

ARTICLES OF ASSOCIATION

OF

BRITISH ASSOCIATION OF ART THERAPISTS LIMITED

RUSSELL-COOKE | SOLICITORS

Association and Social Business Team

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THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

BRITISH ASSOCIATION OF ART THERAPISTS LIMITED (the "Association")

1. Meaning of Words

1.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
"Association"	the company regulated by these Articles;
"Articles"	these Articles of Association;
"Chair"	the Chair of the Council or any person discharging the functions of the Chair;
"Council"	the board of Directors of the Association;
"Clear Days"	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
"Companies Act"	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Association;
"Connected Person"	for the purposes of Article 38 has the meaning given to it in Article 38.838.8;
"Material Benefit"	means a benefit, direct or indirect, which may not be financial but has a monetary value;
"Member"	a company member of the Association;
"Month"	calendar month;
"Objects"	the Objects of the Association as defined in Article 3.1;
"Office"	the registered office of the Association;

“Ordinary Resolution”	a resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
“Regulations”	any rules, standing orders or regulations made in accordance with these Articles;
“Signed”	shall include such forms of authentication that are permitted by law;
“Special Resolution”	a resolution agreed by a 75% majority of Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights;
“Directors”	means the directors of the Association;
“United Kingdom”	Great Britain and Northern Ireland; and
“Written” or “in Writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 In these Articles:

- 1.2.1 The words “person” or “people” includes other organisations, including charitable incorporated organisations, royal charter corporations, companies, trusts, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.
- 1.2.2 Apart from the words defined above, any words or expression defined in the Companies Act will have the same meanings in these Articles, unless the context indicates another meaning.
- 1.2.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.2.4 The words “include(s)”, “including” or “in particular” are deemed to have the words “without limitation” following them. Where the context permits, the words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.

2. Registered Office

- 2.1 The registered office of the Association will be in England and Wales.

3. Objects

3.1 The objects of the Association are:

3.1.1 within the fields of art therapy and other creative activities as forms of therapy:-

- (a) the advancement of mental and physical health; and
- (b) the advancement of education,

particularly but not exclusively by:

- being the 'Learned Society' for UK Art Therapy in all aspects of knowledge enhancement and advancement
- maintaining a professional network of therapists operating in these fields;
- supporting training and research in the relevant fields;
- supporting best practice and professional conduct; and
- raising public and professional awareness and understanding of the relevant fields.

3.1.2 the promotion and protection of its members' interests and the provision of such services for its members' benefit as the Council may decide from time to time.

4. Powers

4.1 The Association may do all such lawful things as may be undertaken by a company with unrestricted objects and, in particular, but without limitation, may borrow or raise and secure the payment of money for any purposes including for the purposes of investment or of raising funds.

4.2 The Association may only use its powers in furtherance of the Objects.

5. Use of funds and property

5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Association.

MEMBERS AND MEMBERSHIP

6. Membership

- 6.1 For the avoidance of doubt, in this Article 6, the term “Member” refers to company law members of the Association.
- 6.2 Membership is open to any person interested in furthering the Objects and admitted by the Directors.
- 6.3 A Member may only be an individual.
- 6.4 The Directors may determine criteria for membership and may set out in Regulations a procedure and requirements for applying for membership. Directors are not obliged to admit any person satisfying such criteria as Members and may decline in their absolute discretion any person’s application and need not give reasons for such decision.
- 6.5 The Council may delegate the power to admit Members.
- 6.6 The Directors may establish different classes of Members and may recognise one or more classes of associate members (who are not Members of the Association for the purposes of the Companies Act) and set out their rights and obligations in Regulations.
- 6.7 The Council may determine subscriptions for Members which may be at different rates for different Members or categories of Members. All Members must pay the subscriptions (if any) that the Council determines from time to time.
- 6.8 The Council may determine subscriptions for associate members which may be at different rates for different associate members or categories of associate members. All associate members must pay the subscriptions (if any) that the Council determines from time to time.

