



COMPANY NO: 2175320

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
EXTRAORDINARY RESOLUTION
OF

BRITISH ASSOCIATION FOR COUNSELLING

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE-NAMED
COMPANY, DULY CONVENED AND HELD AT

**WARWICK UNIVERSITY, RAMPHAL BUILDING, GIBBET HILL ROAD,
COVENTRY. CV4 7AL**

ON THE 17TH DAY OF SEPTEMBER 1999

THE FOLLOWING RESOLUTION WAS DULY PASSED:-

Resolution I: Memorandum & Articles of the Association

As the millennium approaches and the world of counselling becomes more complex, your Management Committee is convinced that the Memorandum and Articles of the Association need to be reviewed so that they are reflective of this new environment and facilitate BAC's development. The principal outcome of the review undertaken is the necessity of enabling BAC to make decisions more efficiently, to use a more modern approach with the use of modern and more accessible language and to have Memorandum and Articles fit for the purpose of the Association going forward. The text of the revision to the Memorandum and Articles is presented for adoption by the membership, subject to approval by the Charity Commissioners.

Memorandum of Association

1. The name of the Company (hereinafter called 'the Association') is British Association for Counselling.
2. The registered office of the Association will be situated in England.
3. The Association is established:
 - i. to promote and provide education and training for counsellors and/or psychotherapists working in either professional or voluntary settings, whether full or part time, with a view to raising the standards of counselling and/or psychotherapy for the benefit of the community and in particular for those who are the recipients of counselling and/or psychotherapy; and

ii. to advance the education of the public in the part that counselling and/or psychotherapy can play generally and in particular to meet the needs of those members of society where development and participation in society is impaired by mental, physical or social handicap or disability.

In furtherance of the said object, but not further or otherwise:

- (a) to act as a central body for the purpose of consultation in matters of educational or public interest concerning counselling and/or psychotherapy
- (b) to set and promote standards in education, training and experience in the principles, practice and skill of counselling and/or psychotherapy
- (c) to keep and publish a register of members which may include their qualifications, appointments and experience
- (d) to formulate standards of professional conduct and competence for those engaged in counselling and/or psychotherapy
- (e) to provide means of assessing knowledge, skill and experience of the principles and practice of counselling and/or psychotherapy of persons seeking admission to membership of the Association and to issue certificates and diplomas or other awards to those who pass such assessments and tests; provided that no certificate or diploma or other award shall be issued by the Association which does not state clearly on its face that it is not issued by or under the authority of any government department or authority but is issued by the Association only, except that no such statement shall be required in the case of any certificate or diploma or other award issued by the Association in conjunction with the Department for Education and Employment
- (f) to collaborate, as appropriate, with the Department for Education and Employment and other educational bodies in the United Kingdom and elsewhere in exercising the process contained in above and hereafter
- (g) to set up and administer such systems for the accreditation and/or registration of counsellors, psychotherapists, supervisors, trainers and other persons, organisations or activities related to counselling and/or psychotherapy as may be deemed appropriate
- (h) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes
- (i) to promote and facilitate the dissemination and exchange of information on matters of professional interest among members and others by holding of conferences, meetings, seminars for the reading of papers and reports, by the publication, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies
- (j) to encourage the study of counselling and/or psychotherapy by instituting, establishing and promoting educational and training courses, scholarships, grants, awards and prizes or by other such means as may be thought appropriate

- (k) to establish such services including technical and advisory services to the public and the membership as may promote and further the interest and efficiency of members and others for the public good and the counselling and/or psychotherapy profession generally
- (l) to foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research
- (m) to establish and maintain a library and collection of literature, films and other material relating to counselling, psychotherapy and other related cognate professional activities and to afford to the public facilities for the use of the same
- (n) to confer, consult, maintain contact and collaborate with any authorities, associations, societies, institutions or bodies of persons for the time being established in the United Kingdom or elsewhere
- (o) in furtherance of any one or more of the objects of the Association:
 - i) to take and accept any subscriptions, gifts, endowments or bequests of money, property or other assets whether subject to any special trust or not
 - ii) to purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal property
 - iii) subject to such consents as may be required by law to sell, lease, let or mortgage or otherwise dispose of any assets belonging to the Association
- (p) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise
- (q) to acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Association and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for any one or more objects of the Association
- (r) to organise, finance, and maintain alone or in conjunction with one or more other professional counselling and/or psychotherapy bodies or other cognate professional bodies, schemes for the regulation and discipline of the Association's members in matters of professional or business conduct
- (s) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association
- (t) to borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Association shall not undertake any permanent trading activities in raising funds for the objects of the Association
- (u) to invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

