



**Company Limited by Guarantee Registered in England and Wales (Number 2806910)**

**Charity Registered Charity in England and Wales (Number 1112775)**

**Charity Registered in Scotland (Number SC039239)**

**Articles of Association**  
**of**  
**Workers' Educational Association**

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**Approved by the WEA National Conference in 2005 and amended by the Trustees acting as  
Company Members in 2005, 2006, 2007, 2008, 2009,  
2012, 2017, 2022 and 11 July 2024**

# The Companies Act 2006

## Company Limited by Guarantee without Share Capital

### Index to Articles of Association of Workers' Educational Association

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- 2.2 The Association believes that the individual and social outcomes of good educational processes cannot always be subject to quantitative measurements;
- 2.3 The Association believes that democratic voluntary participation in the design and delivery of educational programmes strengthens the effectiveness and enhances the quality of these programmes;
- 2.4 The Association shall oppose discrimination in matters of gender, sexual orientation, race, faith, age and disability, and shall operate within an equal opportunities policy framework for the delivery of its education, for its employment practices, and for the organisation of its voluntary membership. It shall be non-party in politics;
- 2.5 The Association is committed to promoting and developing international awareness and co-operation in the educational process as a means of advancing human rights, sustainable development and civil society.

### 3. **Powers**

To further its object the Association may:

- 3.1 Seek to stimulate the interest of the public in education;
- 3.2 Promote the aims and activities of the Association in England, Scotland and internationally both alone and in collaboration with other appropriate bodies;
- 3.3 Seek to ensure that the public and policy makers are well informed on educational matters, with particular regard to the development of wider opportunities in adult and general education, especially for socially and educationally disadvantaged people;
- 3.4 Promote the educational activities of those organisations established to serve the needs of the public;
- 3.5 Provide educational courses and activities and the teaching of skills both alone and in collaboration with other appropriate bodies;
- 3.6 Provide and assist in the provision of money grants, materials or other help;
- 3.7 Organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.8 Publish and disseminate in any medium books, pamphlets, reports, leaflets, journals, films, tapes and instruct

be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English and Scottish charity may properly undertake;

3.12 A

3.28 Pay out of the funds of the Association the costs of forming and registering the Association;

3.29 Provide indemnity insurance to cover the liability of the Trustees or any other officer of the Association which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or br-6.3 (e)214s oac.386 TD[9 (e )0.69 (on )0.6 (w)214.9 (o)0.6 (t)2 (h c Asilac1 m (us)-8.1 ((l)p.663 0 Td[r(i)-8.9 (l)d)214s)-8ed e io erraitau(l)no(e)-11. ex (r)-6.4 (us)-3 ( )0.6d -8 (h





9.1.2 the implementation of their decisions, or the day-to-day management of the Association's affairs, to any person or committee.

9.2 The Trustees may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

***Delegating to a committee***

9.3 When delegating to a committee, the Trustees must confirm:

9.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);

9.3.2 how the committee will report regularly to the Trustees; and

9.3.3 any other regulations relating to the functioning of the committee.

9.4 No committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

***Delegating investment management***

9.5 The Trustees may delegate the management of investments to a financial expert or experts provided that:

9.5.1 the investment policy is set down in writing for the Financial Expert or Financial Experts by the Trustees;

9.5.2 timely reports of all transactions are provided to the Trustees;

9.5.3 the performance of the investments is reviewed regularly with the Trustees;

9.5.4 the Trustees are entitled to cancel the delegation arrangement at any time;

9.5.5 the investment policy and the delegation arrangements are reviewed regularly;

9.5.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and

9.5.7 the Financial Expert or Td(t)-1.1 (he F)-5.4 (i)3.1 (n)-5r(1 (or)-6.3 (ma)9 ( E) (ep)-12.3 (or)-6.3 9 ( )0.5 e

10. **Chair and Deputy Chair**

The Trustees may appoint one of their number to be the Chair of the Trustees and another to be Deputy Chair for such terms of office as they think appropriate and may at any time remove them from those offices.

