

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION FOR DANCE MOVEMENT PSYCHOTHERAPY UK LIMITED

Company Number: 01646790

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE ASSOCIATION FOR DANCE MOVEMENT PSYCHOTHERAPY UK LIMITED (the
"Association")
(Adopted by special resolution passed on [DATE])

Interpretation, objects and limitation of liability

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Articles: means the Association's articles of association for the time being in force;

Associate Member: has the meaning given in article 5;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Companies Acts: means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

Conflict: means a situation in which a Council has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association;

Council: means the council of management for the time being of the Association;

Council Members: means the directors of the Association who together make up the Council. The terms are used interchangeably but for the avoidance of doubt will be referred to as Council Members throughout these Articles;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Companies Act 2006;

Honorary Member: has the meaning given in article 5;

Member: means a person whose name is entered in the Register of Members of the Association and **membership** shall be construed accordingly;

Month: calendar month;

Office: means the registered office of the Association;

ordinary resolution: has the meaning given in section 282 of the Companies Act 2006;

proxy notice: has the meaning given in article 15;

Registered Member: has the meaning given in article 5;

Seal: means the common seal of the Association;

special resolution: has the meaning given in section 283 of the Companies Act 2006;

subsidiary: has the meaning given in section 1159 of the Companies Act 2006;

Student Member: has the meaning given in article 5;

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 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.3 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.4 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.5 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 Unless the context otherwise requires, reference to one gender shall include reference to other genders.

2. Liability of Members

- 2.1 The liability of each Member is limited to £5, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—
- (a) payment of the Association's debts and liabilities contracted before he ceases to be a Member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

3. Income

- 3.1 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Association of:
- (a) reasonable and proper remuneration to any Member, Council Member or servant of the Association for any services rendered to the Association;
 - (b) any interest on money lent by any Member or any Council Member at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by any Member or Council Member; or
 - (d) reasonable out-of-pocket expenses properly incurred by any Council Member.

4. Winding up

On the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Association. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Council at or before the time of winding up or dissolution.

Members: becoming and ceasing to be a Member

5. Membership

- 5.1 The Association shall admit to membership an individual or organisation who meets the minimum requirement for membership. Classes of membership and requirements of admission thereto are as follows:
- (a) **Student**
Any individual currently enrolled on a course of study in dance movement psychotherapy in a subject or subjects as defined by the Association or a subcommittee thereof
 - (b) **Associate**
Any individual or corporation interested in the aims of the Association
 - (c) **Registered**
Any individual having satisfied the minimum requirements for Registered Membership (RDMP) as defined by The Criteria for Registration as a Practitioner by the Association or a subcommittee thereof
 - (d) **Honorary**
Any individual elected to honorary status by the Council in conjunction with the Association in recognition of academic service or other longstanding specialised work contributing to the field of dance movement psychotherapy
- 5.2 The different classes of Members and different rights and obligations for each class are recorded in the Register of Members.
- 5.3 All applications for membership of the Association shall be subject to approval by the Council or subcommittee thereof prior to admission to membership.
- 5.4 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 a general meeting in the event of any change.
- 5.5 A Member may withdraw from membership of the Association by giving seven days' notice to the Association in writing and any person ceasing to be a Member shall be removed from the Register of Members.

6. Expulsion of Member

- 6.1 The Council may terminate the membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the Council, the Member:
- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and Council into disrepute; or
 - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole; or
 - (c) has failed to observe the terms of these Articles and the rules of the Association.

Following such termination, the Member shall be removed from the Register of Members.

- 6.2 In line with the ADMP Complaints Procedure for Members, where written notice of termination is given to the Member, this must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Council must consider any representations made by the Member and inform the Member of their decision following such consideration.
- 6.3 A Member whose membership is terminated under this article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Association any subscription or other sum owed by him.

Decision making by Members

7. General meetings

- 7.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such a time and place as may be determined by the Council, provided that every Annual General meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 7.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 7.3 The Council may whenever they think fit convene an extraordinary general meeting and Members representing at least 5% of the total voting rights of all the Members having a right to vote at general meetings can require the Council convene an extraordinary general meeting.

7.4 Twenty-one days' notice in writing must be given of every annual general meeting and of every meeting convened to pass a special resolution, and at least fourteen days' notice in writing of every other general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business (as defined in article 8) the general nature of that business.

7.5 The accidental omission to give notice of a general meeting to, or on the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed at any meeting.

8. Proceedings at general meetings

8.1 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 Council Members in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.

8.2 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 present shall be a quorum.

9. Chairing general meetings

9.1 The Chair shall be elected by the Members at a general meeting, and the appointment shall run for a period of two years. The maximum length of office shall be four consecutive years. In order to be appointed as Chair, the Registered Member must have been a Council Member for not less than twelve months.