- (v) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association
 - (w) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association
 - (x) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
 - (y) to be subject to the provisions of Clause 4 hereof, to pay reasonable sums or premiums for or towards the provision of pensions for officers or servants (not being a member of the Management Committee) for the time being of the Association or its dependants
 - (z) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association
 - (aa) to pay out of the funds of the Association the cost, charges and expenses of and incidental to the formation and registration of the Association
 - (bb) to establish where necessary local branches (whether autonomous or not)
 - (cc) to do all such other lawful things as shall further the above objects or any of them.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Management Committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Management Committee for any services rendered to the Association;
 - (b) of interest on money lent by any member of the Association or the Management Committee at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Management Committee or three per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Management Committee;

- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company;
 - (e) to any member of the Management Committee reasonable out-of-pocket expenses; and
 - (f) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any one of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association. Provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the directors (or any of them).
- 5. The liability of the members is limited.
 - 6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
 - 7. 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 to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

Articles of Association

Interpretation

- 1. In these Articles:
 - 'the Association' means the Company.
 - 'the Act' means the Companies Act, 1985.
 - 'the Committee' means the Management Committee of the Association known by whatever title it shall from time to time determine.
 - 'the Seal' means the common seal of the Association.
 - 'Secretary' means any person appointed to perform the duties of the Secretary of the Association.

‘the United Kingdom’ means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Objects

2. The Association is established for the objects expressed in the Memorandum of Association.

Members

3. The number of members with which the Association proposes to be registered is unlimited.
4. Membership of the Association shall be divided into two categories, namely organisational and individual membership.
 - 4.1 Each category of membership of the Association may have classes and sub-classes as laid down from time to time in the regulations made under Article 68 below.
 - 4.2 Applications for membership shall be made to the Secretary of the Association in writing and in such form and containing such information as the Management Committee may from time to time prescribe. The Association may, before any decision on any application is made, require any additional information.
 - 4.3 The Management Committee or any sub-committee or working group set up for the purpose may decline any application made to the Association for membership. Any decision so made shall be final and no reasons shall be required to be appended to that decision.
 - 4.4 Every member of the Association shall be bound to further, to the best of their ability, the objects of the Association and shall observe all regulations laid out herein and any regulations made under Article 68.
 - 4.5 A member of the Association shall cease to be a member unless the Management Committee determines otherwise:
 - (a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose
 - (b) if such member resigns by giving notice in writing of resignation
 - (c) if the member becomes of unsound mind
 - (d) if the person is excluded from membership under Article 4.6 below
 - (e) if they otherwise cease to qualify for membership under the Articles.

Provided always that any member who ceases to be a member shall remain subject to any liability imposed on them by the Memorandum and Articles of Association or any regulations made under these Articles.

- 4.6 Any member of the Association may be excluded from membership of the Association by a resolution of the Management Committee acting upon the recommendation of a sub-committee of that Management Committee whose function is to consider the conduct of such members in accordance with the regulations made under these Articles for the time being in force provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose.
5. Unless the members of the Management Committee or the Association in General Meeting shall make other provision pursuant to the powers contained in Article 68, the Management Committee members may in their absolute discretion permit any member of the Association to retire provided that after such retirement the number of members is not less than three.

6. General Meetings

- 6.1 A general meeting of the Association shall be held once in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Management Committee, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.
- 6.2 The above General Meetings of the Association shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
- 6.3 The Management Committee may call an Extraordinary General Meeting whenever it thinks fit and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by the Act.

Notice of General Meetings

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

9. 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 special, with the following exceptions:
 - (a) the consideration of the accounts and balance sheet
 - (b) the consideration of the reports of the Management Committee
 - (c) the declaration of the results of elections held pursuant to Article 33
 - (d) the appointment of and the fixing of the remuneration of the Auditors.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: members present in person or by proxy entitled to cast one hundred votes between them shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine.
11. The Chair of the Association shall chair every General Meeting of the Association, or if
s/he shall not be present the President or Vice President or any member of the Management Committee present who has been proposed and seconded by voting members shall chair the meeting.
12. The Chair of the meeting 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
13. 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 on the declaration of the result of the show of hands) demanded:
 - (a) by the Chair of the meeting; or
 - (b) by at least three members present in person and entitled to vote; or
 - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings 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 such resolution.

14. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct. Every voting member present in person or by proxy shall be entitled to vote. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
15. 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 further or casting vote.
16. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately.
17. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Association duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

Votes of Members

18. Every voting member shall have the number of votes laid down by regulations made under Article 68 below.

Votes may be cast in person or by post or by proxy as the Management Committee in its sole discretion shall determine.

The demand for 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.

