

THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of Play Therapy International –
The International Society for Play and Creative Arts Therapies Limited

(As drafted to be adopted by Special Resolution in December 2004)

1. The name of the company is Play Therapy International – The International Society for Play and Creative Arts Therapies Limited. (hereinafter called ' The Society').

2. The registered office of the Society will be situated in England..

3. The Society is established:

(i) to advance the safe and effective use of therapeutic play, play therapy, creative arts therapies, child counselling and child psychotherapy (hereinafter called ' the therapies'), throughout the world generally and in particular where childrens' development is impaired by emotional, behaviour or mental health difficulties.

(ii) to promote and provide education and training for practitioners of therapeutic play, play therapy, creative arts therapies, child counselling and child psychotherapy (hereinafter called ' the practitioners') working in either professional or voluntary settings, for organisations or as independent self-employed practitioners, whether full or part time, with a view to raising the standards of the practice of these therapies for the benefit of the community and in particular for those who are commissioners, users and recipients of the therapies

(iii) to provide a Profession Structure Model and infrastructure for the development and operation of the profession worldwide.

(iv) to encourage and advise governmental and international agencies in the establishment of policies, strategies and feasible standards to benefit children with emotional, behaviour and mental health problems

(v) to encourage and support the establishment and operation of autonomous organisations affiliated to the Society, including part or joint ownership, with similar objectives to benefit children with emotional, behaviour and mental health problems

In furtherance of these objects:

(a) to act as a central body for the purpose of consultation in matters of educational or public interest concerning the therapies

(b) to set and promote standards in education, training and experience in the principles, practice and skills of practitioners of the therapies

(c) to provide services and training for practitioners to support them in the use and development of the above named therapies

(d) to develop, maintain and publish registers of certified and accredited practitioners and clinical supervisors

(e) to formulate standards of professional conduct and competence for those engaged in the therapies including an ethical framework, code of practice and a professional conduct procedure, embodying a complaints procedure

(f) to provide means of assessing knowledge, skill and experience of the principles and practice of the therapies of persons seeking admission to membership of the Society 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 Society 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 Society only, except that no such statement shall be required in the case of any certificate or diploma or other award issued by the Society in conjunction with a government department or other regulatory body.

(g) to collaborate, as appropriate, with health, education, social services and other bodies throughout the world in exercising the process contained in above and hereafter.

(h) to set up and administer such systems for the certification, accreditation and/or registration of practitioners, supervisors, trainers and other persons, organisations or activities related to the therapies as may be deemed appropriate

(i) to commission, publish and distribute, gratuitously or otherwise, material in the form of web sites, journals, periodicals, magazines, books, films, CDs, DVDs or any other media

(j) to promote and facilitate the dissemination and exchange of information on matters of professional interest among practitioners and others by the holding of conferences, meetings, workshops, 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

(k) to encourage the study of the therapies by instituting, establishing and promoting educational and training courses, scholarships, grants, awards and prizes or by other such means as may be thought appropriate

(l) to establish such services including technical and advisory services to the public and for practitioners as may promote and further the interest, effectiveness and efficiency of members and others for the public good and the profession generally

(m) to foster and undertake research into any aspect of the objects of the Society and its work and to disseminate the results of any such research

(n) to establish and maintain a library and collection of literature, videos and other material relating to the therapies and other related cognate professional activities and to afford to practitioners facilities for the use of the same

(o) to liaise, confer, consult, maintain contact and collaborate with any authorities, organisations, societies, institutions or bodies of persons for the time being established in the United Kingdom or elsewhere

(p) to provide a forum for practitioners and others for discussion, research and education in the therapies and related matters

(q) to acquire data, carry out measurements, develop and maintain databases, and systems in the use of the therapies to assist in the setting of standards and benchmarks of professional performance and training

(r) to develop, maintain, promulgate and operate clinical governance procedures for the quality management and professional development of practitioners

(s) to research and make recommendations upon the recruitment, selection, appraisal, use, employment and remuneration of practitioners

