



**Memorandum & Articles of
Association and Regulations
Effective May 2025**

THE COMPANIES ACTS 1985 and 1989 and 2006

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION Of

The National Federation of Occupational Pensioners

Company Number 06996004

Date of Incorporation: 20/08/2009

1. Name

The name of the company is The National Federation of Occupational Pensioners ("NFOP")

2. Registered office

The registered office of NFOP will be situated in England.

3. Objects

3.1 The Objects of NFOP are:

- a) The promotion and protection of pension rights.
- b) The promotion and protection of health services, transport services and other services affecting the lives of older people.
- c) The welfare of Members and the promotion of good fellowship.
- d) To work with other organisations that seek to improve the pensions and welfare of pensioners.
- e) Provision of opportunities for contact between Branches/Groups and Members of all Branches/Groups and the co-ordination of their work for their mutual benefit.
- f) To assist in the solution of problems of Members or their dependents by all suitable means.
- g) To assist Branches/Groups and Regions with their accommodation needs for the purpose of holding business and social meetings.

4. Members, Friends and Affiliated Pensioner Associations of The National Federation of Occupational Pensioners

4.1 The following are eligible to be Members of NFOP:

- a) Retired and serving staff of companies and organisations providing an occupational pension scheme, and deferred Members of those schemes.
- b) Retired and serving Sub Postmasters.
- c) Spouses/partners, widows/widowers and dependents of 4.1a and 4.1b.
- d) Parents, children and grandchildren of 4.1(a-c)

4.2 There shall be the following classes of Member:

- a) Full open to any eligible individual.
- b) Joint open to any eligible individual and their spouse/partner.
- c) Life open to any eligible individual.
- d) Joint life open to any eligible individual and their spouse/partner.
- e) Dual open to any Member of NFOP who is eligible to be a Member of a Trade Union or their retired Members section or other occupational pensioner organisation with which NFOP has a dual Membership agreement.

f) Family membership open to any eligible member, their spouse/partner their parents, children and grandchildren.

4.3 Applicants to be a Member shall be invited to indicate the Branch/Group they wish to join.

4.4 Any Member who feels unfairly dealt with by their Branch/Group shall first try to resolve the difference with their Branch/Group, failing satisfaction they may appeal in writing to the Executive Committee and failing satisfaction they may appeal in writing to the Appeals Committee set up under Regulation 15.2, whose decision is binding on all parties. The Member may have another person present at the Appeal hearings. The Branch/Group will also be asked for their views.

The Executive Committee shall inform the Branch/Group of the Member their intention to suspend the Member and of the outcome of the determination by the Executive Committee and the Appeals Committee.

4.5 Anyone whose application for membership is refused shall be notified in writing of the reasons for that refusal and be informed that they have twenty eight (28) days in which to appeal in writing. Any appeal will be considered by the Executive Committee whose decision is final.

4.6 All references to "Member" in these Memorandum, Articles and Regulations relate only to eligibility as defined in clause 4.1 of the Memorandum.

4.7 Friends of NFOP are persons not eligible to be Members of NFOP as defined in clause 4.1 of the Memorandum and who are invited by a Branch/Group to take part in the social activities of the Branch/Group.

4.8 Branch/Group Affiliate Members are members who wish to belong to more than one Branch/Group.

4.9 Affiliated Pensioner Associations are established pensioner associations linked to a specific scheme or employer whose aims and objectives are consistent with the objects of NFO

5. Powers

5.1 NFOP will act in furtherance of the Objects, but not further or otherwise, NFOP shall have power to do all lawful things as are incidental or conducive to the attainment of the Objects or any of them as though it were a natural person.

6. Application of income and property

6.1 The income and property of NFOP shall be applied solely towards the promotion of the Objects and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of NFOP provided that nothing shall prevent any payment in good faith by NFOP: -

- a) of reasonable and proper remuneration to any Member, Officer or servant of NFOP (not being an Elected Executive Committee Member) for any services rendered to NFOP;
- b) of interest on money lent by any Member of NFOP or of the Executive Committee at a rate per year not exceeding two percent (2%) less than the base lending rate prescribed for the time being by the Bank of England or three per cent (3%), whichever is the greater.

- c) of reasonable and proper rent for premises demised or let by any Member of NFOP or of the Executive Committee.
- d) of fees, remuneration or other benefit in money or monies worth to a company of which a Member of the Executive Committee may be a Member, holding not more than a one per cent (1%) shareholding in that company;
- e) to an Elected Member of the Executive Committee by way of reimbursement (on production of a receipt) for proper and reasonable travel, accommodation and subsistence expenses incurred in connection with attending meetings of the Executive Committee and representing NFOP at authorised internal or external meetings in his or her capacity as a Member of the Executive Committee.
- f) to a Member or Employee of the NFOP by way of re-imbursement (on production of a receipt) for proper and reasonable travel, accommodation and subsistence expenses incurred when on official business of NFOP;
- g) of out-of-pocket expenses of any Member on official business of NFOP approved by the Executive Committee;
- h) to a Branch/Group such allowance and travelling expense as agreed by the Executive Committee for up to two members attending the Annual General Meeting/Conference as Branch/Group Delegates;
- i) of expenses and cost associated with holding the Annual General Meeting/Conference, Extraordinary General Meeting or any other meetings of members; or
- j) of any premium in respect of any insurance to cover any liabilities.

7. Executive Committee Member (Director of the Company) Interests

7.1 Whenever a Member of the Executive Committee has a personal interest directly or indirectly in a matter to be discussed at a meeting of the Executive Committee or a Committee of the Executive Committee, the Executive Committee Member concerned must:

- a) declare an interest at or before discussion begins on the matter;
- b) withdraw from the meeting for that item unless expressly invited to remain in order to give information.
- c) not be counted in the quorum for the part of the meeting devoted to that item; and
- d) withdraw during the vote and have no vote on the matter.

8. Charging Clause

8.1 Notwithstanding any other provision of this Memorandum any firm, company or organisation which possesses specialist skills or knowledge required by NFOP for its proper administration may charge and be paid reasonable charges for work of that nature done by it notwithstanding that a Member(s) of the Executive Committee is a director or other senior officer or employee of that firm, company or organisation.

9. Limited liability

9.1 The liability of the Members is limited.

10. Contribution to assets of NFOP

10.1 Every member undertakes to contribute to the assets of NFOP in the event of the same being wound up while they are members or within one year after ceasing to be a member such amount not exceeding £1 as may be necessary to meet debts and liabilities of NFOP, costs, charges and expenses of winding up, and such adjustment between contributories as the directors determine, save that where an amount of at least £1 has previously been paid or value provided by or for the benefit of a member at any time

including appropriations of excess contributions by other members, he shall have no further liability.

11. Wind-up or Dissolution and Surplus assets

11.1 NFOP may be wound-up or dissolved voluntarily only by a Special Resolution of which at least twenty eight (28) days' notice has been given and which is passed by a majority of not less than seventy five percent (75%) of the votes cast by Elected Executive Committee Members and Branch/Group Delegates as are attending in person or by proxy (if voting by proxy is allowed) at a General Meeting and as are entitled to vote.

11.2 If on the winding-up or dissolution of NFOP there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the Members of NFOP, but shall be given or transferred to some other association or charitable body having Objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its Members, to an extent at least as great as is imposed on NFOP by virtue of clause 6 above (as shall be determined by the Members of NFOP).

11.3 If NFOP is a trustee of any trusts at the time it is wound up or dissolved, NFOP shall procure the appointment of a new trustee or trustees of those trusts in the place of NFOP.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES OF SUBSCRIBERS

Mrs J V M Ypey

Mr P Hands

Mr S Turner

Mrs C E Keith

Mr V Jeffries

Miss S Kassamally

Mrs D J Lee

Mr J Nelson

**COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

THE NATIONAL FEDERATION OF OCCUPATIONAL PENSIONERS

1. Definitions and interpretation

In these Articles:

the Act means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;

the Articles means these Articles of Association;

Affiliated Pensioner Associations are established pensioner groups linked to a specific scheme or employer whose aims and objectives are consistent with the objects of NFOP.