19. No member shall be entitled to attend or vote at any General Meeting unless all monies presently payable by her/him to the Association have been paid.
20. A member entitled to vote may appoint any other member who is qualified to vote as her/his proxy.
21. An instrument appointing a proxy shall be in such form as the Management Committee shall from time to time approve.

Organisations Acting by Representatives at Meetings

22. Any organisation which is a member of the Association may by resolution of its Management Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as that organisation could exercise if it were an individual member of the Association.

Management Committee

23. There shall be a Management Committee consisting of Chair and Deputy Chair, together with not less than five or more than nine other members.
24. The Management Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Management Committee meetings or General Meetings of the Association or in connection with the business of the Association.

Borrowing Powers

25. The Management Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Powers and Duties of the Management Committee

26. The business of the Association shall be managed by the Management Committee which may pay all expenses incurred in the formation of the Association, and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Association in General Meeting; but no such regulation shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
27. All cheques and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed draw accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time determine.
28. The Management Committee shall cause minutes to be made:
 - (a) of the names of the Management Committee members present at each Management Committee meeting; and
 - (b) of all resolutions and proceedings at all meetings of the Association, and of the Management Committee.

Disqualification of Management Committee Members

29. The office of Management Committee member shall be vacated if the member:
 - (a) becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
 - (b) becomes prohibited from being a Management Committee member by reason of any order made under Section 295 of the Act or by virtue of Section 72 of the Charities Act 1993; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his property and affairs; or

- (d) resigns her/his office by written notice to the Association; or
 - (e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of her/his interest as required by Section 317 of the Act.
30. A Management Committee member shall not vote in respect of any contract in which s/he is interested or any matter arising thereof, and if s/he does so vote her/his vote shall not be counted.

Election of Honorary Officers & Other Management Committee Members

31. Members elected to the Management Committee shall hold office from the close of the Annual General Meeting at which her/his election was declared to the close of the third Annual General Meeting thereafter (or such shorter period as the Management Committee may prescribe to secure rotation).
32. One third of the members of the Management Committee shall stand for election each year and can serve for up to three years (or such shorter period as the Management Committee may prescribe to secure rotation). Retiring members shall be eligible for re-election but no member may serve for a period exceeding seven consecutive years without a two-year break (disregarding any period served as an Honorary Officer).
33. The regulations enacted under these Articles shall prescribe all matters relating to the election of elected members, the procedure for conducting the elections and for the resolution of doubts or difficulty by the President, or some other member nominated by her/him to have a casting vote in the event of a tie.
34. The Association at the meeting at which a Management Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Management Committee member shall, if offering her/himself 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.
35. The Association may from time to time by ordinary resolution increase or reduce the number of Management Committee members.
36. Subject to provisions of any regulations made under Article 68 below, the Management Committee shall have power at any time to appoint any person to be a Management Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Management Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Management Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
37. The Management Committee may at any time and from time to time by resolution appoint any person whether or not a member of the Association to be Patron of the Association and may determine the period for which s/he shall hold office.

38. There shall be a President of the Association elected at the Annual General Meeting for a term of three years. The same individual shall not hold office as President for more than six consecutive years.
39. There shall be a maximum of twelve Vice Presidents elected at Annual General Meeting for a term of five years. The same individual shall not hold office as Vice President for more than ten years.
40. There shall be a Chair elected for a period of three years at the Annual General Meeting. The Chair, or in her/his absence the Deputy Chair, shall Chair all General Meetings of the Association and all meetings of the Management Committee. The Chair shall be entitled to attend any meeting of all sub-committees and boards of the Association howsoever they may be constituted. The Chair shall be entitled to delegate to the Deputy Chair or to any one or more members of the Management Committee any or all of her/his powers and duties for such period and subject to such conditions and generally as s/he shall think fit. The same individual shall not hold office as Chair for more than two consecutive terms.
41. There shall be a Deputy Chair elected for a period of three years at the Annual General Meeting. The same individual shall not hold office as Deputy Chair for more than two consecutive terms.
42. There may be an Honorary Treasurer appointed each year by the Management Committee, who shall be a non-voting member of the Management Committee whose term of office, subject to annual re-appointment, shall be unlimited.
43. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Management Committee member before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member. The Association may by ordinary resolution appoint another person in place of a Management Committee member removed under this Article.
44. The Management Committee may resolve that a Management Committee member should be removed if s/he is absent without permission from three successive meetings provided that due notice is given and the said Management Committee member be given an opportunity to make representations to a meeting convened by the Management Committee for that purpose.
45. The Management Committee may resolve that a Management Committee member be removed from office for good cause provided that a three quarters majority vote of members present and voting is achieved and provided that due notice is given and the said Management Committee member be given an opportunity to make representations to a meeting convened by the Management Committee for that purpose.

Proceedings of the Management Committee

46. The Management Committee shall meet together at least twice yearly for the dispatch of business and may adjourn, and otherwise regulate its meetings, as it

thinks fit. Questions arising at any meeting shall be decided by a majority of votes of Management Committee members present and voting. In the case of an equality of votes the Chair shall have a second or casting vote. A Management Committee member may, and the Secretary on the request of a Management Committee member shall, at any time summon a Management Committee meeting. It shall not be necessary to give notice of a Management Committee meeting to any member for the time being absent from the United Kingdom.

47. Subject to any provision in the regulations enacted under these Articles, the Management Committee shall regulate its own proceedings and shall prescribe its own quorum.
48. The Management Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members, for the purpose of increasing the number of members to that number or of summoning a General Meeting of the Association, but for no other purpose.
49. The Management Committee may appoint on such terms as it thinks fit such sub-committees and boards as it thinks fit.
50. Any sub-committee or board appointed by the Management Committee may be composed of members of the Management Committee or members of the Management Committee and other persons (whether or not members) or of other persons (whether or not members).
51. All acts done by any meeting of the Management Committee or of a sub-committee, or by any person acting as a Management Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Management Committee member.
52. A resolution in writing, signed by all the Management Committee members entitled to receive notice of a Management Committee meeting, shall be as valid and effectual as if it had been passed at a Management Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Management Committee members.

Secretary

53. Subject to Section 283 of the Act the Secretary shall be appointed by the Management Committee for such term at such remuneration and upon such conditions as the Management Committee may think fit; and any Secretary so appointed may be removed by it: provided always that no Management Committee member may occupy the salaried position of Secretary.
54. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied

by its being done by or to the same person acting both as Management Committee member and as, or in place of, the Secretary.

The Seal

55. The Management Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Management Committee or of a sub-committee authorised by the Management Committee in that behalf and every instrument to which the seal shall be affixed shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member or by some other person appointed by the Management Committee for the purpose.

Accounts

56. The accounting records shall be kept at the registered office of the Association or, subject to Section 227 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of the Officers of the Association.
57. The Management Committee must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charities Commission of annual reports, annual returns and annual statements of account.
58. The Management Committee 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 Management Committee members, and no member (not being a Management Committee member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Management Committee or by the Association in General Meeting.
59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, and the Management Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

Notices

60. A notice may be served by the Association to any member or other person either personally or by post. If any such notice or other document is served by post it shall be sent to the last address of the member concerned which is recorded by her/him with the Association. It shall be deemed wherever that address may be to have been served on the third day following that on which it was posted unless at

the place of receipt that latter day is a Sunday or a public holiday in which case service shall be deemed to have occurred on the first day thereafter which is not one of such exceptional days.

61. Notice of every General Meeting shall be given in any manner herein before authorised to:
 - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for her/his death or bankruptcy would be entitled to receive notice of the meeting;
 - (c) the Auditor for the time being of the Association; and
 - (d) each Management Committee member.

No other person shall be entitled to receive notices of General Meetings.

62. Any notice or other document, required by these Articles, the regulations enacted under these Articles, or any regulation thereunder, to be sent to any member may be a written or printed notice, and (save where provision to the contrary is made) may be sent to a member either separately or with or as part of a publication of the Association.
63. In these Articles or any regulations made hereunder the expression 'notice' includes a voting paper of any type.

Amendment

64. No alteration may be made to an Article which directs or restricts the way monies or property of the Association maybe used without the prior written approval of the Charity Commission.
65. The provision of these Articles may, by special resolution in General Meeting, be added to, amended or revoked. Such amendment shall require the number voting in favour of the resolution to be not less than two thirds of the number of members present who were entitled to vote and voting.
66. Any amendment requires a resolution in writing duly proposed and seconded. A resolution must be received by the Secretary not less than twenty-eight clear days before the date proposed for the General Meeting. At least twenty-one clear days' notice in writing of such meeting, together with a copy of the resolution or resolutions to be proposed, shall be sent by the Secretary to each member of the Association.
67. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Regulations


68 (a) The Management Committee may from time to time make such regulations as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may thereby regulate:

- i) the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- ii) the conduct of members of the Association in relation to one another, and to the Association's employees.
- iii) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes.
- iv) the procedure at General Meetings and meetings of the Management Committee and sub-committees in so far as such procedure is not regulated by these Articles.
- v) and, generally, all such matters as are commonly the subject matter of Association regulations.

(b) The Association in General Meeting shall have power to alter or repeal the regulations and to make additions to them and the Management Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such regulations, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.

Proposed by Gabrielle Syme, seconded by Craig McDevitt

SIGNED


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SECRETARY

DATE

12.10.99
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