

FAQs

1 **Why does the CPA need a set of Articles of Association?**

Currently CPA is an unincorporated association (and treated as a club or society) in relation to which its members have unlimited liability. Incorporation as a company limited by guarantee will limit each member's liability to £1.00 and will also create a legal entity which is able to own assets such as the CPA logo on behalf of members. It is a requirement of the Companies Act 2006 that a company has articles of association.

2 **Do the Articles simply mirror the existing Constitution?**

So far as possible the provisions of the existing constitution have been reflected in the Company's articles. In particular, the provisions relating to the different categories of member and the admission and expulsion of members have been retained. The Company will be run by a board of directors rather than a committee in relation to which certain provisions of the Companies Act 2006 apply. However, so far as possible the governance structure of the CPA has been replicated in relation to the Company.

3 **What is the status of the CPA Committee under the Articles?**

The CPA committee will be replaced by the Company's board of directors. The directors appointed on the incorporation of the Company will be the existing committee members, who will subsequently be subject to retirement by rotation in accordance with the Company's articles.

4 **What liability do I have as a Member under the Articles?**

A member's liability will be limited to £1.00.

5 **How many Directors can be appointed under the Articles?**

The initial directors of the Company will be the existing CPA committee members.

The maximum number of directors will not exceed 20 comprising the following:

- the Chairman and Vice Chairman
- the Administrator
- 12 elected members (drawn from the ordinary members)
- 4 co-opted members
- the past Chairman

Elected directors will hold office for two years and will be elected by the members by ballot. Half of the elected directors will retire each year.

The directors who will retire at the first AGM of the Company will be those who were originally appointed to the CPA committee 2 years ago.

6 Do the Articles change the election process?

No, directors are elected in the same way that committee members were elected previously. The Company's articles provide for the continued existence of committees, working parties and regional branches which will all remain in place.

7 Has the eligibility criteria for Membership changed under the Articles?

This remains unchanged.

8 In what circumstances do the Articles allow for expulsion of a Member?

The provisions of the articles relating to the expulsion of members mirror the provisions of the CPA's existing constitution.

9 Do I need to attend a meeting in order to vote?

In order to vote at a general meeting of the Company it will be necessary for members to attend in person or to appoint a proxy. The board of directors may decide to put a particular issue to the membership as a whole by way of an electronic vote in substitution for a vote at a meeting.

10 How does a Member call for a meeting to be held?

50 members (or, if lower, 5 per cent of the voting members) can call for a general meeting to be held within 21 days of requisition.

11 Why do the Articles increase the number of members who can call for a meeting from 25 to 50?

When the original constitution of the CPA was prepared, membership was circa 100, so 25 members (25%) of the membership were required to call a meeting. With nearing 700 members, 25 members calling a meeting is unrepresentative of the membership. However, raising the members needed using a 25% requirement would make it virtually impossible for someone to call a meeting. For that reason, the committee has recommended an increase to 50 members.

12 Are the Rules of the CPA part of the Articles?

The rules are not part of the Articles. Rules are more for house-keeping and administrative matters and can be varied by the Board, whereas the Articles require the membership to have their say.

13 Can the Articles be amended and, if so, how?

The Company's articles can be amended by a special resolution of the members (i.e. a resolution supported by 75 per cent of those members who vote).