7. Ending of Membership

- 7.1 A Member stops being a Member if:
- 7.1.1 the Member resigns by giving notice in Writing to the Association (unless after the resignation there would be fewer than two remaining Members);
 - 7.1.2 any sum due from the Member to the Association remains unpaid three months after it is due and the Council resolves to end that Member’s membership;
 - 7.1.3 the Member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a Member and containing a warning that their membership may be ended and the Council resolves to end membership;
 - 7.1.4 the Member dies or, in the case of an organisation, ceases to function or is wound up.

7.2 The Council may resolve to remove a Member from membership on the basis that it is in the best interests of the Association that his or her membership is terminated by giving the Member notice in Writing, provided that:

- (a) no later than 10 working days after receiving that notice the Member can appeal in Writing to the Association against the termination;
- (b) any appeal must be considered by a meeting of the Council, or a committee appointed by the Council; and
- (c) the Member has the right to be heard at the meeting or may make written representations to it and the meeting shall either confirm the termination or reinstate the Member.

7.3 Factors the Council may consider when determining whether it is in the best interests of the Association to remove a Member include but are not limited to:

7.3.1 if the Member's application on the basis of which membership was granted contained or referred to information which was false or misleading or refers to facts which were or are no longer true or correct;

7.3.2 if the Member's registration with the Health and Care Professions Council (or any equivalent or successor body fulfilling the same or similar statutory duties) is revoked or suspended;

7.3.3 any other issues or considerations relating to the professional conduct of the Member;

7.3.4 any failure by the Member to comply with any applicable terms and conditions relating to their membership of the Association;

7.3.5 any failure by the Member to comply with any conditions imposed upon their membership pursuant to any procedure of the Association;

7.3.6 any conduct by the Member which is inappropriate or harmful towards another Member, a Director or an employee of the Association.

7.4 When exercising the power to remove a Member under Article 7.2, the Council must comply with such (if any) relevant Regulations of the Association.

8. Register of Members

8.1 The Association shall maintain a register of Members with an entry for each Member showing the Member's name and address and the date on which the Member became a Member and ceased to be a Member. The register of members must be kept at the Office or at a single alternative inspection location.

8.2 The register must be made available for inspection:

8.2.1 by any Member without charge; and

8.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

9. Annual General Meetings

- 9.1 The Association shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
- 9.2 Not more than 15 months may pass between one annual general meeting and the next.
- 9.3 At an annual general meeting the business to be conducted will usually include:
 - 9.3.1 the presentation of the accounts of the Association for the previous financial year and a report on the Association's activities to the Members;
 - 9.3.2 the election of Directors in place of those retiring and those appointed to fill a vacancy since the last annual general meeting; and
 - 9.3.3 where necessary the appointment of auditors or reporting accountants and the fixing of the remuneration of the auditors.

10. General Meetings

- 10.1 All general meetings except annual general meetings are called general meetings.

11. Calling of General Meetings

- 11.1 The Council may call a general meeting at any time and must call a general meeting within 21 days of a written request from not less than five per cent. of the Members who have a right to vote at general meetings.

12. Notice of General Meetings

- 12.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' Written notice (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 53.7). The notice must:
 - 12.1.1 indicate the place, date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and
 - 12.1.2 include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.
- 12.2 Notice of the meeting must be given to all Members and Directors of the Association in accordance with Article 54. A meeting may be held on shorter notice by the agreement of not less than 90 per cent. of the Members entitled to attend and vote at it.

13. Quorum for General Meetings

- 13.1 Business may be transacted at a general meeting only if a quorum of Members is present in person or by proxy.
- 13.2 A quorum is:
 - 13.2.1 90 Members; or

13.2.2 5 per cent. of the total number of Members,
whichever is greater.

14. Chair of a General Meeting

- 14.1 The Chair (if any) of the Council should preside as chair at every general meeting of the Association.
- 14.2 If there is no Chair, or if he or she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Council shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting.

15. Adjournment if no Quorum

- 15.1 If a quorum is not present within half an hour after the appointed starting time, the meeting shall be adjourned to another day, time and place as the Council may decide, except where the meeting was called by the demand of Members, in which case it must be dissolved. Articles 16.2 and 16.4 shall apply to an adjourned meeting.
- 15.2 The Council must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 15.3 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Member or Members present at that time shall constitute the quorum for that meeting.

