

**memorandum and
articles of association**

**BRITISH ASSOCIATION FOR PSYCHOANALYTIC
AND PSYCHODYNAMIC SUPERVISION LIMITED**

No. 5819747

Incorporated: 17 May 2006

Revised following Special Resolutions 8th November 2008

MEMORANDUM OF ASSOCIATION

OF

**THE BRITISH ASSOCIATION FOR PSYCHOANALYTIC AND
PYSCHODYNAMIC SUPERVISION LTD**

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF
THE BRITISH ASSOCIATION FOR PSYCHOANALYTIC AND
PSYCHODYNAMIC SUPERVISION**

1. The Company's name is " **THE BRITISH ASSOCIATION FOR PSYCHOANALYTIC AND PSYCHODYNAMIC SUPERVISION LIMITED**" (and hereinafter it is called "the Charity")
2. The Charity's registered office is to be situated in England or Wales.
3. The Charity's objects ("the Objects") are to promote the education, training and highest ethical standards of students and practitioners of supervising psychoanalytic and psychodynamic psychotherapy and counselling by providing for the public benefit
 - 3.1 Education, training and continuing supervision of supervisors of such students and practitioners, and
 - 3.2 Supervision of such students and practitioners
 - 3.3 Research in and development of the theory and practice of supervision.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 4.1 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 Charity;
 - 4.2 To raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 4.3 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - 4.4 Subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the Directors"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for

the payment of pensions and superannuation to staff and their dependants;

- 4.5 To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 4.6 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - 4.7 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - 4.8 To do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing in this document shall prevent any payment in good faith by the Charity:-
- 5.1 Of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - 5.2 Of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Director;
 - 5.3 Of interest on money lent by any member of the Charity or a Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
 - 5.4 Of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;

- 5.5 Of reasonable and proper rent for premises demised or let by any member of the Charity or a Director;
 - 5.6 To any Director of reasonable out-of-pocket expenses.
- 6 The liability of the members is limited.
7. Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while an organisation is a Member or within one year after an organisation ceases to be a Member, for payment of the Charity's debts and liabilities contracted before an organisation 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.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

ARTICLES OF ASSOCIATION

OF

**BRITISH ASSOCIATION FOR PSYCHOANALYTIC AND
PYSCHODYNAMIC SUPERVISION LTD**

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

**ARTICLES OF ASSOCIATION OF
BRITISH ASSOCIATION FOR PSYCHOANALYTIC AND
PYSCHODYNAMIC SUPERVISION LTD**

1. INTERPRETATION

1.1 In these Articles:

"the Charity" means the company intended to be regulated by these Articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means the Articles of Association of the Charity;

"The Byelaws " means the Byelaws of the Charity made under Article 25;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Directors" means the Directors of the Charity;

"executed" includes any mode of execution;

"the Governing Board" means the Directors and others (being Directors of the Charity) admitted to membership of the Governing Board by these Articles;

"the Memorandum" means the Memorandum of Association of the Charity;

"Member" means an individual who is a Member of the charity as defined by these Articles and/or the Membership Rules;

"the Membership Rules" means the rules governing membership of the Charity made under Article 25

"Office" means the registered office of the Charity;

"the Seal" means the common seal of the Charity if it has one;

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Trustees" means those Directors of the Charity appointed as trustees of the assets of the Charity (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland;

and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. MEMBERS

- 2.1 Membership of the Charity shall be open to the subscribers to the Memorandum and any person interested in furthering the objects who has satisfied the Governing Board that he or she is duly qualified as a supervisor according to such criteria as may be laid down by the Charity at a General Meeting from time to time, and who has paid the annual subscription laid down from time to time by the Governing Board. No one shall be admitted as a Member of the Charity unless the application for membership is approved by the Governing Board
- 2.2 Every member shall have one vote.
- 2.3 The Governing Board may by a vote of 75% and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Governing Board, accompanied by a friend, before a final decision is made.
- 2.4 Every member shall comply and be bound by the Code of Ethics for Supervisors laid down by the Charity or such other Code of Ethics as may be adopted by the Charity from time to time and may have such disciplinary action (including expulsion from the Charity) as is set out in such Code of Ethics.

3. THE GOVERNING BOARD

- 3.1 The Governing Board will consist of the following categories of member who shall be elected by majority vote at the Annual General Meeting of the Charity and also be Directors:

