

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

Company No: 2928708

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF

**THE BRITISH
PSYCHODRAMA ASSOCIATION**

(Incorporated the 13th May 1994)

(with amendments, July 1997)

(with amendments July



COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
of
THE BRITISH PSYCHODRAMA ASSOCIATION

1. The name of the company ("the Association") is the British Psychodrama Association
2. The registered office of the Association will be situated in England and Wales.
3. The objects for which the Association is established are:
 - 3.3 to promote the advance of psychodrama as a profession
 - 3.4 to promote the education and training of practitioners of psychodrama
 - 3.5 to promote the highest professional and ethical standards in the practice of psychodrama
 - 3.6 to advance the education of the public about psychodrama
4. In furtherance of the principal objects but not otherwise the Association shall have power:
 - 4.1 to approve and recognise practitioners and trainers in psychodrama and sociodrama and supervisors and training supervisors as being fit and proper persons and as having achieved the requisite standard of competence
 - 4.2 to accredit training programmes in psychodrama, sociodrama and action methods provided by other persons institutions associations societies or companies
 - 4.3 to maintain such registers as may be thought fit of practitioners, trainers, supervisors, training supervisors and training organisations in psychodrama and sociodrama approved or recognised by the Association and of trainees attending courses in psychodrama and sociodrama accredited by the Association
 - 4.4 to formulate adopt and from time to time amend a Code of Practice and such other rules and regulations relating to the practice of and training in psychodrama and sociodrama as may serve to promote the highest standards of practice and training in psychodrama and sociodrama and to promote and encourage the observance of such Code of Practice and other rules and regulations by all practitioners and trainers in psychodrama and sociodrama. Also to approve that UK passed practitioners, trainers and senior trainers be covered to the United Kingdom Council for Psychotherapy (UKCP) codes of ethics and professional practice.
 - 4.5 to charge such subscriptions and fees as may be thought fit in connection with

the carrying out of any of the functions of the Association in the furtherance of the objects of the Association

- 4.6 to hold courses, meetings, lectures, classes, seminars and exhibitions either alone or with others
- 4.7 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
- 4.8 to purchase, take on lease or in exchange, hire or otherwise acquire real and personal estate which may appear convenient;
- 4.9 to construct, maintain and alter any houses, buildings or installations;
- 4.10 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
- 4.11 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association;
- 4.12 to print and publish any journals, newspapers, periodicals, books or leaflets;
- 4.13 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Association;
- 4.14 to borrow and raise money and secure its repayment in any manner;
- 4.15 to invest the funds of the Association in or upon such investments securities or property as may be thought fit;
- 4.16 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
- 4.17 to subscribe to any local or other charities, and to grant donations for any public purpose;
- 4.18 to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
- 4.19 to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Association;
- 4.20 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anybody with which the Association is authorised to amalgamate;
- 4.21 to transfer all or any part of the property, assets, liabilities and engagements of the Association to anybody with which the Association is

authorised to amalgamate;

4.22 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.

5. The income of the Association, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.

6. The liability of members is limited.

7. Every member of the Association undertakes to contribute:

7.1 to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member;

7.2 for payment of the debts and liabilities of the Association, contracted before he ceased to be a member, and of the costs, charges, and expenses of winding up; and

7.3 for the adjustment of the rights of the contributories among themselves; such amount as may be required not exceeding £1

8. If on the winding up of the Association there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Association, but shall be given or transferred to some other body (whether or not it is a member of the Association) having objects similar to those of the Association, or to another body the objects of which are charitable.

ARTICLES OF ASSOCIATION OF THE BRITISH PSYCHODRAMA ASSOCIATION

GENERAL

1. In these articles the words and expressions in the first column of the following table shall where the context admits bear the meaning set opposite to them in the second column of the table:

The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
The Association	British Psychodrama Association
These Articles	The articles of association of the Association as from time to time altered or added to
The Committee	The Executive Committee for the time being of the Association
Ethical Principles and Code of professional practice	The code of professional ethics and practice and any other rules and regulations adopted by the Association under article 10.1
The Office	The registered office of the Association
The Accrediting and training Committee	The sub-committee of the Association established under article 11
The Ethics Committee	The sub-committee of the Association established under article 10.2
The Seal	The common seal of the Association if it has one
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written or produced by any method of depicting words in a visible form

Subject as above, any words or expressions defined in the Act or any statutory modification of it in force at the date on which these articles become binding on the Association shall where the context admits bear the same meaning in these articles.