Branch/Group means a Branch/Group of NFOP created by the Executive Committee; Branches/Groups are autonomous individual associations within the Memorandum and Articles of Association and Regulations of the NFOP; a Social Group of NFOP will be considered as a Group in the context of these Articles except where otherwise stated;

Branch/Group Delegate/s means a Member in a Branch/Group appointed by that Branch/Group to represent the Branch/Group as a Delegate at General Meetings and Annual Conference of NFOP and who is currently resident in the United Kingdom;

the Charities Act means the Charities Act 1993 and any statutory modification or re-enactment thereof for the time being in force;

the Commission means the Charity Commissioners for England and Wales;

Communication and Electronic Communication mean the same as in the Electronic Communications Act 2000.

Executive Committee means the Executive Committee of NFOP, comprising Elected Members (who all act as Directors of the Company) and Ex-Officio Members;

Elected Executive Committee Member means a Director appointed under Article 9;

Ex-Officio Executive Committee Member means any Paid Officer as agreed by the Executive Committee;

Friend of NFOP means a person not eligible to be a Member as determined in clause 4.1 of the Memorandum and who has paid a subscription to a Branch/Group of NFOP, the eligibility of such persons to be determined by the Executive Committee from time to time and detailed in the Regulations produced in accordance with Article 21;

Member means any eligible person as defined in clause 4.1 of the Memorandum, by paying a subscription to NFOP, the eligibility of such persons to be determined by the Executive Committee from time to time and detailed in the Regulations produced in accordance with Article 21;

the Memorandum means the Memorandum of Association of NFOP;

NFOP means The National Federation of Occupational Pensioners;

Paid Officer means any post agreed by the Executive Committee to be a Paid Officer post;

Principal Officer means the Chairman of the Executive Committee as elected under Article 9.8;

Region means a group of Branches/Groups created by the Executive Committee;

the Seal means the common seal of NFOP (if any);

Secretary means any person appointed to perform the duties of Company Secretary of NFOP;

Social Group means a Group which holds social events and meetings for members in an area but does not have elected officers, does not receive rebate and whose expenses, as agreed by the Executive Committee from time to time, are met from the Support Fund;

the United Kingdom means the United Kingdom of Great Britain and Northern Ireland and shall include the Isle of Man and the Channel Islands.

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

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

All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and vice versa.

2. Objects

2.1 NFOP is established for the Objects expressed in clause 3 of the Memorandum.

3. Members

3.1 The first named subscriber(s) to the Memorandum and Articles shall represent the Members until such time as the Executive Committee has been constituted in accordance with Articles 8 and 9.

3.2 The Executive Committee shall have the right for good and sufficient reason to suspend for such period as it shall determine or terminate the Membership of any Member provided that the Member concerned shall have a right to be heard before the Executive Committee and failing satisfaction before the Appeals Committee as set up under Regulation 15.2, whose decision shall be binding on all parties. The Member may have another person present at the Appeal hearings. The Branch/Group will also be asked for their views. The Executive Committee shall inform the Branch/Group of which the Member is a Member of its intention to suspend the Member and of the outcome of the determination by the Executive Committee and the Appeals Committee.

3.3 Unless the Executive Committee or NFOP in general meeting shall make other provision pursuant to the powers contained in Article 21, the Executive Committee may in its absolute discretion permit any Executive Committee Member or Member to retire provided that after such retirement the number of Members is not less than sixty (60).

3.4 On ceasing to be a Paid Officer of NFOP a person shall cease to be or be ineligible to be an Ex-Officio Executive Committee Member.

3.5 An Elected Executive Committee Member may not be a Branch/Group Delegate.

3.6 On ceasing to be a Member of NFOP, a person shall automatically cease to be an Elected Executive Committee Member or a Branch/Group Delegate.

3.7 The rights and privileges of a Branch/Group Delegate shall not be transferable except to a proxy appointed in accordance with these Articles.

4. General meetings

4.1 NFOP shall each year hold a General Meeting as its Annual General Meeting (AGM) in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The AGM shall be held within eight months of the end of the financial year. Not more than fifteen (15) months shall elapse between the date of one AGM of NFOP and that of the next provided that so long as NFOP holds its first AGM within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such time and place as the Executive Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings (EGM).

4.2 The Executive Committee may, whenever it thinks fit, call for the holding of an EGM, and EGMs shall also be called on such requisition, or, in default, may be called by such requisitionists as provided by the Act, including as described in Article 4.3. If at any time there are not within the United Kingdom sufficient Members of the Executive Committee to form a quorum, any Elected Executive Committee Member plus any fifty (50) Branch/Group Delegates of NFOP may call an EGM in the same manner as nearly as possible as that in which meetings may be called by the Executive Committee. Branch/Group Delegates calling a meeting must be authorised to do so by their Branch/Group at a Branch/Group Meeting and the request submit on a form provided by Headquarters.

4.3 An EGM may be requisitioned by Executive Committee Members and Branch/Group Delegates representing not less than twenty percent (20%) of the total voting rights of all

Branch/Group Delegate having at the date of deposit of the requisition, a right to vote at general meetings:

- a) the requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of NFOP, and may consist of several documents in like form each signed by one or more requisitionists; and
- b) Branch/Group Delegates requisitioning a meeting must be authorised to do so by their Branch/Group; at a Branch/Group Meeting and the request submit on a form provided by Headquarters; and
- c) if within twenty-eight (28) days of the date of deposit of the requisition the Executive Committee Members do not call for the holding of a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves call a meeting, but any meeting so called must be held within three (3) months of that date.

5. Notice of General meetings

5.1 An AGM and a meeting called for the passing of a Special Resolution shall be called by at least twenty-eight (28) days' notice in writing. Other meetings shall be called by at least fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting. The notice shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business. The notice shall be given in the manner mentioned below or in such other manner, if any, as may be prescribed by NFOP in general meeting. The notice shall be given to such persons as are entitled to receive such notices, provided that a meeting of NFOP shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- a) in the case of the AGM, by all the Executive Committee Members and Branch/Group Delegates entitled to attend and vote; and
- b) in the case of any other meeting, by a majority of the Executive Committee Members and Branch/Group Delegates having a right to attend and vote at the meeting, being a majority together representing not less than ninety five percent (95%) of the total voting rights of all the Executive Committee Members and Branch/Group Delegates

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

6. Proceedings at General Meetings

6.1 A Quorum for general meetings shall be at least thirty (30) Branch/Group Delegates.

6.2 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, the Annual Report and auditors report and the appointment of, and the fixing of the remuneration of, the auditors, and consideration of Special and Ordinary Resolutions and consideration of amendments to Special and Ordinary Resolutions.

6.3 The Chairman, if any, of the Executive Committee shall chair every general meeting of NFOP. In his absence the Vice-Chairman, if any, of the Executive Committee shall act as Chairman. If at any meeting neither the Chairman nor the Vice-Chairman is present within ten (10) minutes after the time appointed for the holding of the meeting, or if there is no Chairman or Vice-Chairman, or if neither the Chairman nor the Vice-Chairman is willing to

act, the Elected Executive Committee Members present shall elect one of their number to chair the meeting.

6.4 If at any meeting no Elected Executive Committee Member is willing to act as Chairman or if no Elected Executive Committee Member is present within ten (10) minutes after the time appointed for the holding of the meeting, the Branch/Group Delegates present shall choose one of their number to chair the meeting.

6.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.6 At any general meeting a Resolution put to the vote of the meeting shall be decided on a show of voting cards unless before, or on the declaration of the result of the show of hands a poll is demanded:

- a) by the person chairing the meeting; or
- b) by at least twenty (20) Executive Committee Members and Branch/Group Delegates having the right to vote at the meeting.

6.7 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

6.8 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

6.9 A poll must be taken as the person who is chairing the meeting directs.

6.10 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

6.11 A demand for a poll must be taken immediately.

6.12 A declaration by the Chairman and an entry to that effect in the minutes of proceedings of NFOP that a resolution has on a show of voting cards or on a poll been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.13 In the case of an equality of votes, whether on a show of voting cards or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

7. Votes of Executive Committee Members and Branch/Group Delegates

7.1 Every Elected Executive Committee Member and Branch/Group Delegate shall have one (1) vote.

7.2 Votes may be given by Branch/Group Delegates either personally or by proxy if the Executive Committee shall, by due notice to Members calling the meeting, so direct. A Branch/Group Delegate's proxy shall have the same voting rights as their appointer. A Branch/Group Delegate may only give a proxy to another Member authorised by their Branch/Group. Elected Executive Committee Members shall not be entitled to appoint a proxy.