(t) in furtherance of any one or more of the objects of the Society:

- i) to take and accept any fees, royalties, subscriptions, any other form of sales revenue, gifts, 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 Society

(u) 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 Society in the form of fees, subscriptions or otherwise

(v) to acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for any one or more objects of the Society

(w) to organise, finance, and maintain alone or in conjunction with one or more other cognate professional bodies, schemes for the regulation and discipline of the Society's practitioners in matters of professional or business conduct

(x) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other financial instruments, undertake foreign exchange transactions and to operate bank accounts in the name of the Society

(y) to borrow or raise money for the objects of the Society on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Society shall not undertake any permanent trading activities in raising funds for the objects of the Society

(z) to invest the monies of the Society 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

(aa) to establish and/or support any charitable organisation or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Society

(bb) to employ and pay any person or persons to advise upon, appraise, plan, direct, manage, organise, carry on the work of the Society

(cc) to insure and arrange insurance cover for and to indemnify its officers, staff and voluntary workers and those of its practitioners from and against all such risks incurred in the course of the performance of their duties as may be thought fit

(dd) to be subject to the provisions of Clause 4 hereof, to provide for the welfare of persons in the employment of the Society or formerly in the employment of the Society or its predecessors in business or any subsidiary or associated Society of the Society, and the wives, widows and families and dependants of such persons, by grants of money, donations, gratuities, pensions or other payments, and to establish and maintain or procure the establishment of any non-contributory or contributory pension, provident or superannuation funds, or any other trusts, funds and schemes with a view to providing for the payments aforesaid.

(ee) to amalgamate with any companies, institutions, organisations that have objects altogether or mainly similar to those of the Society 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 Society by this Memorandum of Society

(ff) To purchase or otherwise acquire all or any part of the organisation, business, property and other assets and liabilities of any company, partnership, unincorporated organisation or person or establish or promote any organisation which may be expedient for any of the purposes of the Society or carrying on any business which the Society is authorised to carry on, and upon any terms and for any consideration, and to conduct and carry on, or liquidate and wind up, any such business.

(gg) To enter into partnership with or into any joint venture with or any arrangement involving sharing of revenues, union of interests, reciprocal concessions or any other form of co-operation with any person or organisation carrying on or about to carry on or be engaged in any activity, business or transaction which the Society is authorised to carry on, upon any terms and for any consideration.

(hh) to take part in the formation or management or control of the business of any association, firm, organisation, partnership or person, on such terms and with such provision for the remuneration of persons involved with or connected with such business as the Society may think fit.

(ii) to pay out of the funds of the Society the cost, charges and expenses of and incidental to the formation and registration of the Society

(jj) to establish where necessary local branches or offices (whether autonomous or not)

(kk) to establish, promote, control or otherwise assist any Society or companies for the purpose of acquiring any of the property of the Society or furthering any of the objects of the Society

(ll) to purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, vehicles, plant, machinery, systems and other things found necessary or convenient for the purposes of the Society.

(mm) To design, manufacture, buy, sell, hire, repair, improve and generally deal in all systems, materials, machinery, tools, vehicles, goods or articles of any kind which may be required or used in connection with any of the businesses of the Society

(nn) To accept shares (fully or partly paid-up), stocks, the debentures, mortgage debentures or any other securities of any other organisation in payment or part payment for any services rendered or for any sale made to or debt owing from any such organisation, and to hold, sell or otherwise deal or dispose of any shares, stock or securities so acquired.

(oo) to do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees or agents for, any other companies, organisations or persons, or by or through any factors, trustees or agents.

(pp) To provide supporting services of any nature to affiliated organisations

(qq) To do all such other lawful things as the Society may deem incidental or conducive to the attainment of any of the above objects of the Society.

In construing the objects set forth in the sub-clauses hereinbefore set out, the widest interpretation shall be given and they shall in no way be limited by reference to the objects set out or the wording employed in any other sub-clause or by the name of the Society and none of the objects or powers specified in any sub-clause shall be deemed to be subsidiary or ancillary to the objects and powers specified in any other sub-clause.

4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Society 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 Society. Provided that nothing herein shall prevent any payment in good faith by the Society:

- (a) of reasonable and proper remuneration to any member, officer, consultant or employee of the Society for any services rendered to the Society;
 - (b) of interest on money lent by any member of the Society at a rate per annum not exceeding two per cent more than the base lending rate prescribed for the time being by the Bank of England
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society
 - (e) to any member of the Board of Directors remuneration for services provided as officers of the Society and reasonable out-of-pocket expenses
 - (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 Society 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 shareholding members is limited.
- 6 The share capital of the Society is £100,000 divided into 100,000 shares of £1.00 each.
7. If upon the winding-up or dissolution of the Society 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 Society, but shall be given or transferred to a charitable institution or institutions having objects similar to the objects of the Society 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the shareholding members of the Society 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.
8. If upon the Society being acquired by another organisation, any assets remain after the repayment of any sums invested by the shareholding members, any sums realised by the acquisition of these assets shall be given or transferred to a charitable institution or institutions having objects similar to the objects of the Society 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society 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. if such distribution would result in a reduction in the capital of the Society, the same does not take place without first obtaining the sanction (if any) required by law.

THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of Play Therapy International –
The International Society for Play and Creative Arts Therapies Limited

(As drafted to be adopted by Special Resolution in December 2004)

Interpretation

1. In these Articles:

The name of the company is Play Therapy International – The International Society for Play and Creative Arts Therapies Limited. (hereinafter called 'The Society').

'the Company' means 'the Society'.

'the Act' means the Companies Act, 1985.

'the Seal' means the common seal of the Society.

'Secretary' means any person appointed to perform the duties of the Secretary of the Society.

'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 Society.

Preliminary

2. (a) The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Society except in so far as they are excluded or varied by these Articles.

(b) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

Share capital

2. (a) The shares of the Society for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who may at their discretion for a period of seven years from the date of the incorporation of the Society and afterwards with the previous sanction of an ordinary resolution (in accordance with Section 80 of the Act), allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper, but so that the nominal amount of the issued equity share capital shall not exceed the authorised share capital of the Society.

(b) The directors may allot shares notwithstanding that the authority under Regulation 2 (a) has expired if they are allotted in pursuance of an offer or agreement made by the Society before the authority expired.

(c) The provisions of Section 89 (1) and Section 90(1) to (6) of the Act shall not apply to the Society, in accordance with the exemption provided by Section 91 (1) of the Act.

- (d) Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Society or the holder on such terms and in such manner as the Society may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Society which are not redeemable.
- (e) Subject to the provisions of the Act, the Society may purchase its own shares.
- (f) Share certificates shall not be required to bear the impression of the Society seal, and Regulation 6 of Table A shall be amended accordingly.
- (g) The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in the Memorandum of Society.

Lien and forfeiture

- 3. (a) The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Society. The directors may declare any shares to be wholly or partially exempt from the provisions of this regulation or Regulation 8 of Table A.
- (b) In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of if the words "all distributions and other monies or property attributable to if"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other monies payable in respect of the forfeited shares".

Transfer of shares

- 4. The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares.

Proceedings at general meetings

- 5. (a) Every notice convening a General Meeting shall state that a member entitled to attend and vote thereat may appoint a proxy.
- (c) In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy".
- (d) In Regulation 62 of Table A there shall be substituted for the first occurrence of the words "not less than 48 hours before" the words "at any time before".

Appointment and retirement of directors

- 6 (a) Regulations 73 to 78 inclusive and the second sentence of Regulation 79 of Table A shall not apply to the Society.
- (b) The Society may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

Proceedings of directors

- 7 (a) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to a maximum but shall not be less than two. The first directors of the Society shall be the persons named in the statement delivered under Section 10 of the Act.