Any reference in the Act to "the directors" or a "director" shall in these articles be

deemed to be a reference to the Committee or a member of it respectively

2. The provisions of sections 352-354 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The number of members with which the Association proposes to register is 280, but the Committee may from time to time authorise increases in the number of members above this figure.
4. The Association is established for the purposes expressed in the memorandum of association. These articles shall be construed with reference to the provisions of the Act, and terms used in these articles shall be taken as having the same meanings as they have when used in the Act.

MEMBERSHIP AND REGISTERS

5. There shall be the following categories of membership of the Association:

Full member: any person who is interested in psychodrama in either a personal or professional capacity can apply for full membership of the Association. Acceptance of such application shall be at the discretion of the Committee. Upon acceptance and subject to the payment of the annual subscription (or a part in accordance with article 42.8) the full member will be entitled to full voting rights in accordance with these articles and thenceforth to receive all relevant journals, newsletters and other papers distributed to full members by the Association and be entitled to any reductions, offers and assistance currently available in that year.

Honorary member: any person who has rendered some distinguished service in furthering one or all of the objects of the Association may be recommended to the general meeting by the Committee to be granted honorary membership of the Association, which shall have no annual subscription, and may be awarded for any period deemed suitable by the general meeting, and may have any other right or function attached to the offer as is deemed appropriate by the Committee and approved by the general meeting subject as always to the right of the general meeting to terminate on reasonable notice such honorary membership or right or function attached to it.

6. The Association shall establish and maintain such registers as may from time to time be thought fit of:
 - 6.1 persons organisations and training programmes approved or recognised by the Association as being fit and proper persons to train others in psychodrama and/or sociodrama and as having achieved the requisite standard of competence.
 - 6.2 persons approved or recognised by the Association as being fit and

- proper persons to practice psychodrama and/or sociodrama and as having achieved the requisite standard of competence.
- 6.3 persons undergoing a course of instruction or training accredited by the Association.
- 6.4 Persons approved or recognised by the Association as being fit and proper persons to supervise others practising psychotherapy
7. A fee, determined by the Committee, may be charged on an application for entry onto any such register and the Association shall update and amend the requirements for registration and the relevant register where appropriate. Annual fees, determined by the Committee, may be payable upon being accepted onto a register.
8. The Committee shall have the power to remove any person from membership or from a register referred to in article 7.1 on the happening of one or more of the following events:
- 8.1 the subscription of that person remains unpaid for three or more months from the date it is due to be paid
- 8.2 that person wrongly, unjustifiably or misleadingly uses or attempts to use his/her membership status to imply professional qualification or competence as a practitioner in psychodrama and/or sociodrama, student in training or trainer or implies or attempts to imply they are entered on one of the registers referred to in article 6.1 where that is not the case
- 8.3 that person is in breach of any undertaking given to observe the Ethical Principles and Code of professional Practice by the Professional Conduct Committee or the UKCP Ethics or Complaints Committee has recommended his/her expulsion from membership
- 8.4 the Professional Conduct Committee or the UKCP Ethics or Complaints committee is satisfied for good and sufficient reason that that person is no longer a fit and proper person to train or practice in psychodrama and/or sociodrama or no longer has the requisite standard of competence and the Professional Conduct Committee has recommended his/her expulsion.
- 8.5 that person submits his/her resignation in writing to the Secretary. Under such circumstances any annual subscription shall only be refunded if it has been paid less than one month previously.
- 8.6 That person fails to comply with whatever practice, supervision and continuing professional development requirements that have been agreed by the association for that particular category of register.
9. Any person who is expelled or otherwise removed from membership will also have his/her name removed by the Committee from any of the registers referred to in article 6.1

