

Date: Wednesday 26th April 2017

Venue: Hilton Liverpool City Centre, 3 Thomas Steers Way, Liverpool L1 8LW

Notice is hereby given that the FORTY-SEVENTH ANNUAL GENERAL MEETING of The British Association of Social Workers will be held at Hilton Liverpool City Centre, 3 Thomas Steers Way, Liverpool L1 8LW commencing at 2.00pm.

Unless you will be present at the beginning of the AGM, instruments appointing proxies must, by Article 36, be lodged at BASW, 16 Kent Street, Birmingham B5 6RD by 1.30pm on 21st April 2017 and **MUST BE ACCOMPANIED BY THE MEMBERSHIP CARD OF THE PERSON APPOINTING THE PROXY.**

GENERAL NOTES

1 Notice of Meeting

Notice of the Annual General Meeting was given in PROFESSIONAL SOCIAL WORK in December 2016.

2 Annual Report

The BASW Annual Report and Statement of Accounts for the period 1st October 2015 to 30th September 2016 is available on the BASW website: www.basw.co.uk or by email: agm@basw.co.uk

3 Participation in Annual General Meeting

Members may attend, speak and vote or appoint proxies to vote for them.

4 Resolutions and Motions

Council is proposing resolutions which seek to amend the Association's Articles and Bye-Laws. You will find the current Articles here: www.basw.co.uk/articles-current and the Articles as they will appear if Council's resolutions are passed here: www.basw.co.uk/articles-proposed.

PLEASE BRING YOUR MEMBERSHIP CARD WITH YOU

5 Proxies

The provisions for proxy voting are set out in Articles 33 to 38 of the Memorandum and Articles of the Association.

All members unable to attend the AGM are encouraged to use the proxy voting provision.

6 Structure of the Annual General Meeting

The first session of the Annual General Meeting on Wednesday 26th April will include the Chief Executive's Report, and approve the minutes of the 2016 AGM.

The next session will consider the Annual Report and Accounts. The debate on the accounts will be introduced by the Chair of the Finance & Human Resources Committee.

AGM Resolutions will commence following the above session.

Holders of proxy votes should collect proxy vote cards from the Annual General Meeting registration desk.

7 Amendments to Resolutions

Notices of proposals to amend any ordinary motion by adding to or leaving out or submitting other words in the terms of a motion must be signed by a proposer and seconder and no fewer than eighteen other members of the Association, or by an Officer of a Branch on the authority of a resolution passed at a duly convened meeting of the membership of the Branch. Proposed amendments must reach BASW, 16 Kent Street, Birmingham B5 6RD by 17th April 2017.

Voting will normally be by a show of hands, with membership cards being shown. At any vote, however, the Chair may call a poll, or any twenty persons present in person or by proxy can demand a poll. After the result of a show of hands has been announced any member who desires a poll should stand up and shout 'Poll'.

If that member is supported by at least nineteen other members (in person or by proxy) a poll will be held. No one will be allowed to enter or leave the hall while a poll is in progress. Proxy votes will be counted only in a poll and not when a vote is taken by a show of hands.

8 Emergency Motions

Emergency motions will be admitted only at the discretion of the Chair and must relate to issues which could not reasonably have been foreseen. An emergency resolution is not binding upon the Association. Voting will be by a show of hands. There is no provision for a poll.

The British Association of Social Workers
16 Kent Street, Birmingham B5 6RD
Tel: 0121 622 3911 Fax: 0121 622 4860
www.basw.co.uk

This is the official notice of the 2017 Annual General Meeting required under the Articles of Association of The British Association of Social Workers. Any amendments to ordinary motions will be made available at the meeting.

Members are encouraged to attend the AGM.

There is no charge for admission and members are asked to bring this notice with them.

SPECIAL RESOLUTION

(Special Resolutions require a 75% majority to be passed)

Special Resolution 1

This AGM agrees to amend BASW's Articles of Association as follows.

ARTICLES

Object 4

Object 4 shall be **amended** so that it includes an exception to the general rule that payments cannot be made to members of Council or any other Governing Body. This will ensure that it is consistent with the provisions in Article 56 (which shall be consequentially re-numbered as a result of other amendments to the Articles as set out within this Special Resolution) which states that payments can be made to Honorary Officers. Accordingly, Object 4 will become:

"The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association: but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except:

- **payments made in accordance with these Articles;**
- *repayment of out-of-pocket expenses;*
- *interest at the rate aforesaid on money lent; or*
- *reasonable and proper rent for premises demised or let to the Association:*

provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits such member may receive in respect of any such payment. And provided further that nothing herein shall prevent the giving of advice, assistance and representation to Clause 3(s) above."

