

The Companies Acts 1985 to 1989

**Company Limited by Guarantee and not having
a Share Capital**

**Company Number:
31752203**

**Articles of Association of
Spinal Injuries Association**

**Incorporated the 19th day of March 1996
Amended the 26th day of September 1998
Amended the 7th day of October 2006
Amended the 27th day of October 2007
Amended the 6th day of October 2010
Amended the 8th day of October 2011**

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Articles of Association of Spinal Injuries Association

INTERPRETATION

1. In these articles:

'the Association' 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 these articles of association of the Association

'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;

'executed' includes any mode of execution;

'the memorandum' means the memorandum of association of the Association;

'office' means the registered office of the Association;

'the seal' means the common seal of the Association if it has one;

'secretary' means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

'spinal cord injured person' means any individual experiencing permanent damage to the spinal cord resulting in full or partial non-progressive and stable paralysis and/or loss of sensation below the lesion caused by trauma or disease. The decision of the trustees as to the eligibility for full membership of such a person shall be final;

'the trustees' means the directors of the Charity (and 'trustee' has a corresponding meaning);

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

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 visible form.

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

OBJECTS

2. The Association is established for the Objects expressed in the memorandum

MEMBERS

3. The members of the Association shall consist of the following persons and of such persons only:

(a) the subscribers to the memorandum and these articles

(b) every person who at the date of registration of the Association is a member of the unincorporated association known as 'Spinal Injuries Association' and who shall on or before

the 1st. day of July 1996¹ agree in writing to become a member of the Association or who shall make a payment of membership fees either to the Association or the unincorporated association known as 'Spinal Injuries Association' after the 26th day of February 1996² whether by direct bank transfer or otherwise unless such person has signified their wish not to become a member of the Association on or before the making of such payment. Every such person shall without further application become and be a member of the class of members of the Association corresponding most nearly to the class in the said unincorporated association of which he or she was a member at the date aforesaid

- (c) such other persons as shall be duly admitted to membership in accordance with these articles
4. There shall be six classes of members; (a) full members, (b) junior members, (c) associate members, (d) honorary members, (e) affiliated members (f) overseas members
- (a) full membership shall be open to spinal cord injured people aged 18 or over resident in the United Kingdom
- (b) junior membership shall be open to all spinal cord injured people under the age of 18 years
- (c) associate membership shall be open to all persons whether able-bodied or disabled interested in furthering the Objects
- (d) honorary members shall be appointed at the discretion of the trustees who shall determine their classification, status, number and duration of office
- (e) affiliated membership shall be open to organisations interested in furthering the Objects who shall be entitled to send not more than two representatives to each general meeting of the Association
- (f) overseas membership shall be open to spinal cord injured people not resident in the United Kingdom
5. No person shall be admitted to membership of the Association under Article 3(c) unless he or she is first approved by the trustees who shall have full discretion as to the admission of any person or organisation to membership and their classification. The trustees may delegate all or any of these powers to an appropriate officer of the Association. Where membership is not approved the person or organization so refused membership may appeal to the Board of trustees whose decision in the matter will be final and absolute. Such an appeal will be in writing to the Chair of the Board of Trustees. Unless the trustees or the Association in general meeting shall make other provision under Article 82 the trustees may in their absolute discretion permit any member of the Association to retire, provided that after such retirement the number of full members is not less than twenty five.

SUBSCRIPTIONS

6. The annual and other subscriptions payable by members of the Association shall be such amounts as the trustees may from time to time determine (unless otherwise determined by ordinary resolution).
7. Annual subscription shall become due and payable in advance on the date of a member joining and thereafter at yearly intervals.
8. Any member whose annual subscription has not been paid or waived within three months of the due date in any year may at the discretion of the trustees or their appropriate delegated officer of the Association, after not less than four weeks notice in writing to the member in default, be removed from membership of the Association and his or her name be removed from the Register of Members

¹As Amended by Special Resolution dated 29th. June 1996

²op. cit.

VOTES OF MEMBERS

9. Subject to Articles 34 and 17 every full member shall have one vote
10. Any full member of the Association entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a full member or not) as his or her proxy to attend and vote instead of him or her and any proxy so appointed shall have the same right as the full member to speak at the meeting
11. On a poll any vote may be given either personally or by proxy
12. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing. A proxy need not be a full member of the Association but no proxy shall accept appointments from more than five members
13. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid
14. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

'I/We of in the County of being a full member/members of the above named Association, hereby appoint of or failing him of as my/our proxy to vote on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of 19 , and at any adjournment thereof .