7.3 The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

7.4 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

I hereby appoint, with the authorisation of my Branch/Group (AS NAMED ABOVE), the following member:

(INSERT NAME OF PERSON USING THE PROXY):

as my Proxy to vote at the Annual General Meeting of NFOP to be held on

Important Please Note – A Branch/Group Delegate may only give a Proxy to another member authorised by their Branch/Group.

Branch/Group Delegate's signature:.....

Branch/Group Delegate's Name:

Date of Signature:

Date of Meeting:

Branch Secretary's signature:.....

Branch Secretary's Name:.....

7.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may include words requiring a proxy to vote in favour of or against a resolution.

7.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by NFOP at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

7.7 For the avoidance of doubt, Full, Joint, Life, and Joint Life members shall not be entitled to notice of or to attend or be heard at or vote at general meetings, nor to receive or vote on any written Resolution unless that member is also an Elected Executive Committee Member or Branch/Group Delegate.

8. Executive Committee

8.1. Any Paid Officer as defined in the Articles of Association shall be appointed by the Executive Committee on merit following fair and open competition.

8.2 The maximum number of Elected Executive Committee Members on the Executive Committee shall be eight (8) or such other number as may be determined by NFOP in General Meeting.

8.3 An Elected Executive Committee Member must also be a Member of NFOP (clause 4.1 of the Memorandum)

8.4 Any Paid Officer as agreed by the Executive Committee, shall be non-voting Ex-Officio Executive Committee Members.

9. Election of Executive Committee Members

9.1 Subject to Articles 8.2 above, 9.5 and 9.6 below, up to a maximum of eight (8) Elected Executive Committee Members shall be appointed at any one AGM by the Branch/Group Delegates present and entitled to vote, such elections to take effect upon the retirement of the previous Elected Executive Committee Members, in accordance with Article 12.

9.2 A nominee for appointment as an Elected Executive Committee Member must be a Member of NFOP of at least one (1) year standing, who may not be an Ex-Officio Executive Committee Member or an employee of NFOP or has been an employee of NFOP during the preceding five years, and whose name is on a list submitted to the AGM by the Annual Conference.

9.3 The AGM shall receive a list of nominees from the Annual Conference and those present and entitled to vote shall confirm their appointment as Elected Executive Committee Members, save that the Elected Executive Committee Members in post prior to the AGM shall not be entitled to a confirmation vote. The AGM shall not reject the appointment of any nominee/s without good and sufficient reason.

9.4 No person may be appointed an Elected Executive Committee Member at any General Meeting unless his nomination for election or re-election is approved by the Executive Committee, provided the nominee has right to be heard by Members at the General Meeting before a final decision is made.

9.5 If the number of nominations for Elected Executive Committee Members received from the Annual Conference is insufficient to constitute the minimum number of Elected Executive Committee Members, in accordance with Article 8.2 above, those properly nominated and approved by the Executive Committee shall be deemed to have been elected unopposed. The Chairman of NFOP shall then ask if any retiring Elected Executive Committee Member is willing to serve a further term and any such person shall be deemed to be elected unopposed unless there are more such persons than vacancies, in which case a vote shall be conducted amongst the Branch/Group Delegates at the AGM at which

said Elected Executive Committee Members were due to retire. If vacancies still exist, the Executive Committee will seek nominations from the Branches/Groups in the same manner as for the Annual Conference. If there are more Candidates than vacant places, the Executive Committee shall send a ballot form to all Branches/Groups. The successful Candidate/Candidates shall be co-opted to the Executive Committee as Elected Executive Committee Members until the end of the next AGM.

9.6 Any vacancy arising amongst the Elected Executive Committee Members between AGMs shall be filled by seeking nominations from the Branches/Groups in the same manner as for the Annual Conference. If there are more nominees than vacant places, the Executive Committee shall send a Ballot form to all Branches/Groups. The successful Candidate/Candidates shall be co-opted to the Executive Committee as Elected Executive Committee Members until the end of the next AGM.

9.7 In the event that:

- a) the number of Elected Executive Committee Members appointed at an AGM is insufficient to constitute the minimum number of Elected Executive Committee Members in accordance with Article 9.1, above; and
- b) there are insufficient Elected Executive Committee members following the procedure under Article 9.5; or
- c) any casual vacancies arising amongst the Elected Executive Committee Members are not filled further to the provisions of Article 9.6 for any reason the remaining Elected Executive Committee Members shall have the power to co-opt any Member who is willing to act as an Elected Executive Committee Member, provided that all such co-optees must retire at the following AGM.

9.8 At the first meeting of the Executive Committee following the AGM, the Elected Executive Committee Members, shall elect a Chairman and Vice Chairman of NFOP from amongst the Elected Executive Committee Members.

9.9 The Chairman shall be the Principal Officer of NFOP.

10. Removal of Elected Executive Committee Members

10.1 The Elected Executive Committee Members and Branch/Group Delegates may by Ordinary Resolution, of which special notice has been given in accordance with section 303 of the Act, vote to remove any of the Elected Executive Committee Members before the AGM following the AGM at which such Elected Committee Member was appointed, notwithstanding anything in these articles or in any agreement between NFOP and such Elected Committee Members.

10.2 Subject to Articles 9.5, 9.6 and 9.7 above, the Executive Committee may appoint another person in place of an Elected Committee Member removed under Article 10.1 above.

10.3 The Executive Committee shall have the right following a unanimous vote of all the other Elected Committee Members, for good and sufficient reason to suspend for such period as it shall determine or terminate the Membership of any Elected Committee Members provided that the Elected Committee Members concerned shall have the right to be heard by the Executive Committee before a final decision is made.

11. Disqualification or vacation of office of Executive Committee Members

11.1 Notwithstanding any other prohibitions in these Articles, the office of Executive Committee Member shall be vacated if the Executive Committee Member:-

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- b) becomes prohibited from being:
 - i. a Director by reason of any order made under section 1 of the Company Directors Disqualification Act 1986; or
 - ii. a Company trustee by reason of any order made under section 72 of the Charities Act;
- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- d) resigns his office by written notice to NFOP;
- e) is absent from all meetings of the Executive Committee or the Committees of which the Elected Executive Committee Member is a Member without leave for six (6) months and the Executive Committee resolves that the office be vacated;
- f) is directly or indirectly interested in any contract with NFOP and fails to declare the nature of his interest as required by the Act or the Memorandum;
- g) fails to agree to the request by the Executive Committee for a Criminal Records Bureau check to be undertaken in respect of them.

11.2 An Elected Executive Committee Member shall not vote in respect of any contract in which he is interested or any matter arising out of it and shall withdraw from the meeting for that item unless expressly invited to remain in order to give information. If he does so vote, his vote shall not be counted save in respect of a policy of insurance which indemnifies him from and against all such risks incurred in the course of performance of his duties, provided such policy of insurance is appropriate and on reasonable terms and complies with the requirements of the Memorandum.

12. Retirement of Elected Executive Committee Members

12.1 The Elected Executive Committee Members shall retire with effect from the close of business of the AGM following that at which they were elected.

12.2 A person retiring from the office of Elected Executive Committee Member shall be eligible for re-election.

13. Powers and duties of the Executive Committee

13.1 The business of NFOP shall be managed by the Executive Committee which may pay all expenses incurred in the formation of NFOP and its registration as a Company, and if a charity, under the Charities Act.

13.2 The Executive Committee may exercise all such powers of NFOP as are not required by the Act or these Articles or by any Regulation to be exercised by NFOP in general meeting including (but not by way of limitation) the powers to:

- a) borrow money;
- b) mortgage or charge the whole or any part of its undertaking and property subject to section 38 of the Charities Act, if a registered charity; or
- c) issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of NFOP or of any third party.

13.3 Any such requirement for powers to be exercised only by NFOP in General Meeting, referred to in Article 13.2 above shall not invalidate any prior act of the Executive Committee at the time it was carried out.