11. **Regulations**

The Trustees may make, repeal or alter Regulations as to the management of the Association, its meetings and its affairs, as to the duties of any officers or employees of the Association, as to the resolution of disputes, as to the conduct of business by the Trustees or any committee and as to all other matters within the powers or under the control of the Trustees provided that such Regulations shall not be inconsistent with the Companies Acts, the Charities Act 2011 or the Articles and provided that any Regulation or alteration or repeal of a Regulation concerning any of the following Reserved Matters shall not take effect until approved by, at the discretion of the Trustees, a simple majority resolution at a meeting of the WEA Council or at an Association Conference or by a Ballot of the Association Members. The Reserved Matters are Regulations affecting:

11.1 the admission of Association Members, the suspension and termination of their Association Membership and the establishment or alteration of their rights;

11.2 the convening and holding of Association Conferences; and

11.3 the appointment and retirement of any Trustees elected by the Association Members.

12. **The Trustees must take decisions collectively**

Any decision of the Trustees must be either:

12.1 a decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to the casting vote described in Article 14.5); or

12.2 a decision without a meeting taken in accordance with Article 15.

13. **Calling a Trustees' meeting**

13.1 The Chair or any two Trustees may call a Trustees' meeting or instruct the Secretary (if any) to do so.

13.2 A Trustees' meeting must be called by at least four Clear Days' notice unless all the Trustees agree otherwise, or urgent circumstances require shorter notice. The person scheduling the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.

13.3 Notice of Trustees' meetings must be given to each Trustee by such means as the Trustees decide. Such notice does not need to be in writing, but must specify:

13.3.1 the day and time of the meeting;

13.3.2 the place where all the Trustees may physically attend the meeting (if there is to be such a place);

- 13.3.3 the general nature of the business to be considered at the meeting; and
- 13.3.4 if it is anticipated that Trustees participating in the meeting will not be in the same physical place, how it is proposed that they should communicate with each other during the meeting.

#### 14. **Procedure for Trustees' meetings**

##### ***Quorum***

- 14.1 The Trustees cannot conduct any business at a Trustees' meeting unless a quorum is participating. However, if the total number of Trustees for the time being is less than the quorum required, the Trustees may still act to appoint further Trustees.
- 14.2 The quorum for a Trustees' meeting shall be a simple majority of those Trustees entitled to vote on the business of the meeting.

##### ***Virtual / hybrid meetings are acceptable***

- 14.3 Meetings do not need to take place in one physical place. Trustees participate in (and form part of the quorum in relation to) a Trustees' meeting, or part of a Trustees' meeting, when they can contemporaneously communicate with each other by any means. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

##### ***Chair and casting vote***

- 14.4 The Chair, if any, or in their absence the Deputy Chair, or in the absence of both, then another Trustee nominated by the Trustees present, shall preside as chair of each Trustees' meeting.
- 14.5 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

#### 15. **Decisions without a meeting**

- 15.1 A decision is taken in accordance with this Article 15 when the majority of the Trustees indicate by any means that they share a common view on a matter.
- 15.2 A decision which is made in accordance with this Article 15 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided:
  - 15.2.1 the Chair or Secretary (if any) or any other person authorised by the Trustees to put the proposed decision to the Trustees (the **Facilitator**) has taken reasonable steps to notify all Trustees of the proposed decision; and
  - 15.2.2 a majority of the Trustees have indicated to the Facilitator that they approve the proposed decision.
- 15.3 Following receipt of responses from a majority of the Trustees, the Facilitator must communicate to all of the Trustees (by any means) whether the decision has been formally approved by the Trustees in accordance with Article 15.2.

16. **Conflicts**

***Declaration of interests***

16.1 Unless Articles 16.2 or 16.3 apply, a Trustee must declare the nature and extent of:

16.1.1

- (e) reimbursement of expenses in accordance with Article 4.6; or
- 16.5.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;  
in which case they must comply with Article 16.6.
- 16.6 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 16.6, they must:
  - 16.6.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
  - 16.6.2 not be counted in the quorum for that part of the process; and
  - 16.6.3 withdraw during the vote and have no vote on the matter.

***Continuing duties to the Association***

- 16.7 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:
  - 16.7.1 the Trustee shall not be in breach of their duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by that Trustee; and
  - 16.7.2 the Trustee shall not be accountable to the Association for any benefit expressly permitted under these Articles which the Trustee or any person Connected with them derives from any matter or from any office, employment or position.

**17. Validity of Trustee actions**

All acts done by a person acting as a Trustee shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

**18. Composition of the board of Trustees**

- 18.1 There shall be at least four and not more than fifteen Trustees.
- 18.2 Unless otherwise decided by resolution of the Trustees, the board of Trustees when complete shall comprise:
  - 18.2.1 at least four Trustees elected in accordance with Regulations and thereafter appointed by the Trustees;
  - 18.2.2 at least four Trustees co-opted by the Trustees. Co-opted Trustees may serve for such periods as are specified in the resolutions appointing them, subject to Regulations; and
  - 18.2.3 up to two Funder Trustees who may be appointed by a funder of the Association should such appointment of the Funder Trustee(s) be a statutory or legal requirement.