Signed this day of 19 '

Where it is desired to afford full members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

'I/We of in the County of being a full member/members of the above named Association, hereby appoint of or failing him of as my/our proxy to vote on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of 19 , and at any adjournments thereof .

Signed this day of 19 '

This form to be used *in favour of the Resolution
against

Unless otherwise instructed, the proxy will vote as he thinks fit

* Strike out whichever is not desired

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

16. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
17. No full member shall be entitled to vote at any general meeting unless all moneys then payable by him or her to the Association have been paid or whose annual subscription has been waived pursuant to a decision by the trustees.
18. No objection 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.

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

GENERAL MEETINGS

19. Subject to the provisions of any elective resolution of the Association for the time being in force the Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings
20. The trustees may, whenever they think fit, convene extraordinary general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to form a quorum, any trustee or any two full members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings can be convened by the trustees.

NOTICE OF GENERAL MEETINGS

21. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. All other extraordinary general meetings shall be called by at least fourteen clear days' notice in writing but a general meeting may be called by shorter notice if it is so agreed:-
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding (subject to the provisions of any elective resolution of the Association for the time being in force) not less than 95 percent of the total voting rights at the meeting of all the members entitled to attend and vote

The notice shall specify the date and time and place of the meeting and the general nature of the business to be transacted, this shall include any resolutions to be put to the meeting and, in the case of an annual general meeting, shall specify the meeting as such

The notice shall be given to all the members (save as provided in Article 77 hereof), and to the trustees.

22. 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

23. A resolution put before a General Meeting must be proposed by two full members of the Association entitled to attend and vote at such a meeting. Such a resolution may be in writing and served with the notice calling the meeting, or at the discretion of the Chair of the meeting further resolutions and/or amendments to resolutions before the meeting may be taken from the floor.
24. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business. Ten persons entitled to vote upon the business to be transacted, each being a full member or one tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum
25. 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 if convened upon the requisition of members, shall be dissolved; in any other case it 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 trustees may determine
26. The chair of the trustees, if any, or in his or her absence a vice chair or in the absence of the chair and any vice chair or chairs some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair, a vice chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he or she shall be chair
27. If no trustee is willing to act as chair, or if no trustee 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 chair
28. A trustee shall be entitled to attend and speak at any general meeting
29. The chair 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. 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
30. 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 demanded. Subject to the provisions of the Act, a poll may be demanded:-
- (1) by the chair; or
 - (2) by at least two full members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the full members having the right to vote at the meeting.
31. 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, 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 such resolution
32. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. 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
33. A poll shall be taken as the chair directs and he or she 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 a resolution of the meeting at which the poll is demanded

34. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to any other vote he or she may have
35. A poll demanded on the election of a chair 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 chair 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
36. 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

TRUSTEES

37. The number of trustees shall be not less than eleven but (unless otherwise determined by ordinary resolution) shall not be more than twenty.
38. The first trustees 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 trustees shall be appointed as provided subsequently in the articles

POWERS OF TRUSTEES

39. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees
40. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:-
 - (1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Association 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 Association;
 - (2) to enter into contracts on behalf of the Association
 - (3) to invest the funds of the Association in such manner as they shall see fit including without prejudice to the generality the right to delegate their powers of investment to a private investment manager being any person who is entitled to carry on investment business under the provisions of the Financial Services Act 1988 or any amending legislation and to delegate to any such manager ('the Manager') the exercise of all or any of the Association's powers of investment on such terms and at such reasonable remuneration as the trustees may think fit but subject always to the following conditions:-
 - (a) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the trustees and within the powers of investment conferred by the memorandum and articles
 - (b) every transaction carried out by the Manager under delegated powers shall be reported to the trustees within fourteen days
 - (c) the trustees shall be entitled at any time and without notice to review revoke or alter the delegation or the terms thereof

- (d) the trustees shall be bound to review the arrangements for delegation at least once in every twelve months
 - (e) the trustees shall be liable for the acts and defaults of the Manager in the exercise of the delegated powers in the same manner as if they were the acts and defaults of the trustees
- (4) to allow any investments or other assets to be held in the name or names (as nominee or nominees on behalf of the Association or) of any company or companies or other person (whether or not being or including one or more of themselves) on any terms as they think fit
- (5) to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or any third party subject to such consents as may be required by law

APPOINTMENT AND RETIREMENT OF TRUSTEES

41. Not more than three quarters of the maximum number of trustees as determined by the articles of the Association by ordinary resolution (Article 37) shall be appointed by the full members of the Association from among their number
42. Not more than one quarter of the maximum number of trustees as determined by the articles of the Association by ordinary resolution (Article 37) shall be appointed by the serving trustees appointed under Article 41.