13.4 All cheques and other negotiable instruments, and all receipts for money paid to NFOP, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time determine.

13.5 The Executive Committee shall cause minutes to be made and records (with copies where appropriate) to be kept:

- a) of all appointments of Paid Officers made by the Executive Committee;
- b) of the names of those present at each Executive Committee meeting; and
- c) of all resolutions and proceedings at all meetings of NFOP and of the Executive Committee and of its Committees.

14. Proceedings of the Executive Committee

14.1 The Executive Committee shall meet at least four (4) times a year.

14.2 The Executive Committee may meet together to dispatch business, adjourn and otherwise regulate its meetings as it thinks fit. In relation to:

- i. any questions arising at any meeting, such questions shall be decided by a majority of votes of Elected Executive Committee Members present and voting on the question;
- ii. an equality of votes the Chairman shall have a second or casting vote whether he has or has not voted previously on the same question but no Elected Executive Committee Member in any other circumstances shall have more than one vote.

14.3 The Chairman may, and the Secretary shall (if requested by any three (3) Elected Executive Committee Members), at any time summon a Executive Committee meeting upon not less than six (6) clear working days' notice being given to the other Elected Executive Committee Members of the matters to be discussed. Such a meeting shall be held within fourteen (14) working days of receipt of the request to hold it.

14.4 It shall not be necessary to give notice of an Executive Committee meeting to any Elected Executive Committee Member for the time being absent from the United Kingdom.

14.5 Any Elected Executive Committee Member or Member of a Committee of the Executive Committee may participate in a meeting of the Elected Executive Committee Member or such Committee by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.

14.6 Half (rounded down) +1 (one) of the Elected Members of the Executive Committee, who must normally include the Chairman or Vice-Chairman, and the Chief Executive Officer or other Paid Officer, shall form a quorum. Except that:

- i. should both the Chairman and the Vice-Chairman be absent, and provided that at least half (rounded down) + 1 (one) Elected Executive Committee Members are present, an acting Chairman will be elected from the Elected Executive Committee Members present to conduct the meeting, and

ii. should no Paid Officer be present for exceptional reasons, or because of a “declared interest”, the meeting may proceed if half (rounded down) the Elected Executive Committee Members + 1 (one) are present.

14.7 The Executive Committee may act notwithstanding any vacancy in its body but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the quorum the Executive Committee may act for the purpose of increasing the number of Elected Executive Committee Members to that number, or of summoning a general meeting of NFOP, but for no other purpose.

14.8 If at any meeting neither the Chairman nor the Vice-Chairman is present within ten (10) minutes after the time appointed for holding the same, or if there is no Chairman or Vice-Chairman, the Elected Executive Committee Members present shall choose one of their number to chair the meeting.

14.9 The Executive Committee may delegate any of its powers to Committees consisting of such of its number as it thinks fit; any Committee so formed shall conform to any regulations that may be imposed on it by the Executive Committee and in particular (but without limitation) no such Committee shall have authority to incur expenditure save in accordance with a budget previously agreed with the Executive Committee.

14.10 The Chairman, Vice-Chairman, and the Chief Executive Officer shall be Members of every Committee appointed by the Executive Committee, save for the Appeals Committee, Conference Supervisory Committee and Audit and Risk Committee.

14.11 The Members of each Committee (with the exception of any Committee set up under Regulations 15.2, 15.3 and 15.4) may, with the approval of the Executive Committee, appoint such persons, not being Members of the Executive Committee, as they think fit to be Members of that Committee.

14.12 A majority of the Members of any Committee at any one time shall be Elected Executive Committee Members, with the exception of any Committee set up under Regulations 15.2, 15.3 and 15.4.

14.13 The Elected Executive Committee Members appointed to a Committee shall nominate the Chairman for their Committee, subject to the approval of the Executive Committee; if no such Chairman is elected, or, if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the same, the Committee Members present may choose one of their number to chair the meeting.

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

14.15 All acts and proceedings of Committees shall be reported to the Executive Committee fully and promptly and, where appropriate, decisions of the Committees shall be confirmed by the Executive Committee as soon as possible.

14.16 All acts done by any meeting of the Executive Committee or of a Committee, or by any person acting as a Member of the Executive Committee, shall, notwithstanding that it

be afterwards discovered that there was some defect in the appointment of any such Executive Committee Member or person acting as an Executive Committee Member, 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 an Executive Committee Member.

14.17 A Resolution in writing, signed by all the Elected Executive Committee Members entitled to receive notice of an Executive Committee meeting shall be as valid and effectual as if it had been passed at an Executive Committee meeting duly called and held and may consist of several documents in like form each signed by one or more Elected Executive Committee Members.

14.18 All Members of the Executive Committee shall be entitled to be interested in and benefit from all or any of the contracts of insurance and no Member of the Executive Committee shall be prevented from acting in that capacity merely by reason of that interest.

14.19 From time to time, the Executive Committee may invite such persons to attend such Executive Committee meetings and/or Committee meetings as it thinks fit, in order to provide such advice, guidance or other assistance as may be considered necessary to aid the Executive Committee in reaching its decisions in the best interests of NFOP, provided that no person other than the Elected Executive Committee Members shall be entitled to vote upon the business to be decided by the Executive Committee.

15. Secretary

15.1 Subject to section 283 of the Act, the Secretary of NFOP shall be the Chief Executive Officer. Any Secretary so appointed by the Executive Committee may be removed by it.

16. The Seal

16.1 The Executive Committee shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Executive Committee or of a Committee authorised by the Executive Committee on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a Chairman or Vice-Chairman and shall be countersigned by the Chief Executive Officer or by some other person appointed by the Executive Committee for the purpose.

17. Accounts

17.1 The Executive Committee shall comply with the requirements of the Act and if registered as a Charity, of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

- a) annual reports;
- b) annual returns; and
- c) annual statements of account.

17.2 The Executive Committee shall keep proper records of:

- a) all proceedings at general meetings;
- b) all proceedings at meetings of the Executive Committee;
- c) all reports of Committees; and
- d) all professional advice obtained.

17.3 Accounting records relating to NFOP shall be made available for inspection by any Elected Executive Committee Member at any reasonable time during normal office hours and may be made available for inspection by Members of NFOP who are not Elected Executive Committee Members if the Executive Committee so decides.

17.4 The Executive Committee shall supply a copy of NFOP's latest available statement of account to any Elected Executive Committee Member or Member of NFOP on request, and within two (2) months of the request to any other person who makes a written request and pays NFOP's reasonable costs of complying with the request.

18. Audit

18.1 Auditors shall be appointed, and their duties regulated in accordance with the Act and if registered as a Charity, the Charities Act.

19. Notices

19.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the directors) shall be in writing, publication in the NFOP magazine or in accordance with section 308 of the Companies Act 2006.

19.2 NFOP may give notice to any Elected Executive Committee Member or Member or Branch/Group Delegate either:

- a) personally, or by sending it by post in a prepaid envelope addressed to the Member at his registered address or
- b) by publication in the NFOP Magazine or
- c) by leaving it at that address or in accordance with section 308 of the Companies Act 2006.

A Member or Branch/Group Delegate whose registered address is not within the United Kingdom but who has provided an address at which notices may be given to him within the United Kingdom shall be entitled to have notices given to him at that address, but otherwise no such Member or Branch/Group Delegate shall be entitled to receive any notice from NFOP.

19.3 An Elected Executive Committee Member or Branch/Group Delegate present at any meeting of NFOP either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

19.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight (48) hours after the envelope containing it was posted, or in the case of a notice contained in an Electronic Communication, at the expiration of forty-eight (48) hours after it was sent.

19.5 Notice of every General Meeting shall be given in any manner authorised by these Articles to:

- a) every Branch/Group Delegate except those Branch/Group Delegates who (having no registered address within the United Kingdom) have not supplied to NFOP an address within the United Kingdom for the giving of notices to them;

- b) the auditor for the time being of NFOP;
- c) each Elected Executive Committee Member.

19.6 No person other than those specified in Article 19.5 above shall be entitled to receive notices of General Meetings.

20. Dissolution

20.1 Clause 11 of the Memorandum relating to the winding-up and dissolution of NFOP shall have effect as if its provisions were repeated in these Articles.