19. **Appointment f**



24.



24.10.2



30. **WEA Scotland and English regional arrangements**

The Trustees may by Regulations establish

### ***Exceptions***

31.2 The following exceptions apply:

31.2.1 where the Companies Act 2006 requires it, the requirements in that Act for the Association to gain a person's consent (or deemed consent) must be complied with before method (c), (d)

34. **Minutes**

34.1 The Trustees must ensure minutes are made:

34.1.1 of all appointments of officers made by the Trustees;

34.1.2 of all resolutions of the Association and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

34.1.3 of all proceedings at meetings of the Association and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, purporting to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

35. **Records and accounts**

35.1 The Trustees shall comply with the requirements of the Companies Act 2006 (sections 378 to 386) in relation to the keeping of accounts and records. The Trustees shall also comply with the requirements of the Companies Act 2006 (sections 378 to 386) in relation to the keeping of accounts and records.



1.12

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|------|--------------------------|--|
| 1.22 | <b>Public Holiday</b>    | Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered; |
| 1.23 | <b>Remote Attendance</b> | remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 23.3;  |
| 1.24 | <b>Reserved Matters</b>  | the matters so defined in Article 11;  |
| 1.25 | <b>Scotland Board</b>    | the committee of the board of Trustees to which the Trustees have delegated the operation of WEA Scotland;   |
| 1.26 | <b>Trustee</b>           | a director of the Association, and includes any person occupying the position of director, by whatever name called;  |
| 1.27 | <b>WEA Council</b>       | the committee established in accordance with Article 28;   |
| 1.28 | <b>WEA Scotland</b>      | the Association in Scotland.   |
2. Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.
  3. Subject to paragraph 4 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
  4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.







**Arrangements for holding Meetings of the WEA Council**

3.7 Meetings of the WEA Council shall be held in accordance with the Articles and according to terms of reference to be agreed by the Board of Trustees from time to time.

**Expenses**

3.8 All members of the Council shall be entitled to reimbursement of any expenses incurred by them in the course of their duties as members of the Council.

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### ***Election of Association Officers***

- 4.9 The Standing Orders Committee shall be responsible for supervising the election of Association Officers in accordance with the Articles, and according to procedures as set out in the Standing Orders of Conference. Such elections shall take place over a minimum period of four weeks and conclude at least 28 days in advance of any Association Conference.

### ***Conference Procedures***

- 4.10 Association Conferences shall be chaired by the Association President, or by another Association Officer in the absence of the Association President.
- 4.11 Following each Association Conference or Extraordinary Association Conference, the Standing Orders Committee shall undertake a review of the proceedings and report their conclusions to the WEA Council. Following acceptance of the committee's report by WEA Council, all members of the Standing Orders Committee shall stand down.

### **Section (5)**

#### **Regulations for Local Advisory Panels, Local Associations, and Local Representative Bodies**

- 5.1 The Board of Trustees will maintain Local Advisory Panels across England and Scotland in such number and distribution as it deems necessary from time to time to ensure WEA achieves the full breadth of its charitable objective and aims and satisfies its statutory duties.
- 5.2 The Board of Trustees delegates the general oversight of Local Advisory Panels to the WEA Council. Local Advisory Panels shall operate in accordance with terms of reference as determined from time to time by the Board of Trustees and shall be accountable to WEA -1.1 (l)3.6 Tc 0.0-9 (i)-

### ***Local Representative Bodies***

- 5.8 Local Representative Bodies (e.g., “branches,” “local associations,” “networks”) are self-organising groups of learners and/or volunteers and/or Association Members who may unite around a common interest or set of interests. Those wishing to provide feedback, raise concerns, or otherwise ensure organised communication and engagement with a Local Advisory Panel may elect to seek recognition by a Local Advisory Panel.
- 5.9 Local Representative Bodies are not authorised to act in the name of or on behalf of WEA.
- 5.10 Local Representative Bodies seeking recognition by a Local Advisory Panel must present and maintain a statement of purpose and at least one named contact. Such statements and contacts shall be notified by the Local Advisory Panel to the WEA Council.
- 5.11 As Local Representative Bodies are not part of WEA’s formal governance structure, they may have but do not require formal structures, and may change, dissolve, or merge