16. Adjournment of a General Meeting

- 16.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 16.2 The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened, unless these details are specified in a resolution.
- 16.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 16.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

17. Amendments to resolutions

- 17.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 17.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - 17.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

17.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

17.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is or is not permissible, the chair's error does not invalidate the vote on that resolution.

18. Voting on Resolutions

18.1 A resolution put to the vote of the meeting is decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:

18.1.1 the chair of the meeting; or

18.1.2 at least five Members present in person or by proxy and having the right to vote at the meeting,

save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.

18.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.

18.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.

18.4 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

18.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting prior to conducting the poll.

19. Proxies

19.1 Members may appoint a proxy who need not be a Member of the Association. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Association.

19.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit.

19.3 An instrument appointing a proxy shall:

19.3.1 be in Writing executed by or on behalf of the appointer;

19.3.2 shall be in the form set out below or in any usual or common form or in such other form as the Directors may approve;

19.3.3 unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and

19.3.4 be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).

19.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

19.5 A proxy in the following or similar form will be acceptable:

"I

of

a member of British Association of Art Therapists Limited

hereby appoint the Chair of the Association or if he or she is not present the chair of the Meeting*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Association to be held on the _____ day of _____ and any adjournment thereof.

Signed on the _____ day of _____ 20....

*If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair of the meeting and insert the name and address of your appointee in the space that follows. "

19.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

20. Voting and Speaking

20.1 Every Member present in person or by proxy has one vote on each issue at general meetings. The chair of the meeting does not have a casting vote.

20.2 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.

20.3 A Director shall have the same rights as Members to attend and speak at general meetings but shall not be entitled to vote, unless the Director is also a Member.

21. Written Agreement to Resolution

21.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Members may pass a written resolution without a meeting being held, provided that:

- 21.1.1 it is in Writing;
 - 21.1.2 a copy of the proposed resolution has been sent to every eligible Member;
 - 21.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent. of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 21.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings; and
 - 21.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 21.2 A written resolution may consist of two or more documents in identical form Signed by Members and is passed when the required majority of eligible Members have signified their agreement to it.
- 22. Defect in appointment of a member**
- 22.1 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

BOARD OF DIRECTORS (COUNCIL)

23. Powers of the Council

- 23.1 The business of the Association is managed by the Council, which may use all the powers of the Association that are not, by the Companies Act or by these Articles, reserved to the Members or to them in their capacity as Members.

24. Composition of the Council

- 24.1 The Council consists of:-

24.1.1 the elected Chair and Vice Chair; and

24.1.2 not fewer than 6 and no more than 10 additional persons elected by Members of the Association.

- 24.2 No person under the age of 16 may be appointed as a Director.

25. Retirement of the Chair

- 25.1 At the third annual general meeting after his or her last election as Chair, the Chair shall retire.

- 25.2 He or she shall be eligible for re-election as Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

- 25.3 He or she shall be eligible for re-election as a Director not taking the role of Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

For the purposes of this Article 25 a “year” shall mean a complete period of service between two annual general meetings.

26. Retirement of the Vice-Chair

- 26.1 At the third annual general meeting after his or her last election as Vice-Chair, the Vice-Chair shall retire.

- 26.2 He or she shall be eligible for re-election as Vice-Chair or Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

- 26.3 He or she shall be eligible for re-election as a Director not taking the role of Vice-Chair or Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

For the purposes of this Article 26 a “year” shall mean a complete period of service between two annual general meetings.

27. Retirement of Directors (excluding the Chair and Vice-Chair)

- 27.1 At the second annual general meeting after his or her last election a Director, shall retire.

27.2 He or she shall be eligible for re-election as either a Director not taking the role of Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

27.3 He or she shall be eligible for election as Chair or Vice-Chair provided that he or she may not continue to serve after six consecutive years in office without a period of at least a year out of office.