21. Regulations

21. Regulations

21.1 The Executive Committee may from time to time make such Regulations as it may deem necessary or convenient for the proper conduct and management of NFOP and for the purpose of prescribing classes and conditions of Membership of either NFOP or any group established to support NFOP, and in particular but without prejudice to the generality of the above, it may by such Regulations regulate:-

- a) the creation of Branches/Groups on a geographical basis or on the basis of an associated organisation or former employer;
- b) the management of Branches/Groups, where the activities of Branches/Groups shall be managed by Branch/Group Committees operating by Branch/Group rules;
- c) the management of Social Groups, where the primary activities are to provide social events and meetings for members;
- d) the creation of Regions on a basis to be determined by the Executive Committee;
- e) the management of the Regions;
- f) the admission and classification of Membership of NFOP, the rights and privileges of the Members, the conditions of Membership and the terms on which Members may resign or have their Membership terminated;
- g) the conduct of Members in relation to one another and to NFOP employees;
- h) the setting aside of the whole or any part or parts of NFOP premises at any particular time or times or for any particular purpose or purposes; and
- i) the procedure at General Meetings and meetings of the Executive Committee and Committees in so far as such procedure is not regulated by these Articles.

21.2 NFOP in General Meeting shall have power by Ordinary Resolution to alter or repeal the Regulations and to make additions to them, and the Executive Committee shall adopt such means as it deems sufficient to bring to the notice of Members of NFOP all such Regulations which, so long as they shall be in force, shall be binding on all Members of NFOP provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles.

22. Indemnity

22.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Member of the Executive Committee or Auditor of NFOP shall be indemnified out of the assets of NFOP against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of NFOP.

23. Headings

23.1 The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

24. Alterations

24.1 Subject to Articles 24.2 below, alterations to the Memorandum and the Articles shall be made by special resolution, of which at least twenty eight (28) days' notice has been given and which is passed by a majority of not less than seventy five percent (75%) of the votes cast by Elected Executive Committee Members and Branch/Group Delegates as are attending in person or by proxy (if voting by proxy is allowed) at a General Meeting and as are entitled to vote.

24.2 No alterations shall be made to the Memorandum, or any provision of the Articles which directs or restricts the manner in which NFOP property may be used or applied, without the prior written consent of the Charity Commission, if NFOP is a Registered Charity.

NAMES OF SUBSCRIBERS

Mrs J V M

Mr P Hands

Mr S Turner

Mrs C E Keith

Mr V Jeffries

Miss S Kassamally

Mrs D J Lee

Mr J Nelson

The Regulations

of

THE NATIONAL FEDERATION OF OCCUPATIONAL PENSIONERS

(A company limited by guarantee)

Effective 1st January 2010

Made 27th April 2009 by the Executive Committee in accordance with Article 21 of NFOP's Articles of Association

Registered Office: Unit 6, Imperial Court, Laporte Way, Luton, LU4 8FE

Company registered in England Number 06996004

Regulations

Made in accordance with Article 21 of the Articles of Association of The National Federation of Occupational Pensioners (NFOP)

1. Interpretation

1.1 In these Regulations, unless there be something in the subject or content inconsistent therewith: -

1.2 all words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and vice versa.

1.3 'the Act' means the Companies Act 2006 and any statutory modification or reenactment thereof for the time being in force;

1.4 'Affiliated Pensioner Associations' are established pensioner associations linked to a specific scheme or employer whose aims and objectives are consistent with the objects of NFOP

1.5 'the Articles' means the Articles of Association of NFOP;

1.6 'Branch/Group' means a Branch/Group of NFOP created in accordance with these Regulations. Branches / Groups are autonomous individual associations within the Memorandum and Articles of Association and Regulations of the NFOP; a Social Group of NFOP will be considered as a Group in the context of these Articles except where otherwise stated.

1.7 'Branch/Group Delegate', means a Member and Member of a Branch/Group appointed by that Branch/Group to represent the Branch/Group at General Meetings and the Annual Conference;

1.8 'Branch Rebate' means the amount, paid to and to which Branches/Groups are entitled due to their autonomy and paid from the subscriptions as determined by Ordinary Resolution at a General Meeting of NFOP;

1.9 'Chairman' means the Chairman of the Executive Committee appointed under Article 9.8 of the Articles or any person chairing a meeting in the absence of the Chairman in accordance with Articles 6.3 or 14.8;

1.10 'Director' means an Elected Executive Committee Member;

1.11 'Elected Executive Committee Member', means a Member of the Executive Committee appointed under Article 9.4;

1.12 'Executive Committee' means the Board of Directors of NFOP;

1.13 'Ex-Officio Member of the Executive Committee', means any Paid Officer as determined by the Executive Committee;

1.14 'Friend of NFOP' is a person who is invited to participate in the social activities of NFOP as defined in Regulation 4;

1.15 'General Meeting', means Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) of NFOP;

- 1.16 'Member' is as defined in clause 4 of the Memorandum;
- 1.17 'Member of NFOP' means any eligible person, as detailed in Regulation 2 of these Regulations below, as defined in clause 4 of the Memorandum, by paying a subscription to NFOP;
- 1.18 'Member of a Branch/Group' means a Member who lives within the area of a Branch/Group or who, although not living within this area, elects to be a Member of the Branch/Group;
- 1.19 'Memorandum' means the Memorandum of Association of NFOP;
- 1.20 'NFOP' means The National Federation of Occupational Pensioners a Company Limited by Guarantee;
- 1.21 'Ordinary Resolution' means a Resolution passed by a simple majority;
- 1.22 'Region', means a Branch/Group or group of Branches/Groups created by the Executive Committee in England, or the countries of Scotland, Wales and Northern Ireland or other such criteria as determined by the Executive Committee from time to time and managed by a Regional Committee of Members appointed by Branches/Groups in the Region;
- 1.23 'Special Resolution' means a Resolution passed by a majority of at least seventy five percent (75%) (sections 281 to 283 of the Companies Act 2006);
- 1.24 'subscription' means money paid to the funds of NFOP by a Member of NFOP or Friend;
- 1.25 'Unincorporated association' means the unincorporated body known as UNITE, the National Federation of Royal Mail and BT Pensioners.

In the event of any inconsistency between these Regulations and the Memorandum and Articles, the terms of the Memorandum and Articles shall prevail.

2. Members of NFOP

2.1 Members of NFOP are persons who are eligible as set out in clause 4 of the Memorandum and have paid a subscription to NFOP.

2.2 Save as provided for in Regulation 4 Members of NFOP as defined in Regulation 2.1 above shall pay such subscriptions to NFOP, as shall from time to time be determined by ordinary resolution at a General Meeting of NFOP, by any of the following methods:

- by payment for life Membership
- by deduction from pay or pension
- by Direct Debit
- by any other payment method approved by the Executive Committee

2.3 The subscription rates, Branch Rebate and method of payment shall from time to time be determined by Ordinary Resolution at a General Meeting of NFOP.

2.3 (a) The Executive Committee may introduce new enhanced memberships, at subscription levels higher than the ordinary membership subscription, provided that existing members are eligible to apply for the enhanced membership.

2.3(b) The Executive Committee may discount membership subscriptions for groups, organisations, companies and pension schemes wishing to join individuals to NFOP in the following ways:-

- by deduction of an amount not exceeding the Branch Rebate that would, but for this Regulation 2.3(b), be payable in relation to that subscription and provided that where a subscription is discounted in this way, the amount payable by way of

Branch Rebate in respect of that subscription shall be reduced by the amount of the discount.

- by a percentage agreed by the Executive Committee for the first year's subscription or (where multiple year's subscriptions are to be paid in advance prior to the start of membership) for the whole period being so paid.

2.3(c) The Executive Committee may introduce a group membership fee for organisations, allowing access to information and articles provided by the NFOP to members of that organisation and may also offer a discounted first year's membership subscription for any individual member of such organisation wishing to join the NFOP.

2.4 Any increase in the amount of Branch Rebate may only be agreed where there is an increase in subscriptions equal to or greater than the proposed increase in Branch Rebate.

2.5 The procedures for the registration of Members of NFOP and the collection of subscriptions shall be determined from time to time by the Executive Committee.

