

Company Member Information Guide

A Message from the Chair of the Board of Trustees

Dear Applicant,

Thank you for your interest in the role of Company Member.

As a Company Member you will play a key role in the Charity's governance. You will receive an invitation to the Annual General Meeting of the Charity at which time you will be able to ask questions of the Trustees and the Senior Leadership Team, elect Trustees, debate and vote on resolutions that change the Charity's constitution and, within legal frameworks, present your own resolutions.

This guide provides more information about the Company Member role and the Charity's governance arrangements, however if you have any further questions please do not hesitate to ask.

I look forward to receiving your application. Thank you for your continued and valued support for our Charity.

Yours sincerely,

John Baines

Chair of the Board of Trustees

Company Member Role Description

Role Title: Company Member

Key Contact: Chair of the Board of Trustees

Role Purpose

Company Members play a key role in the governance of the Charity.

Primarily Company Members are invited to attend the Annual General Meeting (AGM) of the Charity where they are able to:

- ask questions of the Board of Trustees and the Senior Leadership Team;
- receive information about the annual accounts and confirm the Charity's auditor;
- elect Trustees;
- debate and vote on resolutions that change the Charity's constitution; and
- present their own resolutions for debate (within legal frameworks).

Key Activities

Effectively undertake your duties as a Company Member

- Attend the AGM of the Charity using your vote carefully and in the best interests of the Charity as a national organisation.
- Declare any conflicts of interest that may influence your ability to vote as above
- Use your proxy vote if you are unable to attend the AGM.

Ensure you have sufficient knowledge and understanding to vote in an informed manner

- Keep informed about developments within the Charity.
- Carefully read any documents or information that will enable you to participate and vote at the AGM in a more informed way.

Be an ambassador for the Charity	<ul style="list-style-type: none"> • Be positive in your communications about the Charity's work to members of the fire services community and the general public.
Participate in other activities as appropriate	<ul style="list-style-type: none"> • Attend any additional meetings which involve Company Members (including but not limited to an EGM or Company Member Conference) • Potentially participate in additional activities (e.g. consultative forums, Trustee recruitment, Trustee sub committees)

Role Requirements

Company Members should have:

- Empathy for the Charity's aims and objectives;
- time to fully engage in governance role, particularly in relation to the Annual General Meeting;
- sufficient knowledge, or willingness to acquire sufficient knowledge, to vote in an informed manner; and
- the ability to undertake the role in the best interests of the Charity as a national organisation.

In addition, Company Members need have a direct association with the fire services community.

Those appointed as Company Members must operate within the Charity's Code of Conduct.

Company Membership

Questions and Answers

Why does the Charity operate as a Company?

The Fire Fighters Charity is first and foremost a charity that exists to provide services to its beneficiaries. However it is a company limited by guarantee. It means that the Charity must be governed to comply with both company and charity law.

What are the governance arrangements of the Company?

The Company's strategic direction, determination of beneficiary policy and overall governance is controlled by the Company Directors (the "Trustees"). However, the Charity has grown considerably, with complex daily operations and the employment of many professional employees. This means that whilst the Trustees retain the powers and responsibilities outlined above, they have delegated the day-to-day management and its operations to the Chief Executive and the Senior Leadership Team.

The Company does not have shares or shareholders. Instead it has Company Members who exercise power with their voting rights, similar to shareholders. Members hold a formal role in the company framework and their appointment and powers must accord with legislation.

The constitution of the Company is found in the Articles of Association. The Articles set out what the Company can do and why it exists and covers the holding of meetings, the admission of Company Members, the election of Trustees and other rules relating to the running of the Company.

This is a legal document that is registered on the public records for the Company held at Companies House. It may also be viewed at the Company's registered office in Basingstoke.

How are Company Members appointed?

Overall, the Charity has a maximum of 48 Company Members, excluding Trustees, who are also Company Members. The number of members is defined in the Articles of Association and cannot be changed without the registered Company Members passing a special resolution in a general meeting to change the Articles.

How long is Company Membership for?

Company Members are recruited annually. Each year one quarter (or the number nearest one quarter) of Members must retire, those longest in office retiring first, and the choice between any of equal service being made by drawing lots. Those due for retirement will receive a letter informing them of the date on which their Company Membership will cease and inviting them to apply again should they wish to be reappointed to the role.

What is the role of the Company Members?

The management of the company is carried out by the Trustees. Company Members are not involved in the day-to-day management of the company but are entitled to do the following things:

- **To attend and vote at general meetings** - normally there will be at least one meeting per year, called the Annual General Meeting (AGM).
- **To receive the annual accounts of the Company** – this enables Members to assess the financial health of the Company and may prompt questions to be asked at the AGM; however day to day control of the financial matters will always rest with the Trustees.
- **To elect Trustees by voting at the AGM** - This is an important role as the Company Members are electing the people who will act as the “governors” of the Charity. By the requirements of company law, Trustees must be “up to the task” and Company Members should consider the qualities of those they intend to support for such roles. Also, under Charity Commission guidance, the Board must have Trustees who can commit the necessary time and have the necessary skills to contribute to the “vision of the future” and strategic direction of the Charity.
- **To vote on any fundamental changes to the nature of the Company (resolutions)** – this includes areas such as the Charity’s name, purposes and its beneficiaries.

How much notice is given of the AGM?

At least fourteen clear days advanced notice of the time and place of the meeting is given.

Who is allowed into the venue at the AGM?

The Company Members, Trustees and other officers of the Charity including the auditors and the Company Secretary are allowed into the venue as well as any permitted observers. The meeting can exclude any other people from the venue if it wishes. There is no right given to other people to attend.

Can I discuss matters at the AGM with non-members?