The filling of vacancies under these articles by the trustees shall be considered only after the vacancies under Article 41 shall have been filled or the full members have resolved not to fill any vacancy or vacancies or all nominations have been considered

All trustees so appointed must be nominated by two serving trustees appointed under Article 41 and receive the support of two-thirds of the serving trustees appointed under Article 41 and entitled to vote for the purposes of such appointments.

43. At the first annual general meeting all the trustees shall retire from office and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject for retirement by rotation, he or she shall retire
44. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last appointed or reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
45. If the Association at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
46. No person other than a trustee retiring by rotation shall be eligible for election to the office of trustee at any general meeting unless:
- (1) he or she is recommended by the trustees; or
 - (2) not less than sixty clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of trustees together with a notice executed by that person of his or her willingness to be appointed or reappointed
47. No person may be appointed as a trustee:
- (1) unless he or she has attained the age of 18 years; or

- (2) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 54
48. Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him or her at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of trustees
49. Subject as aforesaid and to the provisions of Article 41, the full members may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may reduce the number of trustees and may also determine the rotation in which any additional or reduced trustees are to retire
50. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees and provided further that the trustees appointed under this article and Article 42 above may not exceed one quarter of the maximum number of trustees as determined by the articles or by the Association by ordinary resolution at any time. A trustee so appointed shall hold office only until the conclusion of the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting.
51. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed
52. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any trustee before the expiration of his or her period of office notwithstanding anything in these articles or in any agreement between the Association and such trustee
53. The Association may by ordinary resolution appoint another person in place of a trustee removed from office under the immediately preceding article. Without prejudice to the powers of the trustees the Association in general meeting may appoint any person to be a trustee either to fill a casual vacancy or as an additional trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a trustee on the day on which the trustee in whose place he or she is appointed was last re-elected a trustee

DISQUALIFICATION AND REMOVAL OF TRUSTEES

54. A trustee shall cease to hold office if he or she
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision) or any other statute or otherwise becomes prohibited by law from being a trustee;
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (3) resigns his or her office by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the trustees from all their meetings held: within a period of twelve months and the trustees resolve that his or her office be vacated; or
 - (5) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (6) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his or her interest in the manner required by Section 317 of the Act;

- (7) is appointed under Article 41 and ceases to be a full member of the Association or otherwise ceases to be a member of the Association

TRUSTEES EXPENSES

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

TRUSTEES' APPOINTMENTS

56. Subject to the provisions of the Act and to Clause 4 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Association. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation
57. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Association is a party

PROCEEDINGS OF TRUSTEES

58. Subject to the provisions of the articles, the trustees may meet together whether in person or by electronic communication for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Provided that the trustees shall meet not less than twice a year. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote
59. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or five trustees, whichever is the greater
60. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting but for no other purpose
61. The Chair shall preside at every meeting of the trustees at which he or she is present but if he or she is not present a vice chair shall preside. But if there is no trustee holding such office, or if the trustee (or trustees) holding it is unwilling to preside or is not present within five minutes after the time appointed for any meeting, the trustees present may appoint one of their number to be chair of the same
62. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that any sub-committee so formed shall in the exercise of any powers so delegated conform to the regulations that may be imposed on it by the trustees and all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
63. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote
64. A resolution in writing, signed by all the trustees for the time being entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened

and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees

65. Any bank account in which any part of the assets of the Association is deposited shall be operated by the trustees and shall indicate the name of the Association. All cheques and orders for the payment of money from such account shall be signed by at least two persons duly authorised by the trustees
66. A trustee shall not vote in respect of any contract in which he or she is interested or any matter arising thereof, and if he or she does so vote his or her vote shall not be counted

CHAIR

67. The officers of the Association shall consist of a chair and one or two vice chairs and an honorary treasurer elected as herein provided
- (a) No person who is not a full member and a trustee of the Association shall be eligible to hold office as chair or vice chair of the Association
 - (b) No person who is not a member and a trustee of the Association shall be eligible to hold office as honorary treasurer of the Association.
 - (c) The officers, of the Association shall be appointed annually by the trustees and shall hold office as officers of the Association only until the meeting of the trustees following the annual general meeting next following and shall be eligible for re-election provided that no person shall hold the office of chair or vice chair for more than three consecutive years without an absence from office for one year.