2.6 The Executive Committee shall have the right for good and sufficient reason to terminate the Membership of any Member of NFOP provided that the Member of NFOP concerned shall have the right to be heard by the Executive Committee before it makes its decision in the matter. The member will have the right to appeal to the Appeals Committee set up under Regulation 15.2 whose decision is final and binding on all parties.

2.7 Branch/Group Affiliate Members as defined in Memorandum Clause 4.8.

2.7.1 The member will choose their primary Branch/Group to which any rebate will be allocated.

2.7.2 Affiliate membership will apply to the second or subsequent Branch/Group to which a member wishes to belong. The second or subsequent Branch/Group will not receive any rebate in respect of this membership.

2.7.3 The Affiliate Member fee payable will be the same fee the Branch/Group charges for Friends of NFOP as detailed in Regulation 4.3.

3. Mergers

In the event that:

3.1. an association of occupational pensioners with a membership greater than 25 percent (25%) of the current membership of NFOP requests to merge with NFOP the Executive Committee shall present a detailed proposal including all necessary due diligence, to a General Meeting of NFOP for agreement by an Ordinary Resolution.

3.2. an offer is made by another organisation to take over NFOP the Executive Committee shall present a detailed proposal including all necessary due diligence, to a General Meeting of NFOP for agreement by a Special Resolution.

3.3 an association of occupational pensioners, with a membership of less than 25 percent (25%) of the current membership of NFOP, wish to merge the Executive Committee is empowered to negotiate and agree such a merger. The Executive Committee is authorised to negotiate a reduced subscription fee for a period of no more than three years from the date of the merger.

4. Friends of NFOP

4.1 Friends of NFOP are as defined in clause 4.7 of the Memorandum.

4.2 A Friend may be co-opted or elected to a Committee if desired but shall have no vote at any NFOP meeting.

4.3 A Friend of NFOP shall pay a subscription which shall be not less than two times (2x) the amount of Branch Rebate payable, as set out in Regulations 2.3 above, to the Branch/Group.

4.4 A Branch/Group shall have the absolute right for good and sufficient reasons to revoke a Friend's invitation and to exclude that person from participation in NFOP activities.

5. Branches/Groups of NFOP

5.1 Branches/Groups and Social Groups of NFOP may be created by the Executive Committee on a geographical basis or on the basis of an associated organisation or former employer

5.2 The activities of the Branch/Group shall be managed by a Branch/Group Committee, normally consisting of a Chairman, Secretary, a Treasurer and such other Members as the Branch/Group shall from time to time determine, but shall always have a majority of Members.

5.3 Only Members of NFOP as defined under Regulation 2 may take office in Branch/Group Committees and vote at such meetings except that Friends as defined under Regulation 4.1 may take office in a Committee. A Member is ineligible to take office or continue in office if the Member:

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- b) becomes prohibited from being:
 - i. a Director of a company by reason of any order made under section 1 of the Company Directors Disqualification Act 1986; or
 - ii. a Company trustee by reason of any order made under section 72 of the Charities Act;
- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- d) resigns membership of NFOP;
- e) fails to agree to the request by the Branch/Group or Executive Committee for a Criminal Records Bureau check to be undertaken in respect of them.

5.4 Each Branch/Group shall enjoy autonomy but shall be managed in accordance with this Regulation and any guidance issued from time to time by or on behalf of the Executive Committee and shall carry out its activities in accordance with the Memorandum, Articles and these Regulations. A Branch/Group may adopt a constitution to establish how its activities are managed and this constitution should follow the model set out in the Branch Guide. Any modification of this model that is in any way contrary to the Memorandum, Articles or these Regulations shall be invalid.

5.5 Social Groups activities will be to hold social events and meetings for members; the Group will

- a) appoint a point of contact with which Headquarters can communicate;

- b) hold at least one meeting per year which will be a Branch AGM. At this meeting, a member will be nominated to Chair the meeting;
- c) be eligible to send up to two delegates to the AGM/Conference with accommodation provided by Headquarters. Delegate nomination forms should be signed by the person nominated to act as the point of contact with Headquarters **and** the nominated Chair of the meeting;
- d) be eligible to participate in ballots for the Executive Committees and other Committees but not eligible to nominate a member of the Group for election to the Executive Committee and other Committees;
- e) not receive a rebate payment;
- f) not maintain a bank account;
- g) have the costs of the meeting room and refreshments provided by the venue met by Headquarters

5.6 A Region created by the Executive Committee shall be comprised of Members from the Branches/Groups within the Region. A Regional Committee shall meet at least twice per year to discuss issues affecting the Branches/Groups in the Region and those other issues as determined by the Executive Committee.

5.7 A Region shall be managed by a Regional Business Committee appointed by the Members of the Regional Committee from the Branches/Groups in the Region as set out in Regulation 5.5 above. The Regional Business Committee shall be financed from central funds.

5.8 A Regional Organiser shall be appointed on terms of employment determined by the Executive Committee to each Region created by the Executive Committee and shall be managed by the Chief Executive Officer.

5.9 Branch Officers are Members of NFOP appointed to offices in a Branch/Group, whatever titles are given to those offices.

5.10 Branch/Group Committees and Branch Officers shall at all times act in the execution of their offices to further the aims and objects of NFOP and in accordance with the Memorandum, Articles, these Regulations and Branch/Group Regulations.

5.11 Branches/Groups and Regional Committees shall hold Annual General Meetings.

5.12 In the event of a Branch/Group closing the Members attending the closure meeting shall choose one of the following options for the remaining Branch/Group funds after the reallocation of funds for members transferring to other Branches/Groups:

- (i) To donate the funds to NFOP
- (ii) To donate the funds to The National Federation of Occupational Pensioners Welfare Fund.
- (iii) To donate the funds to NFOP and NFOP Welfare Fund, in a proportion agreed at the meeting.

Following closure, all the Branch/Group funds remaining after all outstanding liabilities have been met will be sent to Headquarters by cheque payable to NFOP The funds held on account for 3 months at the end of which time a proportion of funds equal to the number of members wishing to transfer to another Branch(es)/Group(s), calculated on the number of existing Branch/Group members at the date of closure, will be paid to the

Branch(es)/Group(s) to which the Members choose to be transferred and the remaining funds distributed according to the agreement at the closure meeting.

5.13 The options or combination of options in Regulation 5.11 above shall only be authorised by a majority vote the Members present at a properly constituted meeting of the closing Branch/Group in accordance with the provisions of Branch Rules.

5.14 In the event of a Branch/Group closing, each Member will be transferred to the General Branch and be invited in writing to indicate the Branch/Group to which they wish to transfer. Headquarters will consult with the receiving Branch/Group if a preference is stated. If the receiving Branch/Group objects to any transferee, it must give the reason for refusal to the Member in writing. If any Member feels he has been treated unfairly, he may appeal in writing to the Chief Executive Officer for consideration by the Executive Committee (excluding those Members on the Appeals Committee) and, failing satisfaction, to the Appeals Committee set up under Regulation 15.2, whose decision is final and binding on both parties.

6. Affiliated Pensioner Associations

6.1 Affiliated Pensioner Associations may apply to join the NFOP subject to the approval of the Executive Committee.

6.2 The Executive Committee shall agree annually the fee for Affiliated Pensioner Associations

6.3 The Executive Committee may arrange meetings of Affiliated Pensioner Associations either independently or in conjunction with existing groups.

6.4 Members of Affiliated Pensioner Associations shall not receive membership rights, but may be offered discounted membership rates to join NFOP.

6.5 Affiliated Pensioner Associations may apply to become an autonomous NFOP Group when 25 or more of its members have become members of NFOP.

6.6 The Executive Committee may approve the merger of groups of Affiliated Pensioner Associations with NFOP.

7. Suspension of Officers and Members of Branch/Group Committees

7.1 If it deems it necessary in the interests of NFOP the Executive Committee (excluding those appointed to the Appeals Committee) shall be empowered to suspend, for such period as it shall determine, any Branch Officer and any person appointed by, or elected to, a Branch/Group Committee in any capacity whatsoever, or a person appointed to a Regional Committee or Regional Business Committee, provided that a person so suspended shall have the right and opportunity to be heard by the Appeals Committee set up under Regulation 14.2, whose decision is final and binding on all parties.