There is nothing to stop a Member from discussing anything at an AGM with non-members. If a Member is also a Trustee or an employee or has entered into a confidentiality agreement he or she will be bound to keep all confidential information about the Company and its affairs confidential.

Can non-members attend the AGM in an observatory capacity?

Observers can attend the AGM with permission of the Chair, but have no voting rights. Observers will be advised prior to the start of the meeting that they must not participate in any formal voting process.

What if a Company Member is unable to attend the AGM?

If a Company Member cannot attend a general meeting it is important that they use their proxy vote. Prior to any general meeting Members receive papers on any business to be transacted and any resolutions that will be put before the Company Members. Members are able to cast their vote by proxy – this is always explained within the calling papers for the meeting.

A Member can appoint a proxy to attend and vote at the meeting in their place. The proxy does not have to be a Member, although using another Member is the preferred option as it does not incur any additional costs. To appoint a proxy, the Member must fill in a proxy form and deliver it to the Charity's registered office not less than 48 hours before the meeting. The Member must comply with these provisions otherwise the proxy form will be invalid, and the proxy will not be allowed to vote.

Alternatively, a Member may elect to use a postal vote. This permits a Member to vote on resolutions that will be debated at the AGM. Normally, a "Form of Proxy" is signed appointing the Chair as their proxy, indicating how they wish him/her to vote on the resolutions. The use of a postal proxy vote is a cost-effective option where a Member is not able to attend the meeting.

Every member present in person or by proxy has one vote on each issue.

How will resolutions from the Trustees and Company Members be proposed?

The Board may call a general meeting at any time. A Company Member can ask the Board to call a general meeting. The Board is obliged to call a general meeting if requested to do so by at least 10% of the membership.

Before a meeting, Company Members, Trustees and other officers of the Charity will receive a notice containing the text of all the resolutions that will be proposed at the meeting.

How will resolutions from the Trustees and Company Members be processed?

A general meeting is not valid unless 50% of the Members are present in person or by proxy.

A resolution at any general meeting will be approved if more than half of the votes cast at the meeting are in favour of the resolution, except where the Companies Act or the Articles prescribe a different majority.

The resolution can be voted on by a show of hands or by a poll. A poll may be demanded by:

- The Chair; or
- by at least two members having the right to vote at the meeting; or
- by a member or members present in person or by proxy representing not less than 10% of the total voting rights of all members having the right to vote at the meeting.

The Chair of the meeting is responsible for conducting the meeting and will declare whether a particular resolution has been passed or defeated.

If the Board has adopted special rules for how the meeting will be conducted these must be followed unless they conflict with the Articles of Association of the Company or company law.

Resolutions can also be passed as written resolutions without the need to hold a general meeting of the members. All the members must sign the resolution for it to be passed although there is no need for all the signatures to be on the same piece of paper.

Are there any other meetings involved in being a Company Member?

Other general meetings may be called in exceptional circumstances or to deal with particular issues which arise. If enough items for discussion are submitted to the Chair, the Company may also hold a Company Member's Conference. Whether this event goes ahead is at the discretion of the Chair.

What expenses can a Company Member claim?

Company Members can claim expenses for attending a Company Member Conference or AGM within the criteria and limits set. Overnight stays can only be accommodated where a Member lives a prohibitive distance from the event location and must be pre-booked through our Customer Care team at head office.

To claim eligible expenses, an expenses claim form must be completed and returned to accounts@firefighterscharity.org.uk.

What are the liabilities of a Company Member?

In the normal course of events, Members are not liable for any debts of the Company. Neither are they liable if someone brings a legal case against the Company. This is because like most other companies it is a limited company, which means liability as a member is limited. As a Member, the only liability is if the Company is wound up (which may happen, for example, if it cannot pay its debts) when an amount of no more than £1.00 would have to be paid to the Company if the liabilities exceed the assets available. This is the amount that you 'guarantee' or promise to pay to the Company by becoming a member, as set out in the Articles of Association.

Are there any circumstances when limited liability can be removed?

A Members limited liability cannot be removed, but limited liability does not protect a Trustee, who is responsible for managing the Company from liability if he or she has done something wrong or has allowed the Company to continue to carry on its activities when it is insolvent or likely to be insolvent. There are also many legal obligations carried by the Trustees as Company Directors and the Company Secretary for which they will be personally liable if they fail to perform them. There is no protection from liability for criminal acts, such as fraud or dishonesty.

Are there any financial dividends from being a Company Member?

The Company operates on a not for profit basis. Any surpluses which may be generated will be applied in furtherance of the Company's charitable objects. Company Members of the Company are not entitled to receive any dividend or other income from the Company. If the Company is wound up you will not receive any money from the Company.

Can Company Members resign or transfer Company Membership?

Members may resign but this must be in writing to the Company Secretary clearly stating that they are resigning as a Member.

Membership is not transferable – the membership lists must be authenticated by a Trustee and the Company Secretary and there is a legal requirement to keep these lists.

About The Charity

Company Members must ensure they have sufficient knowledge and understanding to vote in an informed way.

A copy of the governing document of the Fire Fighters Charity - The Articles of Association can be requested by writing to the Company Secretary.

The Charity's website also contains a lot of useful information including the Strategic Plan: www.firefighterscharity.org.uk

The following good practice guides are available from the Charity Commission.

- The Essential Trustee: what you need to know
<http://www.charitycommission.gov.uk/Publications/cc3.aspx>
- The Charity Governance Code
<http://www.charitygovernancecode.org>

Key Contact

Additional information about the Company Member role can be obtained by contacting the Company Secretary.

Email: companysecretary@firefighterscharity.org.uk

Address: The Company Secretary

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