- 3.1.1 A Secretary and a Treasurer and a Chair, who shall hold office from the conclusion of that meeting for the periods specified below.
 - 3.1.2 Where a Director has resigned the newly elected Director shall serve for the period of time remaining unexpired of the resigning Director period of appointment.
 - 3.1.3 At the Annual General Meeting immediately following the adoption of this Constitution by the Charity the Secretary shall be elected for two years, the Chair for two years and the Treasurer for three years and for elections thereafter for terms of three years each.
 - 3.1.4 Any competent retiring Officer shall be eligible for re-election but for one further period of three years only.
- 3.2 The Governing Board shall consist of not less than five members nor more than eight members being:
 - 3.2.1 The three Directors specified in the preceding clause.
 - 3.2.2 Not less than two and not more than five members elected at the Annual General Meeting who shall hold office as Directors for a period of three years from the conclusion of that meeting. Any competent retiring member shall be eligible for re-election but for one period of three years only.
- 3.3 Any person intended to be elected as a member of the Governing Board, such election to be made at the AGM, must propose themselves or be proposed at least 28 clear days before the date of the AGM and, details of that person should be included in the notice of the AGM.
- 3.4 Any casual vacancy of a member of the Governing Board may be filled by co-option by the Governing Board, the person to hold office as Directors by virtue of the co-option only until the next following Annual General Meeting (but if competent to be eligible for election in the capacity in which she or he has been co-opted at that Annual General Meeting)
- 3.5 The proceedings of the Governing Board shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 3.6 Nobody shall be appointed as a member of the Governing Board who is aged under 18 or who would if appointed be disqualified under the provision of the following clause.

- 3.7 No person shall be entitled to act as a member of the Governing Board whether on a first or any subsequent entry into office until after signing in the minute book of the Governing Board a declaration of acceptance and of willingness to act in the trusts of the Charity.

4. DETERMINATION OF MEMBERSHIP OF GOVERNING BOARD

- 4.1 A member of the Governing Board shall cease to hold office if he or she:
- 4.1.1 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 4.1.2 Is absent without the permission of the Governing Board from all their meetings held within a period of six months and the Governing Board resolve that his or her office be vacated; or
 - 4.1.3 Notifies to the Governing Board a wish too resign (but only if at least two members of the Governing Board will remain in office when the notice of resignation is too take effect) or
 - 4.1.4 Ceases for any reason to be a member of the Charity.
 - 4.1.5 Ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

5. MEETINGS AND PROCEEDINGS OF THE GOVERNING BOARD

- 5.1 The Governing Board shall hold at least one ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Governing Board upon not less than 4 days notice being given to the other members of the Governing Board of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
- 5.2 The Chair shall be elected at the Annual General Meeting but if a Chair is not so elected then the Governing Board shall at its first meeting immediately following the Annual General Meeting elect from amongst its number a Chair to serve as such until the business of the following Annual General Meeting has been completed. A Chair whose term of office has expired may be re-elected for one further term in accordance with the provisions of this sub paragraph but shall on the expiration of that further term cease to be eligible for election as Chair.
- 5.3 The Chair shall act as Chair at meetings of the Governing Board. If the Chair is absent from any meeting, the members of the Governing Board present shall choose one of their number to chair the meeting before any other business is transacted.

- 5.4 There shall be a quorum when at least one third of the number of members of the Governing Board for the time being are present at a meeting.
- 5.5 Every matter shall be determined by a majority of votes of the members of the Governing Board present and voting on the question.
- 5.6 The Governing Board shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Governing Board and any sub-committee.
- 5.7 A member shall upon written request to the Secretary (and upon payment of reasonable copying charges) be entitled to a copy of any minutes specified by him in such request.
- 5.8 The Governing Board may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 5.9 The Governing Board may appoint one or more sub-committees consisting of two or more members of the Charity at least one of whom shall be a member of the Governing Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governing Board would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Governing Board.
- 5.10 Subject to the provisions of the Articles, the Governing Board may regulate its proceedings as it thinks fit. The Governing Board may act notwithstanding any vacancies in its number, but, if the number is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 5.11 A resolution in writing, signed by all members of the Governing Board entitled to receive notice of a meeting of the Governing Board or of a committee of the Governing Board, shall be as valid and effective as if it had been passed at a meeting of the Governing Board or (as the case may be) a committee of the Governing Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more members of the Governing Board.

6. NOTICE OF GENERAL MEETINGS

- 6.1. The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined

by the Governing Board and shall specify the meeting as such in the notices calling it provided that each Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and so long as the Charity 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.

- 6.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 6.3 The Governing Board may whenever it thinks fit and shall on a requisition made in writing by ten Members convene an Extraordinary General Meeting, if the Secretary does not within 16 weeks from the date of deposit of the requisition proceed to call an Extraordinary General Meeting, the requisitioners or a majority in number of the requisitioners may themselves convene a meeting.
- 6.4 Twenty-eight clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days notice in writing at the least of every other General Meeting specifying the place, the day and time of the meeting, and in the case of special business the general nature of that business, shall be given to such persons as are under the Act entitled to receive such notice from the Charity.
- 6.5 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.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 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 special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Governing Board the appointment of, and the fixing of the remuneration of, the Accountants.
- 7.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The presence of 15 or more of the Members who are entitled to vote shall constitute a quorum.
- 7.3 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governing Board may determine.