Articles 48 – 53

Articles 48-53 shall be deleted and replaced with the following different consequentially renumbered new Articles [48]-[55] with

amendments to cross-references and all Articles that follow these Articles will be consequentially re-numbered and cross references amended:

"POLICY, ETHICS AND HUMAN RIGHTS COMMITTEE

48. *There shall be a Standing Committee known as the Policy, Ethics and Human Rights Committee.*
49. *The Chair of the Policy, Ethics and Human Rights Committee shall be the Vice Chair of the Association who shall be elected in accordance with Article 60.*
50. *The remaining membership of the Policy, Ethics and Human Rights Committee shall be as determined by the Bye Laws.*
51. *With the exception of its Chair, election to positions on the Policy, Ethics and Human Rights Committee shall be in accordance with the Bye Laws."*

"FINANCE AND HUMAN RESOURCES COMMITTEE

52. *There shall be a Standing Committee known as the Finance and Human Resources Committee.*
53. *The Chair of the Finance and Human Resources Committee shall be elected in accordance with Article 60.*
54. *The remaining Membership of the Finance and Human Resources Committee shall be as determined by the Bye Laws.*
55. *With the exception of its Chair election to positions on the Finance and Human Resources Committee shall be in accordance with the Bye Laws."*

International Committee

The following new Articles shall be inserted under the new heading "International Committee" as new Articles [56]-[58], with consequential re-numbering and amendments to cross-references of all Articles which follow these new Articles:

"International Committee

56. *There shall be a Standing Committee known as the International Committee.*
57. *Membership of the International Committee shall be in accordance with the Bye Laws.*
58. *Election to the International Committee, including the Chair, shall be in accordance with the Bye Laws."*

Article 58

Article 58 shall be consequentially renumbered as Article [62] and shall be amended as follows:

“COUNCIL

The Council shall consist of the following members:

- (a) *The Chair, the Vice Chair (the Chair of the Ethics and Human Rights Committee) and the Chair of the Finance and Human Resources Committee.*
- (b) *Eight National Standing Committee members, two to be selected by each National Standing Committee subject to any relevant provisions which may be contained in the Bye-Laws (the “National Standing Committee representative members of the Council”).*
- (c) *The Chair of the International Committee.*
- (d) *Five additional persons being Members and each nominated by two Members (other than the candidate him/herself) or by a Branch committee or by a National Standing Committee, to be elected by the Members by postal ballot subject to any relevant provisions which may be contained in the Bye-laws (the “Additional members of the Council”).*
- (e) *Co-opted members who shall be Members whom the Council may from time to time consider, by reason of their special interest, to have a particular contribution to make to the work of the Association or to enable pursuit of equal opportunities and/or other policies of the Association, provided always that the number of such coopted members (excluding any appointed to fill a casual vacancy) shall not exceed two. Such coopted members shall serve until the next following Annual General Meeting of the Association and be eligible for re-appointment for not more than four consecutive years.”*

Article 59a Conflicts of Interest

Article 59a shall be deleted and replaced with a different consequentially renumbered new Article [65]:

“Declaration of interests

A member of Council must:

- (a) *declare the nature and extent of; any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.*

There is no need to declare any interest or duty of which the other members of Council are, or ought reasonably to be, already aware.”

Article 73 – Chief Executive

Article 73 shall be deleted and replaced with a different consequentially renumbered “new” Article [79]:

“Delegation of day to day management powers

In the case of delegation of the day to day management of the Association to a chief executive or other manager or managers:

- (a) *the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Council members and (if applicable) to advise the Council members in relation to such policy, strategy and budget;*

(b) the Council members shall provide any manager with a description of his or her role and the extent of his or her authority; and

(c) any manager must report regularly to the Council members on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.”

Article 74

This “current” Article 74, will be a different consequentially renumbered “new” Article [80]

The words:

“FINANCIAL ADVICE”

Shall be inserted before the “new” Article [80] and that Article shall fall under this heading. The Article shall be amended as follows:

“The Council shall at all times have available the services of a financial adviser (who need not be a Member or a member of the Council) and who shall not be an officer of the Association, who shall be appointed by the Council for such time and upon such remuneration and conditions as it shall think fit and may be removed by the Council at any time. The financial adviser may be invited to attend and speak at meetings of the Council, and may be invited to attend all General Meetings of the Association but will not (as such financial adviser) be entitled to vote. The financial adviser may advise and report to the Council; and General Meetings upon the financial affairs of the Association in general, with particular reference to forecasting income and expenditure and controls upon expenditure.”

Delegation of investment management

That the following new Articles shall be inserted under the new heading “Delegation of Investment Management” as a new Article [85], with consequential re-numbering and amendments to cross-references in those Articles that follow this new Article:

“Delegation of investment management

Council may delegate the management of investments to a Financial Expert or Experts provided that:

- (a) *the investment policy is set down in writing for the Financial Expert or Experts by Council;*
- (b) *timely reports of all transactions are provided to Council Members; the performance of the investments is reviewed regularly with Council;*
- (c) *Council is entitled to cancel the delegation arrangement at any time;*
- (d) *the investment policy and the delegation arrangements are reviewed regularly;*
- (e) *all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to Council on receipt; and*
- (f) *the Financial Expert or Experts must not do anything outside the powers of Council.*

On the authority of Council

ORDINARY MOTIONS

All Ordinary Motions need a simple majority to be passed.

Ordinary Motion 1

This AGM agrees that the Association's Bye Laws shall be amended as described in this Resolution.

Council is proposing to amend the Bye-Laws so that:

- they include provisions on the International Committee; and
- the provisions on the composition of and election arrangements for the standing committees of Council are more streamlined.

Bye-Laws 21 – 25 shall be deleted and replaced with the following Bye-Laws and all Bye-Laws that follow these Bye-Laws will be consequentially re-numbered and cross references amended accordingly:

STANDING COMMITTEES

21. *In addition to the National Standing Committees there are, in accordance with Articles 48 – 53, the following Standing Committees:*

- (i) *The Policy, Ethics and Human Rights Committee*
- (ii) *The Finance and Human Resources Committee.*
- (iii) *The International Committee*

22. *All Honorary Officers are entitled to attend all meetings of the Standing Committees, including National Standing Committees.*

Terms of Reference

23. *Each Standing Committee shall determine its Terms of Reference subject to approval by Council, and in respect of those Standing Committees which fall within Bye-Law 21 (i) – (iii), subject to Bye-Law 25 (composition of Standing Committees).*

Sub-Committees, panels and working parties

24. *Each Standing Committee shall be able to appoint sub-committees, panels and working parties*

Composition of Standing Committees falling within Bye-Laws 21 (i) – (iii)

25. *The Policy Ethics and Human Rights Committee shall comprise:*

- (a) *A Chair as determined by Article 49 who shall be elected in accordance with Article 60;*

(b) *One member taken from Association membership for each of the 4 nations and 6 members taken from Association membership across the UK who shall be elected by the Members in accordance with these Bye-Laws and confirmed in position at an Annual General Meeting, and who shall hold office in accordance with these Bye-Laws.*

26. *The Finance and Human Resources Committee shall comprise:*

(a) *A Chair as determined by Article 53 who shall be elected in accordance with Article 60; and*

(b) *6 members taken from the Association membership across the UK who shall be elected by the Members in accordance with these Bye-Laws, and confirmed in position at an Annual General Meeting and who shall hold office in accordance with these Bye-Laws.*

27. *The International Committee shall comprise:*

(a) *A Chair who shall be elected in accordance with these Bye-Laws*

(b) *11 other members taken from the Association membership across the UK who shall be elected by the Members in accordance with these Bye-Laws and confirmed in position at an Annual General Meeting, and who shall hold office in accordance with these Bye-Laws.*

Election of members to Finance and Human Resources Committee

28. *Council shall in such manner as it determines invite applications from candidates for election.*

29. *A panel comprising the Chair, the Chair of Finance and Human Resources Committee of the Association and the Chief Executive shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council and which is published on BASW's website.*

30. *All candidates approved by the panel referred to in Bye-Law 29 shall be put forward for election by the Members and confirmed in position at an Annual General Meeting.*

Election of members to Policy, Ethics and Human Rights Committee

31. *Council shall in such manner as it determines invite applications from candidates for election.*

32. A panel comprising the Chair, the Vice Chair of the Association and the Chief Executive shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council and which is published on BASW's website.