SECRETARY

68. Subject to the provisions of the Act the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them
69. A provision of the Act or the articles requiring or authorising a thing to be done by or to a trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as a trustee and as, or in place of, the secretary

MINUTES

70. The trustees shall keep minutes in books kept for the purpose:
- (a) of all appointments of officers made by the trustees; and
 - (b) of all resolutions and proceedings at meetings of the Association and of the trustees and of committees of trustees including the names of the trustees present at each such meeting
 - (c) Minutes of previous meetings shall be circulated to the Trustees within one calendar month of that meeting. Minutes of the previous meeting amended if necessary shall be agreed as a true record by the trustees present at the subsequent meeting, and signed to that effect by the chair.

THE SEAL

71. If the Association has a seal the trustees shall provide for its safe custody. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees in that behalf. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

ACCOUNTS

73. The trustees shall cause accounting records to be kept in accordance with the provisions of the Act

The accounting records shall be kept at the registered office of the Association or subject to the provisions of the Act, at such other place or places as the trustees think fit, and shall always be open to the inspection of the trustees.

The Association shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being trustees, and no member (not being a trustee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the trustees or by the Association in general meeting

The trustees shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Association in general meeting such accounts as may be required by the Companies Act and Charitable Law

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's report and trustee's report shall not less than twenty-one days before the date of the meeting be sent to every member of the Association and every person entitled to receive notice of general meetings of the Association

ANNUAL REPORT

74. The trustees shall comply with their 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

ANNUAL RETURN

75. The trustees shall comply with their 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

NOTICES

76. 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 trustees need not be in writing

77. A notice may be given by the Association to any member either personally, electronically by email or by sending it by post in a prepaid envelope addressed to such member at his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, any such member who has given an email address to which such notices may be given shall be entitled to receive such notices electronically, but otherwise no such member shall be entitled to receive any notice from the Association

78. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

79. Where a notice is sent by post, 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 five clear working days after the envelope containing it was posted
80. Where a notice is sent electronically by email, proof that such an email containing a notice was properly sent and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given after the expiration of 48 hours by which no electronic notification had been received back to the sending server of the failure to deliver such notice to the email address given

INDEMNITY

81. (1) Subject to the provisions of the Act every trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto; including any liability incurred by him or her in defending any proceedings whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and no trustee or other officer or auditor of the Association shall be liable for any loss damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his or her office or in relation thereto. This article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- (2) The trustees shall have power to purchase and maintain for any trustee or other officer or auditor of the Association insurance against any such liability as is referred to in Section 310(1) of the Act PROVIDED THAT such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default. Section 310(3)(a) of the Companies Act 1985 is excluded in relation to the provisions thereof

RULES

82. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Association including the admission of organisations to membership and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the admission and classification of honorary officers of the Association their rights and privileges.
 - (iii) the conduct of members of the Association in relation to one another, and to the Association's servants;
 - (iv) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times for any particular purpose or purposes;
 - (v) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (vi) generally, all such matters as are commonly the subject matter of company rules
- (2) The Association in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Association all such rules or bye laws, which so long as they

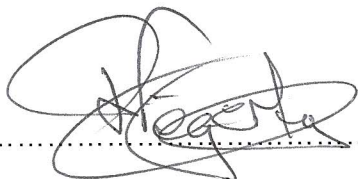
shall be in force shall be binding on all members of the Association. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

- (3) The trustees may suspend at any time any member from any activity in the Association if it has good and sufficient reason to suppose that the member is acting in any way contrary to the best interests of the Association. The trustees must, at their next meeting after the suspension of a member, give the member the opportunity to present either orally or in writing any defence or explanation he or she may wish to offer and may then confirm or annul the suspension with or without conditions. A member whose suspension is confirmed with or without conditions by the trustees may within 7 days of the notification of his or her confirmed suspension appeal in writing to the secretary to the next annual general meeting which he or she shall be entitled to attend and address. The members at such meeting shall have the power by simple majority to confirm or annul the suspension with or without conditions. Such decision to be final.

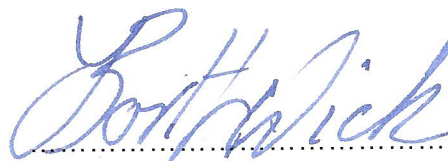
DISSOLUTION

83. Clause 8 of the memorandum relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

Signatures, Names and Addresses of Subscribers



JONATHAN FOGERTY
14, The Tarns,
Gatley,
Cheadle,
Cheshire.
SK8 4RU.



JOHN BORTHWICK
19, Wynbank Close,
Miles Green,
Stoke on Trent,
Staffordshire.
ST7 8LR.

Dated: 19th. November 2011

Witness to the above Signatures:

Name: PAUL SMITH

**Address: SIA House,
2, Trueman Place,
Oldbrook,
Milton Keynes,
Bedfordshire.
MK6 2HH.**

Occupation: Executive Director