For the purposes of this Article 27.1 a “year” shall mean a complete period of service between two annual general meetings.

28. Filling vacancies in the Council

28.1 The Council can appoint anyone as a Director to fill a vacancy in the membership of the Council. They will hold office until the next annual general meeting where they may be elected by the Members (unless they cease to be a Director prior to that by virtue of Article 29). For the purposes of this Article the Council shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 24.1.1.

28.2 A co-opted Director (appointed by the Council to fill a vacancy) may be removed by the Council at any time and may not be co-opted more than two times. In the event that a co-opted Director goes on to be elected by the Members, for the purposes of the maximum terms of office his initial appointment shall be the date on which he was first co-opted.

29. Observers

29.1 The Council may invite Observers to their meetings for the purpose of observing proceedings and providing advice, if asked.

29.2 For the avoidance of doubt, Observers shall not be Directors and shall not be entitled to vote on Council matters.

30. Disqualification, resignation and removal of Directors

30.1 A Director shall cease to be a Director if the Director:-

30.1.1 becomes bankrupt or makes any arrangement or composition with their creditors;

30.1.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place;

30.1.3 is disqualified by law from serving as a Association director unless a waiver has been granted;

30.1.4 is considered by the Council to have become incapable, whether mentally or physically, of managing their own affairs and a majority of the other Directors resolve that they must cease to hold office;

30.1.5 resigns by notice in Writing to the Directors (but only if at least three Directors will remain in office when the resignation is to take effect);

- 30.1.6 is absent without permission from 2 consecutive meetings of the Directors and it is resolved by a majority of the other Directors to remove the Director;
- 30.1.7 is removed from office by the Members convening a general meeting and removing the Director in accordance with the procedure set out in the Companies Act;
- 30.1.8 is a co-opted Director and is removed by the Council;
- 30.1.9 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Council meeting provided:
 - (a) at least half of the serving Directors are present at the meeting; and
 - (b) that prior written notice of meeting and the intention to propose such a resolution has been given to the Director in question; or
- 30.1.10 dies.

31. Notification of change of Directors

- 31.1 All appointments, retirements or removals of Directors and the Company Secretary (if any) must be notified to the Registrar of Companies.

DECISION-MAKING BY THE DIRECTORS

32. Meetings of the Council

- 32.1 The Directors must hold at least 4 meetings each year.
- 32.2 The Council may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.

33. Calling a meeting

- 33.1 The Association, if requested by the Chair or any three Directors, must call a meeting of the Council.

34. Participation in meetings

- 34.1 Council meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

35. Quorum for Council meetings

- 35.1 The quorum for a Council meeting is five Directors.
- 35.2 A Director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

36. Chair of Council meetings

- 36.1 The Chair, as elected by the Members, or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each Council meeting.

37. Voting

- 37.1 Matters for decision at any meeting must be decided by a majority of votes and each Director has one vote (including the Chair).
- 37.2 If the votes are equal, the Chair has a second or casting vote.

38. Conflicts of Interest

- 38.1 For the purposes of this Article 38, "Conflict of Interest" means any direct or indirect interest of a Director (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Association, because the Director or a Connected Person may receive a benefit from the Association, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Association.
- 38.2 Subject to Article 38.4, whenever a Director is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Director must:
 - 38.2.1 fully declare the nature and extent of the interest before discussion begins on the matter,