9.2 The Chair shall preside as Chair at every general meeting, but if there is no such Chair, or if at any meeting the Chair shall not be present within half an hour after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose another Council Member to Chair, but if no such Council Member is present then the meeting shall be adjourned and re-scheduled.

9.3 The person chairing a meeting in accordance with this article 9 is referred to as "the Chair of the meeting".

10. Attendance and Speaking by Council Members and Non-members

- 10.1 The Chair of the meeting may permit other persons who are not Members of the Association to attend and speak at a general meeting.

11. Adjournment

- 11.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 11.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 11.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 11.4 When adjourning a general meeting, the Chair of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council Members, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 11.5 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Association must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 11.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

12. Voting: general

- 12.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 12.2 All Members have one vote at general meetings, provided their annual membership fee has been paid, apart from each Student Members who cannot vote on issues relating to educational or training standards or professional practice standards.

13. Errors and disputes

- 13.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 13.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

14. Poll votes

- 14.1 A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 14.2 A poll may be demanded by—
- (a) the Chair of the meeting;
 - (b) the Council;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 14.3 No poll shall be demanded on—
- (a) election of a Chair of a meeting; or
 - (b) any question of adjournment.
- 14.4 A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the Chair of the meeting consents to the withdrawal.

14.5 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

15. Content of proxy notices

15.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council Members may determine; and
- (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

15.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

15.4 Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16. Delivery of proxy notices

16.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

16.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

16.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

16.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

17. Amendments to resolutions

17.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
- (b) 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—

- (a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) 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 out of order, the Chair's error does not invalidate the vote on that resolution.

Council

18. Membership of the Council

- 18.1 Membership of the Council is through an election at the annual general meeting for a term of two years. Council Members may be re-elected but can only hold the position for two consecutive two-year periods.
- 18.2 No Council Member can be re-elected to the Council within five years after their preceding term in office ended.
- 18.3 The Council may from time to time and at any time appoint any Registered Member of the Association as a Council Member, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any Council 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 (provided they have not been a Council Member for over four years).
- 18.4 Until otherwise determined by a general meeting, the number of Council Members shall not be less than three nor more than seven.
- 18.5 No person who is not a Registered Member of the Association shall be eligible to hold office as a Council Member. For the avoidance of doubt this means that no Student Member, Associate Member or Honorary Member may be appointed to the Council.
- 18.6 The Chair of the Council will be the chair appointed at a general meeting in accordance with article 9. If at any meeting the Chair is not present and/or willing to preside, then the Council Members will choose one of their number to be Chair of the meeting.
- 18.7 In any case where, as a result of death, the Association has no Members and no Council Members, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Council Member.
- 18.8 For the purposes of the article 18.7, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

19. Termination of Council's appointment

- 19.1 A person ceases to be a Council Member as soon as—
- (a) that person ceases to be a Council Member by virtue of any provision of the Companies Acts or is prohibited from being a Council Member by law;

- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;
- (e) notification is received by the Association from the Council Member that the Council Member is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) the Council Member no longer meets the requirements for being a Registered Member.

19.2 If any Council Member is removed prior to the expiration of their period in office, the Association may by ordinary resolution appoint another Registered Member in their stead, but any person so appointed shall retain their office so long only as the Council Member in whose place he or she is appointed would have held the same if they had not been removed.

20. Council Members' expenses

- 20.1 The Association may pay any reasonable expenses which the Council Members properly incur in connection with their attendance at—
- (a) Council meetings or committees of Council Members,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

21. Council's General Authority

- 21.1 Subject to the Articles, the Council is responsible for the management of the Association's business, for which purpose the Council Members may exercise all the powers of the Association.
- 21.2 The current Council Members may act notwithstanding any vacancy in their body; provided always that in case the Council Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, 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.

22. Members' Reserve Power

- 22.1 The Members may, by special resolution, direct the Council to take, or refrain from taking, specified action.
- 22.2 No such special resolution invalidates anything which the Council have done before the passing of the resolution.

23. Council Members may Delegate

- 23.1 Subject to the Articles, the Council Members may delegate any of the powers which are conferred on them under the Articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- 23.2 If the Council Members so specify, any such delegation may authorise further delegation of the Council Members' powers by any person to whom they are delegated.
- 23.3 The Council Members may revoke any delegation in whole or part, or alter its terms and conditions.

24. Committees

- 24.1 Committees to which the Council Members delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Council Members.
- 24.2 The Council Members may make rules of procedure or terms of reference for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

25. Council Members to take decisions collectively

25.1 The general rule about decision-making by Council Members is that any decision of the Council Members must be either a majority decision at a Council meeting or a decision taken in accordance with article 8.

