUNCTIONS, TRANSACTIONS AND OBJECTIVES

24 The function of committees established under these byelaws shall be to:

(a) make recommendations to the Board and assist it to develop policy and strategy in the committee's area of responsibility;

(b) assist the Board to monitor the implementation of policy and strategy;

(c) provide members' perspective to the Board in their area of responsibility;

(d) ensure that the opinion and needs of the wider membership is reflected in their policies and services.

25 Transaction of Committee Business

(a) subject to alternative provisions for individual committees in these byelaws and subject to byelaw 23, only the following members of committees shall be entitled to vote in votes transacting committee business:

(i) members of committees established under these byelaws and the committee chair-person

(ii) members of sub-committees established under these byelaws and the sub-committee chair-person.

Questions arising shall be decided by a majority of votes. In case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairman of the meeting shall be entitled to the casting vote in addition to any vote to which he may be entitled as a member of the committee.

(b) All acts bona fide done by any meeting of any committee or sub-committee or by any person acting as a member of the committee or sub-committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the committee or subcommittee.

(c) All business transacted at meetings of committees or subcommittees shall be minuted and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next or any succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated.

## OFFICERS OF THE COMPANY

### 26 Officers of the Company

(a) The following Officers of the Company will be elected, or re-elected, annually from the Board by the Full Members at the AGM,

- (i) Chairman of the Company
- (ii) Deputy Chairman of the Company
- (iii) Treasurer,

provided that the first Chairman, Deputy Chairman and Treasurer shall be appointed by the Board immediately following incorporation, and their first term of office shall be for 3 years.

(b) No person may stand for more than one of the above positions in any election.

### 27 Chairman of the Company

Subject to byelaw 26, the Members shall nominate and elect, or re-elect, annually by and from the elected Board members a Chairman of the Company who shall act as Chairman of the Board. The Chairman may stand and be nominated and re-elected as Chairman of the Company for a second year and subsequent years.

### 28 Deputy Chairman of the Board

(a) The Chairman of the Board may nominate, for approval of the Members, a candidate to be appointed Deputy Chairman.

(b) The Deputy Chairman shall carry out any of the duties of the Chairman, at the request of the Chairman.

(c) The Deputy Chairman may be eligible to succeed the Chairman and may do so if appointed by the Members as Chairman in accordance with these byelaws.

### 29 The Treasurer

The Treasurer shall oversee the development and execution of the Company's financial policy and strategy. A candidate for election to this office shall satisfy the Board that he has the requisite knowledge and skills to perform this function effectively.

### 30 The Administrator

The Board may appoint an Administrator. The Administrator may not be an elected Member of the Board and may be a paid position. Where an Administrator is appointed, the role will include supporting and assisting the Board in its operational duties, managing the affairs of the Company including meetings and Minute taking, the administration of the PAS Accreditation scheme and representing the Company at external meetings.

### 31 Recording the appointment of officers of the Company

The appointment of officers of the Company shall be minuted in accordance with the Articles of Association.