8. Branch/Group Delegates to General Meetings

8.1 Each Branch/Group shall appoint annually by resolution at a General Meeting of the Branch/Groups, any one or more of its Members of NFOP as the Branch/Group Delegate to represent the Branch/Group at General Meetings and the Annual Conference of NFOP, as set out in Regulation 8.5 below. The Branch/Group may revoke an appointment at any time and appoint another of its Members of NFOP as its Branch/Group Delegate. The appointment shall be in a form prescribed by the Executive Committee and signed by the Branch/Group Delegate and any two (2) Branch officers, and submitted to the Chief

Executive Officer by a date set by the Executive Committee and advised in the AGM/Conference Circulars.

8.2 A Branch/Group Delegate cannot also be an Elected Executive Committee Member.

8.3 A Branch/Group Delegate who is unable to attend a General Meeting, as defined in Articles 4.1 and 4.2 of the Articles, may appoint a proxy in accordance with Articles 7.2 to 7.6 of the Articles in the form prescribed by Article 7.4 to be received by the Chief Executive Officer not less than five (5) working days before that meeting.

8.4 A Branch/Group Delegate may retire at any time by giving notice to the Chief Executive Officer, who will notify the Branch Secretary. A Branch/Group Delegate shall also cease to be a Branch/Group Delegate upon ceasing to be a Member of NFOP

8.5 The number of Branch/Group Delegates a Branch/Group can appoint shall be determined as follows:

Two (2) Branch/Group Delegates for the first four hundred (400) or part thereof Members of NFOP who are Members of the Branch/Group and a further one (1) Branch/Group Delegate for each further two hundred (200) or part thereof Members of NFOP who are Members of the Branch/Group up to a maximum of ten (10) Branch/Group Delegates, based on Membership at the end of the previous financial year.

9. The staff of NFOP

9.1 Any Paid Officer as defined in the Articles of Association shall be appointed by the Executive Committee on merit following fair and open competition.

9.2 The Chief Executive Officer shall be responsible for the administration and management of NFOP and its affairs and Headquarters under the authority and direction of the Executive Committee and shall ensure that NFOP meets all statutory requirements.

9.3 The Chief Executive Officer shall be responsible for editorship of NFOP's magazine.

9.4 The Headquarters of NFOP comprises staff members under the direction of the Chief Executive Officer. No employee of NFOP may be an Elected Executive Committee Member. No employee (unless deemed to be an employee by virtue of office) may be a member of the Federation except for the following:

- Existing members who subsequently become employees,
- Regional Organisers,
- Branch Secretaries,
- Welfare Committee members or
- Employees whose roles are deemed to require membership of the Federation by the Executive Committee.

9.5 The offices of NFOP shall be at such a place as the Executive Committee may from time to time determine.

9.6 Paid Officers may not be Members of NFOP as defined in paragraph 4 of the Memorandum.

10. Election of Executive Committee Members

10.1 Each Branch/Group may nominate in writing, on a form to be determined by the Executive Committee, to be received at the registered office of NFOP by 31st January prior to the Annual General Meeting, a Member of NFOP who is a Member of the Branch/Group to stand for election to the Executive Committee.

10.2 As provided in Article 9 of the Articles, eight (8) Members of the Executive Committee, or such number as determined by Members in General meeting of NFOP, shall be elected by a ballot of Branches/Groups on a ballot paper provided by NFOP. The ballot papers to be returned to the registered office of the NFOP by the 31st March. Ballot papers received after that date will be considered void. A list of successful candidates shall be submitted to the AGM of NFOP for confirmation of appointment as Elected Executive Committee Members.

10.3 Should there be an equal number or fewer nominees than the number to be elected under Article 9, then these nominees shall be elected unopposed and a list sent to the AGM for confirmation of appointment as Elected Executive Committee Member.

10.4 If there are more nominees than the number a ballot paper shall contain a list of all the names and the eight (8) (or required number under Regulation 10.2) receiving the greatest number of votes shall be submitted to the AGM of NFOP for confirmation of appointment as Elected Executive Committee Members.

10.5 Each Branch/Group present shall be entitled to vote for up to eight (8) (or the required number under Regulation 10.2) nominees.

10.6 Each Branch/Group present shall be entitled to cast one vote for each one hundred (100) Members or part thereof as based on the Membership of the Branch/Group at the end of the previous financial year.

10.7 In the event of an equality of votes leading to more than 8 (or the required number under Regulation 10.2) of successful nominees, a second ballot shall be held amongst those receiving the least number of votes.

10.8 Following a ballot a list of successful candidates will be sent to the AGM of NFOP for confirmation of appointment as Elected Executive Committee Members.

11. Elected Executive Committee Members' Declaration

11.1 Upon appointment, whether on a first or subsequent entry into office, every Elected Executive Committee Member must complete and sign concurrently the relevant form to enable the Chief Executive Officer to complete the directorship details at Companies House; a declaration of willingness and eligibility to act as an Elected Executive Committee Member of NFOP; the Elected Executive Committee Member's Code of Conduct; Disciplinary procedure and any other procedure applying to the Elected Executive Committee Members as determined by the Act or the Executive Committee. Failure to sign and comply with the terms set out in these documents will constitute good and sufficient reason for termination of Membership under Article 10.3 without recourse of appeal.

12. General Meetings

12.1 Nothing in these Regulations governing the conduct of business at General Meetings shall affect the rights of Members under the Act.

12.2 The Annual General Meeting of NFOP will be held before 31st May.

12.3 Resolutions

12.3.1 Written notice of a Resolution, approved by the Executive Committee or the Branch/Group of which the Member is a Branch/Group Delegate, for the Annual General Meeting, on a form determined by the Executive Committee, setting out the terms of the Resolution must be received by the Chief Executive Officer at the registered office of NFOP no later than 31st January.

12.3.2 Where an amendment or addition to the Memorandum, Articles or Regulations is proposed a resolution to a General Meeting has to be submitted in accordance with Regulation 12.3.1. The Resolution setting out the proposed amendment or addition must include:

- a) the changes required to each element of the Memorandum, Articles and Regulations
- b) identify the clause(s) to be amended or where an addition is to be added
- c) detail each of the amendments/additions

A resolution that fails to amend all the related section of the Memorandum, Articles and Regulations or omits any of the elements a-c above will be ruled out of order.

12.3.3 A Resolution will be ruled out of order if it:

- a) is a matter that should be the subject of a Motion to Conference
- b) is outside the objects of NFOP and fails to change the objects
- c) is not clear in intent
- d) is negative in character

12.3.4 Written notice of an amendment to a Resolution, setting out the terms, must be received by the Chief Executive Officer at the registered Office of NFOP no later than March 15th.

12.3.5 Amendments to any Resolution may be in writing, on a form provided by Headquarters, or taken from the floor at any General Meeting which are corrective in nature but shall be ruled out of order (as otherwise failing to give requisite notice of the Resolution as amended to Members) if any such amendment either varies the intent of the original Resolution or adds additional subject thereto.

12.4 Order of business

The business of a General Meeting will be dealt with in accordance with the agenda and timetable included in the notice issued by the Executive Committee.

12.5 Procedure for debate

12.5.1 The time allocated to debate each Resolution shall be at the discretion of the Chairman of the Executive Committee. Resolutions not moved when called and Resolutions which cannot be debated because of lack of time will fall. Voting will be as provided in Articles 6 and 7 of the Articles and Regulation 12.5.6 of these Regulations below.

12.5.2 The Executive Committee may submit an Emergency Resolution for an AGM, which shall deal only with urgent business which has arisen since the final date of submission of

Resolutions as provided in Regulation 12.3 above. Such Resolutions must be received by the Chief Executive Officer in time for fourteen (14) days notice, in the case of an Ordinary Resolution, and twenty one (21) days notice, in the case of a Special Resolution, to be given to Branch/Group Delegates.

12.5.3 The following provisions shall apply to speeches in debate:

- For the benefit of the record and for those present, each speaker shall announce their name and the Branch/Group they represent. Executive Committee Members shall also identify themselves before speaking.
- Speakers must confine themselves to the proposition under discussion.
- Speeches moving Resolutions shall be limited to five (5) minutes and other speeches to three (3) minutes, although these times may be extended at the discretion of the Chairman.
- Only the mover of a Resolution shall have the right of reply to the debate on that Resolution and no other Member shall be entitled to speak twice on any Resolution.