- 7.4 The Chair, if any, of the Governing Board or in his absence some other Director nominated by the Governing Board shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governing Board present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
- 7.5 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 7.6 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
- 7.7 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 7.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 7.8.1 By the chairman of the Meeting; or
- 7.8.2 By at least two Members having the right to vote at the meeting; or
- 7.8.3 By a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 7.9 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.
- 7.10 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for

a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 7.11 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 7.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 7.13 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 7.14 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

8. VOTES OF MEMBERS

- 8.1 Every Member shall have the right to attend meetings of the Charity.
- 8.2 Any Member unable to be present at a meeting may arrange with another Member, for representation and shall notify the same in writing to the Secretary no later than 48 hours before the said meeting provided that the Member appointed as proxy shall signify its agreement to the Chairman at the start of the meeting.
- 8.3 Subject to Article 8.2, every Member shall have one vote.
- 8.4 Members shall not be entitled to vote at any general meeting unless all monies then payable by the Member to the Charity have been paid.
- 8.5 No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 8.6 A vote given or poll demanded by a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

9. DIRECTORS

- 9.1 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 9.2 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided in the Articles.

10. POWER OF GOVERNING BOARD

- 10.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Governing Board which may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Governing Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governing Board by the Articles and a meeting of the Governing Board at which a quorum is present may exercise all the powers exercisable by the Directors.

- 10.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governing Board shall have the following powers, namely:

10.2.1 To expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds 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 in furtherance of the objects of the Charity;

10.2.2 To enter into contracts on behalf of the Charity.

11. EXPENSES

- 11.1 The Members of the Governing Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Governing Board or committees of the Governing Board or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

12. DIRECTORS' APPOINTMENTS

- 12.1 Except to the extent permitted by Clause 5 of the Memorandum, no Director or other member of the Governing Board shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Director in any other contract to which the Charity is a party.

13. SECRETARY

- 13.1. Subject to the provisions of the Act, the Secretary shall be the Honorary Secretary of the Charity duly elected at a general meeting of Members.

14. MINUTES

- 14.1 The Governing Board shall cause proper minutes to be made of all appointments of offices to the Governing Board, of all appointments of Directors and of the proceedings of all meetings of the Charity and of the Governing Board and of the committees of the Charity, and all business transacted at such meetings including the names of the Directors and Members present, and any such minutes of the meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the fact therein stated.

15. THE SEAL

- 15.1 The Seal shall only be used by the authority of the Governing Board or of a committee of Directors authorised by the Governing Board. The Governing Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

16. RECEIPTS AND EXPENDITURE

- 16.1 The funds of the Charity shall be paid into an account operated by the Governing Board in the name the Charity at such bank as the Governing Board shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Governing Board.

16.2 The funds belonging to the Charity shall be applied only in furthering the objects.

17. PROPERTY

17.1 Subject to the provisions of sub-clause (2) of the clause, the Governing Board shall cause the title to:

17.1.1 All land held by or in trust for the Charity; and

17.1.2 All investments held by or on behalf of the Charity to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Governing Board at their pleasure and shall act in accordance with the lawful directions of the Governing Board. Provided they act only in accordance with the lawful directions of the Governing Board, the holding trustees shall not be liable for the acts and defaults of its members.

17.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Governing Board may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Governing Board, and may pay such a nominee reasonable and proper remuneration for acting as such.

18. ACCOUNTS

18.1. The Governing Board shall cause proper books of account to be kept with respect to:

18.1.1 All sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place;

18.1.2 All sales and purchases of goods by the Charity;

18.1.3 The assets and liabilities of the Charity.

18.2 Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Charity and to explain its transaction.

18.3 The books of account shall be kept at the office, or at such other place or places as the Governing Board shall think fit, and shall always be open to the inspection of the Directors and other members of the Governing Board.

18.4 The Governing Board 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 Charity or any of them shall be open to the inspection of Members not being Directors or otherwise members of the Governing Board and no Member (not being a Director or otherwise members of the Governing Board) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Directors or by the Charity in General Meetings.

18.5 At the Annual General Meeting in every year the Governing Board shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to a date not more than eighteen months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Governing Board, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being enforced) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 28 clear days before the date of the meeting, be sent to all such other persons entitled to receive notice of General Meetings in the manner in which notices are directed to be read. The Treasurer's/Accountant's report shall be open to inspection and be laid before the meeting as required by the Act.

20. ANNUAL REPORT

20.1 The Directors and other members of the Governing Board (if any) shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

21. ANNUAL RETURN

21.1 The Directors and other members of the Governing Board (if any) shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

22. NOTICES

22.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Governing Board need not be in writing.

- 22.2 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address or by sending an email to the last known email address.
- 22.3 The Members at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 22.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

23. INDEMNITY

- 23.1 Subject to the provisions of the Act every Director or other officer or member of the Governing Board (including co-opted members) of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

24. RULES

- 24.1 The Charity may from time to time by 75% majority vote in General Meeting make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the foregoing for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

24.1.1 The conduct of Members of the Charity in relation to one another, and to the Charity's servants;

24.1.2 The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

25.1.3 The procedure at general meetings and meetings of the Governing Board and committees of the Governing Board in so far as such procedure is not regulated by the Articles;

25.1.4 Disciplinary procedures and ethical guidelines for Members

25.1.5 Generally, all such matters as are commonly the subject matter of company rules.

25.2 The Charity in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: