

The Companies Act 1985  
As amended 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Articles of Association**

of

**THE ASSOCIATION FOR DANCE MOVEMENT PSYCHOTHERAPY  
U.K. LIMITED**

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS	MEANINGS
The Act	The Companies Act 1985 as amended 1989.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 500, but the Council may from time to time register an increase of members.
3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall sign a written consent to become a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### MEMBERSHIP

6. Membership of the Association shall be available to individuals or bodies meeting the minimum requirements for membership. Classes of membership and conditions of admission thereto shall be specified in (a) to (d) below:

(a) Student

Any individual currently enrolled on a recognised course of study in an approved subject or subjects as defined by the Association or a sub-committee thereof.

(b) Associate

Any individual or body corporate interested in the aims of the Association.

(c) Registered

Any individual having satisfied the minimum requirements for Registered Membership (RDMT) as defined by The Criteria for Registration as a Practitioner, the Association or a sub-committee thereof.

(d) Fellow

Any individual elected to fellowship by the Association in recognition of academic service or other achievement in the field of Dance Movement Psychotherapy.

(e) Honorary Elder

Any individual of sixty years of age or over elected to honorary membership by the Association in recognition of specialised work contributing to the field of Dance Movement Therapy.

7. All applications for membership of the Association shall be subject to approval by the Council prior to admission to membership.

8. The amount of any entry fees, membership fees or subscriptions shall be determined by the Council, and shall be subject to the approval of the members in general meeting in the event of any change.
9. Membership of the Association shall cease upon receipt by the Association of written notice of retirement or resignation.

#### GENERAL MEETINGS

10. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
14. The accidental omission to give notice of a meeting to, or on the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed as special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.

18 The chair shall be elected at the AGM and the appointment of office of chair shall run for two (2) years. The maximum length of office shall be four years. The chair must have been a member of the Council for at least one year before the election. Notwithstanding article [42] of these presents the chair shall retire by rotation until the term of office has been completed

19. The Chair (if any) of the Council shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting the Chair shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

20. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

22. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

26. Subject as hereinafter provided, every registered member shall have one vote.

27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his or her membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

"I  
"of  
"a member of  
"hereby appoint  
"of  
"and failing him/her,  
"of

"to vote for me and on my behalf at the /Annual or Extraordinary, or Adjourned, as the case may be/ General Meeting of the Association to be held on the      day of      , and at every adjournment thereof.

"As witness my hand this      day of      ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COUNCIL OF MANAGEMENT

33. Until otherwise determined by a General meeting, the number of the members of the Council shall not be less than three nor more than nine.

34. The first members of the Council shall be the subscribers to the Memorandum of Association.

35. The Council may from time to time and at any time appoint any Registered member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

36. No person who is not a Registered member of the Association shall in any circumstances be eligible to hold office as a member of the Council or on any committee of the Council.

#### POWERS OF THE COUNCIL

37. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and be done by the Association, and as are not by statute or these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

38. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## SECRETARY

39. Subject to section 21 (5) of the Companies Act 1976 the Secretary shall be appointed by the Council for such time and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

40. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least three members of the Council and of the Secretary and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

41. The office of a member of the Council shall be vacated-

- A. If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors.
- B. If he or she becomes of unsound mind.
- C. If he or she ceases to be a member of the Association.
- D. If by notice in writing to the Association he or she resigns his or her office.
- E. If he or she ceases to hold office by reason of any order made under section 188 of the Act or section 28 of the Companies Act 1976.
- F. If he or she is removed from office by a resolution duly passed pursuant to section 184 of the Act.

## ROTATION OF MEMBERS OF THE COUNCIL

42. At the first Annual General Meeting and at the Annual General meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third shall retire from office. The consecutive re-election of a member of the Council to the same appointment of office shall not exceed four consecutive years. After the prescribed time above mentioned, the retiring member of the Council shall be eligible for re-election to another vacated office subject to the provisions of Article [44].

43. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Council shall be eligible for re-election.

44. The Association may, at the meeting at which a member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto and in default the retiring member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

45. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

46. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his or her period of office, and may by an Ordinary Resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

#### PROCEEDINGS OF THE COUNCIL

48. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

49. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council, A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50. The Chair is entitled to preside at all meetings of the council. If at any meeting the Chair is not present and willing to preside, the members of the council present shall choose one of their number to be Chair of the meeting.

51. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

52. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

53. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

54. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

55. A resolution in writing signed by all the members for the time being of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## ACCOUNTS

56. The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts.

57. The books of the account shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

58. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

59. At the Annual General Meeting in every year the Council shall lay before the association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in

accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to provisions of section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

## NOTICES

60. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.

61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same was put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## DISSOLUTION

63. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.