- 38.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Directors,
 - 38.2.3 not be counted in the quorum for that part of the meeting or decision-making process,
 - 38.2.4 be absent during the vote and have no vote on the matter, and
 - 38.2.5 comply with any other requirement which the other Directors resolve is necessary.
- 38.3 If any question arises as to whether a Director has a Conflict of Interest, the question must be decided by a majority decision of the other Directors.
- 38.4 When any Director has a Conflict of Interest, the Directors who do not have a Conflict of Interest (if they form a quorum without counting the Director and are satisfied that it is in the best interests of the Association to do so) may by resolution passed in the absence of the Director permit the Director, notwithstanding any Conflict of Interest which has arisen or may arise for the Director, to:
- 38.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 38.4.2 disclose to a third party information confidential to the Association,
 - 38.4.3 take any other action not otherwise authorised which does not involve the receipt by the Director (or a Connected Person) of any payment or Material Benefit from the Association, or
 - 38.4.4 refrain from taking any step required to remove the conflict.
- 38.5 Where a Director has a Conflict of Interest which has been declared to the Directors, the Director shall not be in breach of that Director's 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, provided that a Director may not withhold information relating to a direct or indirect personal benefit for the Director.
- 38.6 The Directors shall observe the other duties and rules in the Companies Act, and such other rules as the Council adopts, in relation to the management of Conflicts of Interest.
- 38.7 Nothing contained in this Article shall authorise a Director to receive any benefit not permitted elsewhere in these Articles.
- 38.8 For the purposes of this Article 38, a Director is deemed to be connected to:
- 38.8.1 any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his partner or any other family member who is dependent or partially dependent on the Director; and
 - 38.8.2 any firm or company in which the Director is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares do not give him, or him together with any dependent, a substantial interest

(being more than one-fifth of the shares or voting power of the relevant company).

39. Resolutions in Writing without a Council meeting

39.1 A resolution in Writing Signed by all of the Directors is as valid as if it had been passed at a properly held meeting of the Council. The resolution may consist of several documents in the same form Signed by one or more of the Directors.

40. Officers of the Council

40.1 The Chair is elected by the Members.

40.2 If the Chair ceases to be a Director in between annual general meetings, the Directors may appoint a Director as an interim Chair until the next annual general meeting.

40.3 The Directors may appoint or remove any other officers that it wishes. Officers shall be appointed from among the Directors, with the exception of the company secretary who may but need not be a Director.

41. Council's right to act despite vacancies

41.1 The Council may act despite any vacancy on the Council, but if the number of Directors falls below the number fixed as the quorum, it may act only to summon a general meeting of the Association or to appoint further Directors.

42. Validity of acts done at meetings

42.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director, anything done before the discovery is valid.

DELEGATION BY THE COUNCIL

43. Delegation by the Council

43.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—

43.1.1 to such person or committee;

43.1.2 by such means (including by power of attorney);

43.1.3 to such an extent;

43.1.4 in relation to such matters; and

43.1.5 on such terms and conditions;

as they think fit.

43.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom, or committee to which, they are delegated.

43.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

44. Delegation to committees (including working groups)

44.1 Any delegation to a committee must specify those who are to serve on the committee and the Council may co-opt any person who is not a Director to serve on a committee, provided that a committee must include at least one Director at all times.

44.2 All acts and proceedings of a committee must be reported to the Council as soon as possible.

44.3 A committee must not knowingly incur expenditure or liability on behalf of the Association except where authorised by the Council in accordance with a budget approved by the Council.

44.4 A committee may elect a chair of its meetings if the Council does not nominate one.

44.5 If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

45. Meetings of Committees

45.1 Unless the terms of reference for a committee provide otherwise:

45.1.1 a committee may meet and adjourn whenever it chooses;

45.1.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and

45.1.3 a committee must have minutes entered in minute books.

ADMINISTRATIVE PROVISIONS

46. Limited liability and guarantee

46.1 Each Member undertakes to pay £5 in the event of the Association being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:-

46.1.1 payment of the debts and liabilities of the Association incurred before they ceased to be a Member;

46.1.2 payment of the costs, charges and expenses of winding up; and

46.1.3 adjustment of the rights of the contributories among themselves.

46.2 The liability of the Members is limited to £5.

47. Indemnity of Directors

47.1 For the purposes of this Article 46.1, "Relevant Director" means any Director or former Director of the Association.

47.2 Without prejudice to any indemnity to which a Relevant Director may otherwise be entitled, the Association shall indemnify every Relevant Director out of the assets of the Association against all costs and liabilities incurred by the Relevant Director or officer in that capacity to the extent permitted by the Companies Act.