- (b) A director who is interested in any transaction or arrangement either with the Society or in which the Society is interested shall be entitled to vote on any such transaction or arrangement at a meeting of the board of directors of the Society providing that he has complied with the disclosure requirements provided by Regulations 85 and 86 of Table A.
- (c) In Regulation 87 there shall be inserted after the first occurrence of the words "The directors" the words "on behalf of the Society".
- (d) In Regulation 89 of Table A there shall be substituted for the word "two" the word "one".

Objects

- 8 The Society is established for the objects expressed in the Memorandum of Association.

Members

- 9 The number of members with which the Society proposes to be registered is unlimited.
- 10 Membership of the Society shall be divided into two main categories, namely shareholding members, and practitioner membership. A practitioner member is required to be a practitioner of, or have an active interest in the practice of the therapies defined in the Memorandum of Association. Shareholding members are not required to practice any of the therapies. Practitioner members have the option of applying to become shareholding members.
- 11 Each category of membership of the Society may have classes and sub-classes as laid down from time to time in the regulations made under Article 84 below.
- 12 Applications for membership of either category shall be made to the Secretary of the Society in writing and in such form and containing such information as the Board of Directors may from time to time prescribe. The Society may, before any decision on any application is made, require any additional information.
- 13 The Board of Directors or Advisory Board, any sub-committee or working group set up for the purpose may decline any application made to the Society for membership. Any decision so made shall be final and no reasons shall be required to be appended to that decision.
- 14 Every member of the Society shall be bound to further, to the best of their ability, the objects of the Society and shall observe all regulations laid out herein and any regulations made under Article 84.
- 15 A practitioner member of the Society shall cease to be a member unless the Board of Directors determines otherwise:
 - (a) if the application on the basis of which practitioner 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 practitioner member resigns by giving notice in writing of resignation
 - (c) if the practitioner member becomes of unsound mind
 - (d) if the practitioner member is excluded from membership under Article 16 below
 - (e) if the practitioner member otherwise cease to qualify for membership under the Articles.

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

- 16 Any practitioner member of the Society may be excluded from membership of the Society by a resolution of the Board of Directors acting upon the recommendation of the Advisory Board or a sub-committee of the Board of Directors 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.

General Meetings

- 17.1 A general meeting of the Society shall be held once in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Board of Directors provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.
- 17.2 The above General Meetings of the Society shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
- 17.3 The Board of Directors 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

18. 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 Society in General Meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society
- 19 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

20. 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 Board of Directors
 - (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.
21. 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 Board of Directors may determine.

22. The Chief Executive of the Society shall chair every General Meeting of the Society, or if s/he shall not be present any member of the Board of Directors present who has been proposed and seconded by voting members shall chair the meeting.
23. 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.
24. At any General Meeting a resolution put to the vote of the meeting shall be decided by the votes of shareholding members on the basis of one vote per share held.
25. The voting 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 Society 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.

26. 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.
27. 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.
28. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately.
29. 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 Society 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 for Members

30. Every shareholding member shall have one vote per paid up share. Votes may be cast in person or by post or by proxy as the Board of Directors 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.

31. No shareholding member shall be entitled to attend or vote at any General Meeting unless all monies presently payable by her/him to the Society have been paid.
32. A shareholding member entitled to vote may appoint any other member who is qualified to vote as her/his proxy.
33. An instrument appointing a proxy shall be in such form as the Board of Directors shall from time to time approve.

Organisations Acting by Representatives at Meetings

34. Any organisation which is a shareholding member of the Society may by resolution of its Board of Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, 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 Society.

Board of Directors

35. There shall be a Board of Directors consisting of the Chief Executive together with not less than one or more than seven other members.
36. The Board of Directors shall be remunerated for the time spent on the Society' s business and paid all reasonable expenses properly incurred by them in attending and returning from Board of Directors meetings or General Meetings of the Society or in connection with the business of the Society.

Borrowing Powers

37. The Board of Directors may exercise all the powers of the Society 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 Society or of any third party.

Powers and Duties of the Board of Directors

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

Disqualification of Board of Directors Members

- 41 The office of Board of Directors 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 Board of Directors 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 Society; or
 - (e) is directly or indirectly interested in any contract with the Society and fails to declare the nature of her/his interest as required by Section 317 of the Act.