ETHICAL PRINCIPLES and CODE OF PROFESSIONAL PRACTICE

- 10.1 The Committee shall draw up and may amend from time to time ethical principles and a code of professional practice, which, along with the UKCP ethical principles and code of professional practice, shall be the basis of professional and ethical conduct expected of a person accepted for entry onto the relevant register or registers referred to in article 6.1 that are not covered by the ethical principles and code of professional practice of UKCP
- 10.2 The Committee shall establish a sub-committee pursuant to its powers under article 41.5, to be called the Ethics Committee and may delegate to such sub-committee such powers as it deems necessary or desirable to enforce the observance of the Code of Ethics and Professional Practice by all members and persons entered on any of the registers maintained by the Association under article 7.1. that are not covered by the ethics or complaints committee of UKCP. The Professional Conduct Committee shall also have a duty to review the Ethical Principles and Code of Professional Practice from time to time and recommend any alterations it considers desirable.
- 10.3 The Ethics Committee shall be chaired by a member of the Committee appointed by the Committee from amongst its members.
- 10.4 Any complaint of serious professional misconduct by an individual UKCP member will be referred on to the complaints committee of UKCP, who in due course may refer it back to the association for whatever action is deemed necessary.

TRAINING AND ACCREDITING COMMITTEE

11. The Committee shall establish a sub-committee pursuant to its powers under article 42.5 to be called the Training and Accrediting Committee, to be chaired by a person appointed by the Executive Committee from amongst its members, and may delegate to such sub-committee such powers as it deems necessary or desirable to:
 - 11.1. formulate establish and from time to time amend criteria and standards for the entry of any person onto any of the registers maintained by the Association under article 6
 - 11.2. to accredit individuals and organisations applying for entry onto any of the registers maintained by the Association
 - 11.3. to maintain the various registers held by the Association.

- 11.4. to assess and accredit psychodrama, sociodrama, and action methods training organisations and training programmes.
- 11.5. to manage, regulate and undertake the training activities and functions of the Association.

GENERAL MEETING

12. 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 committee, 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 holding the last preceding Annual General Meeting, and 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.
13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
14. The Committee may whenever they see fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened by the Committee on requisition in writing of not less than one tenth of the members of the Association or, in default, may be convened by the requisitionists in the manner provided by section 368 of the Act.
15. 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 of 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, day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all 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 notices as those members think fit.
16. The accidental omission to give notice of a meeting to, or the non-receipt of such a notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

CONDUCT OF BUSINESS AT GENERAL MEETINGS

17. At any meeting at which the Chairperson or Vice-chairperson of the Association shall not take the chair, the meeting shall appoint its own chairperson.
18. Any person having a personal interest, pecuniary or otherwise in any business of the General Meeting shall disclose such interest and shall not vote on any such matter or debate on such matter without the permission of the majority of the members present and voting, such permission to be given or withheld without discussion.
19. The proceedings at any meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise, or any want of qualification in any persons present or voting thereat.
20. At the first General Meeting, and at any General Meeting, a tenth of the members shall be a quorum. Proxy vote forms shall be issued with all notices of a General Meeting and any member may complete such forms in favour of any member entitled to speak and vote and such proxy may be cast as a valid vote but shall not count towards a quorum at such General Meeting.
21. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the 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.
22. At any Annual General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairperson or by at least five members present in person, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll is demanded a declaration by the chairperson of the meeting that a resolution be 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 the resolution. The demand for a poll may be withdrawn.
23. Subject to the provision of article 22, if a poll be demanded aforesaid it shall be taken at such a time and place, and in such a manner, as the chairperson 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.