33. All candidates approved by the panel referred to in Bye-Law 32 shall be put forward for election by the Members and confirmed in position at an Annual General Meeting.

Election of Members to the International Committee

34. Council shall in such manner as it determines, invite applications from candidates for election.

35. Candidates for election as Chair of the International Committee shall be nominated by three Members (other than the candidate him/herself). Candidates for election as Chair of the International Committee must have been Members for a minimum of one year immediately prior to nomination.

36. A panel comprising the Chair, the Vice Chair of the Association and the Chief Executive shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council and which is published on the Association's website.

37. All candidates for Chair of the International Committee approved by the panel referred to in Bye-Law 36 shall be put forward for election by postal ballot.

Term of office of members to Standing Committees falling within Bye-Laws 21 (i) – (iii)

38. All members of Committees falling within Bye-Laws 21 (i) – (iii) shall hold office from the conclusion of the Annual General Meeting at which they are confirmed in position until the conclusion of the Second Annual General Meeting thereafter and shall be eligible to stand for re-election for a second consecutive term of office. If elected for a second term of office members shall not be eligible to stand for election at any time from the AGM at which their second term of office ends up to and including the following AGM.

Casual Vacancies in respect of Standing Committees falling within Bye-Laws 21 (i) – (iii)

39. If a casual vacancy occurs amongst the members of any Standing Committee identified in Bye Law 21 (i) – (iii), Council may appoint a replacement or may arrange a ballot to elect a replacement subject to the provisions of Bye-Law 40.

40. When a casual vacancy occurs in one of the Standing Committees referred to within Bye-Law 21 (i) – (iii), Council shall, in such manner as it determines, invite applications from candidates for election. A panel comprising the Chair, Vice Chair and the Chief Executive of the Association shall consider all applications to ensure that candidates have the relevant skills, knowledge and experience. The panel shall consider applications against a criteria, as determined by Council which will be published on the Association's website. Only those candidates approved by the panel shall be eligible to be appointed by Council or put forward for election under Bye-Law 39.

41. A person appointed/elected to a casual vacancy shall hold office for the balance of the term of the person replaced but shall be eligible to stand for re-election at the end of such term as if not so appointed or elected.

On the authority of Council

Ordinary Motion 2

This AGM notes that there are significant inequalities across the United Kingdom with regard to the rights of persons detained in hospital for the purpose of treatment of mental health conditions as compared to those persons in hospital receiving treatment for physical health conditions. These inequalities include the right for persons with the mental capacity to do so to refuse medical treatment, the right to determine who will participate in decisions regarding their care and treatment, and the focus on the individual's best interests as the determining factor as opposed to a stigmatising public protection imperative.

Accordingly, this AGM agrees that BASW will campaign for fundamental reform of mental health legislation in jurisdictions – such as England and Wales – which are intrinsically discriminatory to bring them in line with other jurisdictions – such as Northern Ireland – which have taken a more progressive line focused on mental capacity law.

On the authority of the Greater Manchester branch

Ordinary Motion 3

This Annual General Meeting believes that a number of Social Work services are at risk of being moved out of Local Authority control into largely untested organisational models. We are also concerned about the politicisation of inspection processes which threaten to bring OFSTED's role into disrepute.

We call on BASW to urgently develop models of practice and organisation which include democratic accountability, the voice and involvement of staff, and people who use services.

ORDINARY MOTIONS

This can then be used to recommend, inform and enable the best professional practice and development of excellent services in this new era.

We also call on BASW to look critically at the current inspection regime and take steps to recommend improvements. These actions and recommendations should be reported to the membership within the next six months.

**On the authority of the Black Country branch
and the Birmingham & Solihull branch**

▶▶▶ Ordinary Motion 4

Branch Support

This Annual General Meeting believes that branches of BASW could be offered further support. We are concerned about the lack of structured help surrounding the sustainability of local groups. This AGM resolves that branches should receive support to enable them to carry out activity in their area, this should include:

- A pack that contains all the relevant information needed to be able to plan and make decisions regarding the branch;
- Financial support which is proportionate to the number of members in the branch and a secure system which will ensure that:
 - branches have direct access to those funds;
 - and members can be assured that their subscriptions are being appropriately managed;
- Branch email addresses with the necessary security to ensure that members' data is protected;
- Details of members in their area.
- In addition, this AGM resolves that members should be asked to give permission for their branch to communicate with them directly.