Election of Board of Directors Members

- 42 Members elected to the Board of Directors shall hold office from the close of the Annual General Meeting at which her/his election was declared to the close of the fifth Annual General Meeting thereafter (or such shorter period as the Board of Directors may prescribe to secure rotation).
- 43 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 Chief Executive or some other member nominated by her/him to have a casting vote in the event of a tie.
- 44 The Society may from time to time by ordinary resolution increase or reduce the number of Board of Directors members.
- 45 Subject to provisions of any regulations made under Article 84 below, the Board of Directors shall have power at any time to appoint any person to be a Board of Directors member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board of Directors members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Board of Directors member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
- 46 The Board of Directors may at any time and from time to time by resolution appoint any person whether or not a member of the Society to be Patron of the Society and may determine the period for which s/he shall hold office.
- 47 There shall be a Chief Executive elected for a period of five years at the Annual General Meeting. The Chief Executive shall Chair all General Meetings of the Society and all meetings of the Board of Directors. The Chair shall be entitled to attend any meeting of the Advisory Board, of all sub-committees and boards of the Society howsoever they may be constituted. The Chair shall be entitled to delegate to any one or more members of the Board of Directors 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.
- 48 The Society may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board of Directors member before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Society and such member. The Society may by ordinary resolution appoint

another person in place of a Board of Directors member removed under this Article.

- 49 The Board of Directors may resolve that a Board of Directors member should be removed if s/he is absent without permission from three successive meetings provided that due notice is given and the said Board of Directors member be given an opportunity to make representations to a meeting convened by the Board of Directors for that purpose.
- 50 The Board of Directors may resolve that a Board of Directors member be removed from office for good cause provided that a majority vote of members present and voting is achieved and provided that due notice is given and the said Board of Directors member be given an opportunity to make representations to a meeting convened by the Board of Directors for that purpose.

Proceedings of the Board of Directors

- 51 The Board of Directors 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 Board of Directors members present and voting. In the case of an equality of votes the Chair shall have a second or casting vote. A Board of Directors member may, and the Secretary on the request of a Board of Directors member shall, at any time summon a Board of Directors meeting. It shall not be necessary to give notice of a Board of Directors meeting to any member for the time being absent from the United Kingdom.
- 52 Subject to any provision in the regulations enacted under these Articles, the Board of Directors shall regulate its own proceedings and shall prescribe its own quorum.
- 53 The Board of Directors 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 Society 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 Society, but for no other purpose.
- 54 The Board of Directors may appoint on such terms as it thinks fit such sub-committees and boards as it thinks fit.
- 55 Any sub-committee or board appointed by the Board of Directors may be composed of members of the Board of Directors or members of the Board of Directors and other persons (whether or not members) or of other persons (whether or not members).
- 56 All acts done by any meeting of the Board of Directors or of a sub-committee, or by any person acting as a Board of Directors 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 Board of Directors member.
- 57 A resolution in writing, signed by all the Board of Directors members entitled to receive notice of a Board of Directors meeting, shall be as valid and effectual as if it had been passed at a Board of Directors meeting duly convened and held, and may consist of several documents in like form each signed by one or more Board of Directors members.
- 58 Subject to Section 283 of the Act the Secretary shall be appointed by the Board of Directors for such term at such remuneration and upon such conditions as the Board of Directors may think fit; and any Secretary so appointed may be removed by it: provided always that no Board of Directors member may occupy the salaried position of Secretary.