12.5.4 A Resolution submitted by the Executive Committee may be withdrawn by the Executive Committee.

12.5.5 A Resolution may be withdrawn by the submitting Branch/Group or their Proxy.

12.5.6 Voting cards will be issued at the commencement of a General Meeting. Voting shall be by a show of voting cards, the Chairman having discretion to call on Tellers, unless a poll is demanded in accordance with Article 6 of the Articles.

12.5.7 Only Members of the Executive Committee and Branch/Group Delegates can speak to Resolutions at a General Meeting.

13. Annual Conference

13.1 The Annual Conference of NFOP shall consist of the Executive Committee and Branch/Group Delegates. It serves as a forum for the debate of Motions and the discussion of matters of interest or concern.

13.2 Motions

13.2.1 The Executive Committee or any Branch/Group may submit a Motion for debate or provide a statement of a matter of interest or concern that they wish to have discussed. Written notice of a Motion or matter for discussion on a form determined by the Executive Committee, setting out its terms, must be received by the Chief Executive Officer at the registered office of the NFOP no later than January 31st.

13.2.2 A Motion will be ruled out of order if it:

- a) has the effect of changing, amending or adding to the Memorandum, Articles and Regulations
- b) has the effect of amending a Resolution
- c) is a re-affirmation of NFOP policy or objectives
- d) is outside the objects of NFOP
- e) is not clear in intent
- f) deals with more than one subject
- g) is negative in character
- h) fails to give direction

13.2.3 Written notice of an amendment to a Motion, setting out the terms, must be received by the Chief Executive Officer at the registered office of NFOP no later than March 15th. The amendment must include:-

- a) the original wording of the Motion being amended
- b) the change to be made
- c) the revised Motion if the amendment is passed

13.2.4 An amendment to a Motion will be ruled out of order if it:

- a) would be ruled out of order if it were a Motion as detailed in 13.2.2 a-h above
- b) would change the Motion so that it be ruled out of order as detailed in 13.2.2 a-h above
- c) materially changes the content or intent of the original Motion

13.2.5 An Emergency Motion for a Conference, which must be in writing and submitted on a form determined by the Executive Committee, shall deal only with urgent business which has arisen since the final date of submission of Motions as provided in Regulation 13.2.1 above.

13.2.6 The Chairman has discretion to rule that a Motion or matter for discussion shall not be set down for debate because its subject lies beyond the scope of the objects and powers of NFOP or is consistent with existing policy or can be dealt with by correspondence.

13.2.7 All motions carried by Annual Conference will be considered by the Executive Committee and actions reported to the members and Branches/Groups.

13.2.8 The Executive Committee shall give full account of its actions on Motions carried at Annual Conference in the Annual Report.

13.3 Order of business

13.3.1 The business of the Conference will be dealt with in accordance with the agenda and timetable included in the notice issued by the Executive Committee.

13.4 Procedure for debate

13.4.1 The procedure for debate at the Conference shall be the same as the procedure for debate at an Annual General Meeting as set out in Regulation 12.5 with the following modifications:

- References in Regulation 12.5 to Resolutions shall be read as references to Motions or matters for discussion.
- The Chairman has discretion to vary the procedure if circumstances require and may rule at any time that certain Motions or matters for discussion shall not be debated because of insufficient time.

13.5 Motions not moved or seconded will fall.

13.6 A Motion submitted by the Executive Committee may be withdrawn by the Executive Committee.

13.7 A Motion may be withdrawn by the submitting Branch/Group or their Proxy.

13.8 All Motions not taken due to lack of time shall stand Remitted to the Executive Committee.

13.9 Voting at Annual Conference (except for elections):

13.9.1 Votes may be given by Branch/Group Delegates either personally or by proxy under the proxy granted in accordance with Article 7.3, Article 7.4, Article 7.5 and Article 7.6.

13.9.2 Voting cards will be issued at the commencement of the Annual Conference. Voting shall be by a show of voting cards.

13.9.3 The Chairman shall have a casting vote.

13.10 Challenging a Chairman's Ruling

13.10.1 A Delegate who wishes to challenge a ruling shall be entitled to three minutes to move the Motion "that the Chairman leaves the chair" and the reasons for so doing.

13.10.2 The Chairman shall be entitled to three minutes to reply.

13.10.3 The Chief Executive Officer shall put the Motion to the vote, which shall be effective only if agreed by a two thirds majority of the Delegates.

14. Open Debates at Annual Conference/Annual General Meeting

14.1 The Executive Committee may give notice of an Open debate as part of the Annual Conference/Annual General Meeting.

14.2 Only members of the Executive Committee and Branch/Group Delegates are allowed to speak during the debate.

14.3 The restrictions on speeches detailed in Regulation 12.5.3 will not apply.

15. Committees

15.1 In addition to the Executive Committees and its sub-committees there shall be three further Committees; an Appeals Committee, an Audit and Risk Committee and a Conference Supervisory Committee. The Terms of Reference for the Committees will be determined by the Executive Committee. The Committees will include Members appointed by ballot, by the same process used for Elected Executive Committee Members. Members of the Executive Committee and Officers may serve on these Committees where the Regulation specifies notwithstanding Article 14.10.

15.2 The Appeals Committee shall be comprised of three (3) elected Members and two (2) Members appointed by the Executive Committee. The Appeals Committee shall deal with grievances raised under Memorandum 4.4, Article 3.3 and Regulations 2.6, 5.13 and 7.1.

15.3 The Audit and Risk Committee, shall be comprised of the Vice-Chairman and two(2) elected Members.

15.3 (a)One elected members post will be subject to election each year, each elected member will serve for a period of two years.

15.3(b) In the event of both elected member's posts being subject to election in the same year due to resignation, death or disciplinary action of a serving member; the member who receives the highest vote will serve for two years and the member receiving the next highest vote will serve for one year.

15.3 (c) In the event of there being no election, the longest serving member of the committee will serve for one year and the other for two years.

15.3 (d) In the event that an elected member stands down mid-term or there is no eligible candidate at the annual election, the Executive Committee will appoint a suitably qualified person from a professional firm to serve until the next annual Member election. Where there are no member nominees for the Audit & Risk Committee the Executive Committee will appoint a suitably qualified person from a professional firm to review the matters for review by the Committee and recommend any action.

Members may seek re-election at the end of their term of service.

15.4 A Conference Supervisory Committee (CSC) shall be comprised of an employee or Elected Executive Committee Member appointed by the Executive Committee and three (3) elected Members,

The Terms of Reference shall include:

- I. the examination of Resolutions, Motions and Amendments in accordance with Regulation 12.3 and Regulation 13.2,
- II. the oversight of counting of ballots other than that for the CSC which shall be counted by Headquarters staff, and
- III. any other matters relating to Annual Conference/AGM considered appropriate by the Executive Committee.

15.4(a) One elected members post will be subject to election each year, each elected member will serve for a period of three years.

15.4(b) In the event of more than one elected member's post being subject to election in the same year due to resignation, death or disciplinary action of a serving member; the member who receives the highest vote will serve for three years and the member receiving the next highest vote will fill the post that has become vacant for the remainder of the term for that post.

15.4(c) Where all three positions are subject to election the member with the highest vote will serve for three years, the member with the next highest vote will serve for two years and the member with the third highest vote will serve for one year.

15.4(d) In the event of there being no election the longest serving member of the committee will serve for one year, the next longest serving member of the committee will serve for two years and the other member of the committee will serve for three years.

15.4(e) In the event that a vacancy occurs between annual elections or that not all vacancies are filled the position will remain vacant until the next annual election and the Committee will operate with a reduced number of members.

15.4(f) In the event that there are no nominees or all positions have become vacant then the National Vice Chairman, the CEO and a suitably qualified person from a professional firm appointed by the Executive Committee will act as the Committee.

Members may seek re-election at the end of their term of service.

**THE COMPANIES ACTS 1985 and 1989 and 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION
Of THE NATIONAL FEDERATION OF OCCUPATIONAL PENSIONERS
Company Number 06996004
Date of Incorporation: 20/08/2009**