The above steps to be in place within the next 6 months.

**On the Authority of the Greater Manchester,
Leicestershire and London Branches
and composited by Council**

2017 Annual General Meeting

Agenda

- 1 To read the notice convening the meeting**
- 2 To receive apologies for absence**
- 3 To welcome representatives of kindred organisations and other guests**
- 4 Minutes**

To confirm and sign the Minutes of the forty-sixth Annual General Meeting held in Birmingham on 27th April 2016.
- 5 Chief Executive's Report**
- 6 To announce results of election to BASW Council**
- 7 Annual Report and Accounts**
 - 7.1** To receive the report of the Auditors and the Statement of Accounts for The British Association of Social Workers (which appear in the Annual Report available on the BASW website at www.basw.co.uk) and to adopt the Balance Sheet and the Accounts for the period 1st October 2015 to 30th September 2016.
 - 7.2** To receive the Statement of Accounts for the Social Workers' Benevolent Trust for the period 1st October 2015 to 30th September 2016.
 - 7.3** To receive the Statement of Accounts for the Social Workers' Educational Trust for the period 1st October 2015 to 30th September 2016.
 - 7.4** To receive and adopt the Annual Report for the period 1st October 2015 to 30th September 2016.
- 8 Auditors**

To appoint Auditors for the year 1st October 2017 to 30th September 2018.
- 9 Chair's Report on proposed revision of the Articles**
- 10 Resolutions**

To consider the Special and Ordinary Resolutions which are set out on the previous page of this agenda and any amendments to Ordinary Motions distributed at the Meeting.
- 11 Any Other Business (including emergency motions)**

(see Note 7).
- 12 Closing speech – BASW Chair**

*By Order of the Council
Dr Ruth Allen, Chief Executive
Dated 1st March 2017*

PROXY FORM

I, the undersigned being a member of The British Association of Social Workers hereby appoint Fran Fuller or failing her Lesley McDowell (both persons nominated by Council) both of 16 Kent Street, Birmingham or (see Note 3) membership number another member of the Association as my proxy to vote for me and on my behalf, as indicated below at the Annual General Meeting of the Association to be held on 26th April 2017 and at any adjournment thereof.

Proxy forms must be returned to BASW, 16 Kent Street, Birmingham B5 6RD no later than 1.30pm on 21st April 2017.

The Motions are numbered in the notice of the meeting.

Signature Membership No Date.....

Proposed Motions for Annual General Meeting 2017

Special Resolutions (Special Resolutions require a 75% majority to be passed)

| | |
|-------------------|---|
| Resolution | 1 |
| For | |
| Against | |

Ordinary Motions (Ordinary Motions need a simple majority to be passed)

| | | | | |
|-------------------|---|---|---|---|
| Resolution | 1 | 2 | 3 | 4 |
| For | | | | |
| Against | | | | |

NOTES

- 1 There is no provision under the Companies Act for postal voting. A member who is unable to be present may record his or her vote by proxy.
 - 2 Only Members have votes. Affiliates do not have votes.
 - 3 If you desire to appoint a proxy other than the above named, please delete their names and insert the name and address of the other member, if you do this it is wise to ascertain in advance that he or she is willing and able to undertake the responsibility.
 - 4 If you do not indicate how your votes are to be cast, the proxy holder may vote at his/her discretion. Nevertheless, if one of the Council nominees is appointed, no vote will be cast unless an indication has been given.
 - 5 The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
 - 6 If you propose to attend part of the meeting and wish your vote to be exercised only during your absence, since a proxy can be exercised if the membership card of the member who appoints the proxy holder is lodged with the Association, the following procedure should be followed:
 - i) if you WILL NOT be present at the beginning of the meeting, send your membership card with this form;
 - ii) *if you wish to exchange your vote with your proxy holder (either way) go to the BASW registration desk and there exchange your membership card with the proxy voting cards. It is your responsibility to find your proxy holder to enable the exchange to be made.
 - 7 Those appointed as proxies can collect their voting cards from the registration desk. Make sure you tell your proxy holder of their appointment so that he/she knows to collect the voting cards.
 - 8 Other matters relating to the proxies are contained in Articles 33 to 38.
- * Please lodge your membership card at the BASW Registration Desk at the AGM at least 15 minutes before the commencement of the AGM.
It is your responsibility to ensure that your proxy is collected by your nominee.