47.3 To the extent permitted by law, the Association may provide funds to every Relevant Director to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Director, provided that they will be obliged to repay such amounts no later than:

47.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or

47.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or

47.3.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

48. Appointment and Removal of a Company Secretary

48.1 The Council may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide his or her period of office, pay and any conditions of service.

49. Appointment of Reporting Accountants or Auditors

49.1 The Association must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Association's income or assets from time to time makes this a legal requirement.

50. Records

- 50.1 The Council must keep records of:-
- 50.1.1 all proceedings at Council meetings (including the names of the Directors present);
 - 50.1.2 all written resolutions
 - 50.1.3 all reports of committees
 - 50.1.4 all proceedings at general meetings; and
 - 50.1.5 all professional advice received.
- 50.2 Council minutes must be kept for a minimum of 10 years from the date of the meeting.

51. Articles, accounts and other statutory records

- 51.1 The Accounts, the Articles and any Regulations must be kept at the Office or at a single alternative inspection location decided by the Council.
- 51.2 The Articles and any Regulations must be available for inspection by the Members of the Association and any Member who requests a copy of the Articles must be sent a copy.
- 51.3 The Accounts must always be open to inspection by Directors. The Directors must decide whether, how far, when, where and under what rules the Accounts may be inspected by Members who are not Directors. A Member who is not a Director may only inspect the Accounts or any records of the Association if the right is given by law or authorised by the Directors or a general meeting.

52. Accounts and returns

- 52.1 The Association must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 52.2 Copies need not be sent to a person for whom the Association does not have a current address (as defined in the Companies Act).
- 52.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 52.3.1 the deadline for filing the Association's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act; or
 - 52.3.2 if earlier, the date on which the Association actually files the accounts and reports (or summary financial statements) with Companies House.
- 52.4 To the extent required by law, the Council must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

53. Service of Notices

- 53.1 The Association may provide notices, accounts or other documents to any Member either:
- 53.1.1 in person; or
 - 53.1.2 by hand-delivery or ordinary post to the Member's registered address;
 - 53.1.3 if the Member has provided the Association with an email address, by email to that address (subject to the Member having consented to receipt of the notice, documents or accounts in this way); or
 - 53.1.4 in accordance with the provisions for communication by website set out below.
- 53.2 If a Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which the Member has provided to the Association for that purpose, or in accordance with the other methods set out in Article 53.1.
- 53.3 However, a Member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Association.
- 53.4 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Association correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Association receives no indication that they have not been received.
- 53.5 Any notice or other document sent in accordance with these Articles is to be treated as having been received:
- 53.5.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;
 - 53.5.2 if sent by email, 24 hours after having been properly sent; or
 - 53.5.3 immediately on being handed to the recipient personally.
- 53.6 The Association may assume that any e-mail address provided to it by a Member remains valid unless the Member informs the Association that it is not.
- 53.7 Where a Member has informed the Association in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Association by means of a website, such information will be validly given if the Association sends that Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting, the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must

be available on the website throughout the notice period until the end of the meeting in question.

54. Irregularities

54.1 The making of any decision, or the proceedings at any meeting of the Directors, Members or a committee shall not be invalidated by reason of:

54.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice,) or

54.1.2 the lack of qualification in any of the persons present and voting,

unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it.

55. Who is Entitled to Notice of General Meetings

55.1 Notice of every general meeting must be given to:-

55.1.1 every Member (except those Members who lack a registered postal address within the United Kingdom and have not given the Association a postal address for notices within the United Kingdom);

55.1.2 the reporting accountants or auditor of the Association;

55.1.3 all Directors; and

55.1.4 any President or other honorary position.

56. Regulations

56.1 The Council may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution. No regulation may be made which invalidates any prior act of the Council which would otherwise have been valid.

57. Winding-up of the Association

57.1 If the Association is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets must be applied in one or more of the following ways:

57.1.1 by transfer to one or more other not-for-profit or charitable bodies established for purposes within, the same as, or similar to the Objects; or

57.1.2 directly for the Objects or for purposes which are within or similar to the Objects.

57.2 The recipient(s) of the remaining assets of the Association shall be chosen by resolution of the Members at or before the time of winding-up or dissolution.