- 59 The Board of Directors will at each meeting receive and consider any recommendations made by the Advisory Board concerning changes in policies, appointments, financial matters, procedures or other matters relevant to the objects of the Society. The Board of Directors will either:
- a) accept the recommendations and effect the necessary changes, passing a resolution if any changes in the memorandum of association, articles of association or regulations are required
 - b) refer the matter back to the Advisory Board for more information or work upon the proposal
 - c) reject the proposal giving the Advisory Board reasons for this decision

The Advisory Board

Composition of the Advisory Board

- 60 There shall be an Advisory Board of consisting of the Chief Executive of the Society, as Chair, together with not less than one or more than seven practitioner members.
- 61 The Advisory Board may be paid all reasonable expenses properly incurred by them in attending and returning from the Advisory Board meetings

Responsibilities of the Advisory Board

- 62 The Advisory Board is responsible for advising the Board of Directors upon any changes in policies, appointments, financial matters, procedures or other matters that are considered by practitioner members to be desirable or required to further the objects of the Society.
- 63 The Advisory Board will use an informal consultation process to receive suggestions or proposals, in writing, from practitioner members; assess the impact of such proposals against the Society' s existing policies, priorities and resources and either make a recommendation to the Board of Directors or reject the proposal giving reasons why to the originator
- 64 The Advisory Board shall cause minutes to be made:
- a) of the names of the members present at each Advisory Board meeting; and
 - b) of all suggestions or proposals received, recommendations and proceedings at all meetings of the Advisory Board

Appointment of Advisory Board Members

- 65 Members will be appointed to the Advisory Board by the Board of Directors who will take into account the experience and skills of any practitioner member that wishes to serve on the Board.
- 66 Membership of the Advisory Board may be for any mutually agreed period of time.
- 67 The Board of Directors may from time to time by ordinary resolution increase or reduce the number of Advisory Board members.
- 68 The Advisory Board may remove, by majority votes any one of its members and recommend to the Board of Directors the appointment of another person in place of the member removed under this Article.

Proceedings of the Advisory Board

- 69 The Advisory Board shall meet together at least once a year 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 the members of the Advisory Board that are present. In the case of an equality of votes the Chair shall have a second or casting vote. An Advisory Board member may at any reasonable time, and with four weeks notice summon an Advisory Board meeting which may be held through telephone or e-mail conferencing as well as in person.
- 70 Subject to any provision in the regulations enacted under these Articles, the Advisory Board of Directors shall regulate its own proceedings and shall prescribe its own quorum.
- 71 The Advisory Board will at each meeting prepare written recommendations, where required for the consideration of the Board of Directors.

The Seal

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

Accounts

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

Notices

- 77 A notice may be served by the Society to any member or other person either personally, by e-mail, fax or by post. If any such notice or other document is served by e-mail, fax or post it

shall be sent to the last address of the member concerned which is recorded by her/him with the Society. It shall be deemed wherever that address may be to have been served on the third day following that on which it was posted or transmitted 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.

- 78 Notice of every General Meeting shall be given in any manner herein before authorised to:
- (a) every shareholding member except those members who (having no registered address within the United Kingdom) have not supplied to the Society 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 shareholding 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 Society ; and
 - (e) each Board of Directors member.

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

- 79 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 Society.

- 80 In these Articles or any regulations made hereunder the expression 'notice' includes a voting paper of any type.

Amendment

- 81 The provision of the 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 three quarters of the votes of the members present who were entitled to vote and voting.
- 82 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 shareholding member of the Society.
- 83 Clause 7 of the Memorandum of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

Regulations

84. (a) The Board of Directors may from time to time make such regulations as it may deem necessary or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes 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 Society, 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 or other fees or payments to be made by members.

- (ii) the conduct of members of the Society in relation to one another, and to the Society's employees.
 - (iii) the setting aside of the whole or any part or parts of the Society premises at any particular time or times for any particular purpose or purposes.
 - (iv) the procedure at General Meetings and meetings of the Board of Directors and sub-committees in so far as such procedure is not regulated by these Articles.
 - (v) and, generally, all such matters are commonly the subject matter of Society regulations.
- (b) the Society in General Meeting of shareholders shall have power to alter or repeal the regulations and to make additions to them and the Board of Directors shall adopt such means as it deems sufficient to bring to the notice of members of the Society all such regulations, which so long as they shall be in force, shall be binding on all members of the Society. Provided, nevertheless, that no regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of the Society.

***** End of Document *****