24. No poll shall be demanded on the election of the chairperson of a meeting or on any question of adjournment.
25. In the case of an equality of votes, whether or not on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote.
26. 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 the poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every member shall have one vote.
28. Save as hereinafter expressly provided, no member who shall not have paid every subscription and other sum (if any) which shall be due and payable to the association in respect of membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any meeting.
29. Votes may be given on a poll either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed 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 intends to vote, or in the case of a poll not less than twenty-four hours before the time appointed before the taking of a 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. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall admit:- *"I....., a member of, hereby appoint....., and failing him/her, to vote for me and on my behalf at the Annual or Extraordinary Meeting of the Association to be held on the day of and at any adjournment thereof. As witness my hand this.....day of20.."*

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

EXECUTIVE COMMITTEE

32. The affairs of the Association shall be managed by an executive committee (hereinafter called "the Committee") which shall consist of fifteen members of the Association. These members of the Committee must be elected by the Annual General Meeting. At least eight members of the Committee shall be persons recognised or approved by the Association as trainers or practitioners in psychodrama and sociodrama. All members of the Committee shall have the power to vote at meetings of the Committee. The Committee shall have power to co-opt extra members and to set up sub-committees pursuant to Article 42.5 on which co-opted members may sit.
33. The first members of the Committee shall be those persons named in the statement delivered pursuant of section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future members shall be appointed as provided in the articles.

ROTATION OF MEMBERS OF THE COMMITTEE

34. At the first Annual General Meeting and at the Annual General Meeting held on every subsequent year, one third of the members of the Committee for the time being shall retire from office.
35. The members of the Committee to retire shall be those who have been longest in office since the 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/her last election or appointment. A retiring member shall be eligible for re-election.
36. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee from office before the expiration of his/her period of office, and may by an ordinary resolution appoint another qualified member in his/her stead: but any person so appointed shall retain his/her office so long as the member in whose place he/she is appointed would have held the same if he/she had not been removed.
37. Any vacancy among the elected members of the Committee caused otherwise than by retirement may be filled by the Committee until the next following annual meeting and any person so appointed shall have the power to vote.
38. All elected members of the Committee shall remain in office until their successors are appointed.
39. The Committee may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Committee shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Committee has been incorrectly elected or is not

properly appointed.

40. If at any Extraordinary General Meeting summoned on requisition, a resolution disapproving of any act of the Committee shall be passed by a majority of two thirds of the members present and voting on the question, the elected members of the Committee shall immediately cease to hold office, and new members shall be elected in their place at the same meeting, but the old members or any of them shall be eligible for re-election.

POWERS AND PROCEDURES OF THE COMMITTEE

41. Subject to the directions of the Association in general meeting, these articles and the provisions of the Act, the Association and the property and affairs thereof shall be under the control and management of the Committee.
42. In addition to the powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other article, the Committee shall have the following powers, namely:
 - 42.1 Subject to the restrictions of the memorandum of association, these articles and the law, to expend the funds of the Association in such a manner as they shall consider most beneficial for the purposes of the Association, and to invest in the name of the Association or in the names of the trustees such part thereof as they may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the Association.
 - 42.2 To acquire in the name of the Association or in the name of the trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of or otherwise deal with any land, buildings or premises for the use of the Association.
 - 42.3 To enter into contracts on behalf of the Association.
 - 42.4 To borrow money upon the security of any of the property of the Association, and to grant or direct to be granted mortgages for securing them.
 - 42.5 To form and establish terms of reference for such sub-committees as the Committee considers appropriate to the conduct of the Association's affairs.
 - 42.6 To delegate all or any of their powers to any sub-committee to the extent that such powers are reasonably necessary to enable the sub-committee to fulfil its terms of reference.

- 42.7 To make and from time to time to alter, regulations as to the management of the Association and the affairs thereof, and as to the duties of any officers or servants of the Association, and as to the conduct of business by the Committee or any sub-committee and as to any of the matters or things within the powers or under control of the Committee, provided that the same shall not be inconsistent with the memorandum or articles of association.
- 42.8 The Committee will determine the annual subscription at least one month prior to the commencement of the year in which that subscription will be due. Unless otherwise determined by the Committee, the annual subscription will be payable in advance on the first day of January. In the case of full members who are admitted to full membership after the first day of January the Committee may at the time of determining the annual subscription, fix a scale of reduced subscriptions for the period between the establishment of full membership and the date the next subscription is due.
- The Committee may also determine a reduced annual subscription for full members who are unemployed, full-time students or otherwise un-waged or for other reasons as determined by the committee.
- 42.9 Generally to do all things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.
43. The Committee shall meet for the dispatch of business, adjourn and otherwise regulate their meetings as they may think fit, and five members of the Committee shall be a quorum. The secretary shall, upon the request in writing of three members of the Committee, summon a meeting of the Committee. Notice of every meeting of the Committee stating the general particulars of all business to be considered at such meeting, shall be sent by email to each member of the Committee at least five days before such a meeting, unless urgent circumstances require shorter notice; but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not compromised in such general particulars.
44. All questions shall be decided by the votes of the majority of the members of the Committee present and voting thereon at a meeting of the Committee including any co-opted members. No proxy votes will be permitted at meetings of the Committee.
45. The Committee shall cause minutes to be kept of the proceedings at general meetings of the Association and at meetings of the Committee, and Sub-Committees, and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chairperson or by a member of the Committee present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting thereof in favour.

46. The Chairperson of the Association shall be the Chairperson of the Committee. In the absence of the Chairperson or Vice-Chairperson from any meeting of the Committee a chairperson shall be elected by the meeting. In the case of equality of votes the chairperson shall have a second or casting vote.
47. Bankers shall be appointed and may be changed by the Committee, and cheques shall be signed by the treasurer and countersigned by another officer of the Association.

OFFICERS OF THE ASSOCIATION

48. There shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer of the Association. These officers to be elected by the first meeting of the Committee following the Annual General Meeting. The Chairperson shall be entitled to take the chair at all general meetings. All officers shall be full members of the Association. The Association will also elect, on the recommendation of the Executive Committee, for a period of five years, or as shall be determined by the Committee, an Honorary President, whose duties shall be determined by the Committee and approved by the general meeting.
49. The officers and chairs and vice chairs of sub-committees shall be elected for a period of up to three years by the Committee. Officers, chairs, and vice chairs of sub-committees can be elected for a further three years. They will not be able to be for that particular post again until a period of at least one year has elapsed. The Committee shall have the power to fill casual vacancies amongst the officers as they occur.
50. The Treasurer shall perform such financial functions as shall be assigned to him/her by the Committee and he/she may at any time be removed by the Committee in the event of financial irregularity.
51. The Committee may appoint or engage, on such terms and to discharge such duties as they see fit, people to undertake secretarial work and other such servants as they shall see fit and may dismiss any person so appointed or engaged.

ACCOUNTS OF THE ASSOCIATION

52. The Committee shall cause true accounts to be kept:
 - 52.1 of all monies received and expended by the Association and the matters in respect of which such receipts and expenditure take place and
 - 52.2 of the assets and liabilities of the Association and in such accounts assets held upon any special trust and receipts and payments on account of

such trusts shall be entered separately and apart from all other assets, receipts and payments, and

52.3 of all sales and purchases of goods by the Association. Proper books shall not be deemed to be kept if there are not such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

53 The Association may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Association may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.

54. The Committee shall lay before the General Meeting of the Association in each year an income and expenditure account of the Association and a balance sheet for the year ending on the previous 31st. March. Such account and balance sheet shall be accompanied by a report of the Committee as to the state of the affairs of the Association and a report of the Auditors and the balance sheet shall comply with the provisions of Schedule 4 of the Act. A copy of every balance sheet together with copies of the said reports shall, not less than twenty-one clear days before the date of their meeting before which such balance sheet and reports be laid, be sent to all persons entitled to receive notices of General Meetings of the Association.

AUDITORS OF THE ASSOCIATION

55. Auditors shall be appointed and their duties regulated in accordance with sections 384 to 389 of the Act.

NOTICES OF THE ASSOCIATION

56. A notice may be served on any member, by email or if requested by sending it through the post in a prepaid letter, addressed to such member at his/her registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of the post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

57. If a member has not an email address or a registered address for service, any notice shall be sufficiently served on him/her by posting it up in the office of the Association such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him/her shall not be entitled to have a notice served on him/her, except by email.

58. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

WINDING UP OF THE ASSOCIATION

59. The Association shall be wound up voluntarily whenever a special resolution is passed that the Association be wound up. Clause 8 of the memorandum of association shall have effect as if the provisions of that clause were repeated in these articles.