25.2 If—

- (a) the Association only has one Council Member, and
- (b) no provision of the Articles requires it to have more than one Council Member,

the general rule does not apply, and the Council may take decisions without regard to any of the provisions of the Articles relating to Council Members' decision-making.

26. Unanimous decisions

26.1 A decision of the Council is taken in accordance with this article when all eligible Council Members indicate to each other by any means that they share a common view on a matter.

26.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Council Member or to which each eligible Council Member has otherwise indicated agreement in writing.

26.3 References in this article to eligible Council Members are to Council Members who would have been entitled to vote on the matter had it been proposed as a resolution at a Council meeting.

26.4 A decision may not be taken in accordance with this article if the eligible Council Members would not have formed a quorum at such a meeting.

27. Calling a Council meeting

27.1 Any Council Member may call a Council meeting by giving notice of the meeting to the Council Members or by authorising the company secretary (if any) to give such notice.

27.2 Notice of any Council meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and

- (c) if it is anticipated that Council Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

27.3 Notice of a Council meeting must be given to each Council Member, but need not be in writing.

27.4 Notice of a Council meeting need not be given to Council Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

28. Participation at Council meetings

28.1 Subject to the Articles, Council Members participate in a Council meeting, or part of a Council meeting, when—

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

28.2 In determining whether Council Members are participating in a Council meeting, it is irrelevant where any Council Member is or how they communicate with each other.

28.3 If all the Council Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

29. Casting vote

29.1 If the numbers of votes for and against a proposal are equal, the Chair or other Council Member chairing the meeting has a casting vote.

29.2 But this does not apply if, in accordance with the Articles, the Chair or other Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

30. Quorum for Council meetings

30.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 30.2 The quorum for Council meetings may be fixed from time to time by a decision of the Council Members, but it must never be less than three, and unless otherwise fixed it is three.
- 30.3 If the total number of Council Members for the time being is less than the quorum required, the Council Members must not take any decision other than a decision—
- (a) to appoint further Council Members, or
 - (b) to call a general meeting so as to enable the Members to appoint further Council Members.

31. Records of decisions to be kept

The Council Members must ensure that the Association keeps a record for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Council Members.

32. Council's discretion to make further rules

Subject to the Articles, the Council Members may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Council Members.

33. Conflicts of Interest

- 33.1 If a proposed decision of the Council Member is concerned with an actual or proposed transaction or arrangement with the Association in which a Council Member is interested, that Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 33.2 But if paragraph 33.3 applies, a Council Member who is interested in an actual or proposed transaction or arrangement with the Association (as defined by section 177 of the Companies Act 2006) is to be counted as participating in the decision-making process for quorum and voting purposes.
- 33.3 This paragraph applies when—
- (a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Council Member from being counted as participating in the decision-making process;
 - (b) the Council Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Council Member's conflict of interest arises from a permitted cause.

- 33.4 For the purposes of this article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a Council Member in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Council Members or former employees and Council Members of the Association or any of its subsidiaries which do not provide special benefits for Council Members or former Council Members.

33.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Council meeting or part of a Council meeting.

33.6 Subject to paragraph 33.7, if a question arises at a Council meeting or of a committee of the Council as to the right of a Council Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Council Member other than the Chair is to be final and conclusive.

33.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Council Members at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

34. Secretary

The Council may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Council so decide, appoint a replacement, in each case by a decision of the Council.

35. Change of Association name

The name of the Association may be changed by:

- (a) a decision of the Council; or
- (b) a special resolution of the Members,

or otherwise in accordance with the Companies Acts.

Administrative arrangements

36. Means of communication to be used

- 36.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted [(or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 36.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Companies Acts.

37. Rules

The Council may establish rules or Terms of Reference governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the terms of these Articles and any rules established under this article, the terms of these Articles shall prevail.

38. Indemnity and insurance

38.1 Subject to article 20, but without prejudice to any indemnity to which a Council Member is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:
 - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
 - (ii) in relation to the Association's (or any associated Association's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's affairs; and

- (b) the Association may provide any Council Member with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 38.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

39. Accounts

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

39.2 The books of account shall be kept at the Office, or, subject to the provision 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.

39.3 Except as provided by law or authorised by the Council or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

39.4 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

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.

40. Association seals

40.1 The Seal may only be used by the authority of the Council.

40.2 The Council may decide by what means and in what form the Seal is to be used.

40.3 Unless otherwise decided by the Council, if the Association has a seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

40.4 For the purposes of this article, an authorised person is—

- (a) any Council of the Association;
- (b) the Association secretary (if any); or
- (c) any person authorised by the Council for the purpose of signing documents to which the common seal is applied.