

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF ANALYTICAL PSYCHOLOGY

Contents

1.	Name of Society and Meaning of Words	2
2.	Interpretation	2
3.	Objects of the Society	3
4.	Powers of the Society	3
5.	Use of income and property	4
6.	Allowed Payments	4
7.	Limited Liability	5
8.	Guarantee by Members of the Society	5
9.	Winding-up of the Society	6
10.	Bye-laws	6
11.	Disputes	7
12.	Conflicts of Interest and Loyalty	7
13.	Membership	8
14.	General Meetings	9
15.	Votes of Members	11
16.	Written Agreement to Resolution	12
17.	The Council	12
18.	Members' reserve power	13
19.	Appointment of Members of the Council	13
20.	Co-option to Council	13
21.	Disqualification of Members of the Council	13
22.	Proceedings of the Council	14
23.	Minutes	15
24.	Committees	15
25.	Accounts	16
26.	Service of Notices	16
27.	Indemnity of Members of the Council	17

1. Name of Society and Meaning of Words

- 1.1 The name of the company (hereinafter called “the Society”) is “THE SOCIETY OF ANALYTICAL PSYCHOLOGY”.

2. Interpretation

- 2.1 In the articles, unless the context requires otherwise,

The Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time.
The Articles	The Articles of Association of the Society.
CEO	The Chief Executive Officer of the Society, or another person appointed by Council, with powers to function as Company Secretary;
Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
Connected person	as defined the Companies Act 2006
Directors	the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
Electronic Ballot	Electronic or e-voting is an election system that allows a voter to cast his or her secure and secret ballot electronically;
Electronic Form	has the meaning given in section 1168 of the Companies Act 2006;
Office	The registered office of the Society.
Postal Ballot	A vote by Members sent through the post to the Society. This vote should be arranged so that the identity of the voting Member is not revealed to those counting the votes.
Registering body	Organisations that provide professional registration of psychotherapists and psychoanalysts in the UK. These are the BPC and the UKCP.
Secret Ballot	A vote taken at a meeting in writing and arranged so that the identity of the voting Member is not revealed;

- | | |
|--------------------|--|
| Signed | Shall include faxes of signatures, typed signatures as part of an electronic document and other forms of authentication that are permitted by law; |
| Special Resolution | A resolution at a General meeting that directs the Council to take, or refrain from taking, specified action; |
| The Society | The Society of Analytical Psychology; |
| in Writing | Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible). |
- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 Subject as aforesaid, any words or expressions defined in the Bye-laws shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

3. Objects of the Society

- 3.1 The Society of Analytical Psychology is a psychoanalytic organisation of Jungian analysts and psychotherapists. The objects are, with a view to the benefit of the community at large but not otherwise, to promote and encourage:
- 3.1.1 The practice and application of analytical psychology in and to medical and other fields.
 - 3.1.2 Education and training in analytical psychology, its principles, practice and application.
 - 3.1.3 The increase of knowledge in relation to analytical psychology.
 - 3.1.4 The diffusion of the knowledge of the advantages that accrue from the practice and application of analytical psychology consistently with the foregoing.

4. Powers of the Society

- 4.1 The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:
- 4.1.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
 - 4.1.4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a

- grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 4.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 4.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - 4.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 4.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
 - 4.1.10 to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - 4.1.11 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5. Use of income and property

- 5.1 The income and property of the Society shall be applied solely towards the promotion of the Objects.
- 5.2 No part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Society or Members of Council, and no Member of Council may be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Society or a Member of Council receiving any benefit as a beneficiary.

6. Allowed Payments

- 6.1 The Charity may pay:
 - 6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Society who is not a Member of Council for any services to the Society;

- 6.1.2 reasonable and proper remuneration of a Member of Council for services actually rendered to the Society or a subsidiary of the Society (save for services rendered in his capacity as a Member of Council), PROVIDED THAT:-
- (a) the number of Members of Council so remunerated in any accounting period shall not exceed a minority of the Council;
 - (b) no resolution to approve such remuneration to a Member of Council shall be effective unless it is passed at a meeting of the Council;
 - (c) such Member of Council shall not vote on any resolutions relating to his engagement by the Society or a subsidiary (as defined in the Act) of the Society; and
 - (d) the remuneration or maximum remuneration payable to the Member of Council shall be set out either in the resolution approving such remuneration or in a written agreement between the Member of Council and the Society;

For the purposes of these clauses 6.1.1 and 6.1.2 "services" includes goods that are supplied in connection with the provision of services.

- 6.1.3 reasonable interest on the money lent by any Member of Council;
- 6.1.4 reasonable out-of-pocket expenses to any Member of Council;
- 6.1.5 reasonable and proper payment to a company of which a member of the Society or a Member of Council holds not more than a hundredth of the capital;
- 6.1.6 reasonable and proper rent of premises demised or let by any Member of Council;
- 6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any trustee indemnity insurance policy taken out pursuant to these Articles; and
- 6.1.8 any payment to a Member of Council under the indemnity provisions in the Articles of Association.

6.2 PROVIDED THAT no Member of Council shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Member of Council other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Members of Council.

6.3 For the purposes of this Article 6 Member of Council shall include any connected person.

7. Limited Liability

7.1 The liability of the Members is limited.

8. Guarantee by Members of the Society

8.1 Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment

of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

9. Winding-up of the Society

9.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

9.1.1 (a) directly for the Objects; or

9.1.2 (b) by transfer to any charity or charities for purposes similar to the Objects; or

9.1.3 (c) to any charity or charities for use for particular purposes that fall within the Objects.

9.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

9.2.1 (a) directly for the Objects; or

9.2.2 (b) by transfer to any charity or charities for purposes similar to the Objects; or

9.2.3 (c) to any charity or charities for use for particular purposes that fall within the Objects.

9.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 9.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

10. Bye-laws

10.1 The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

10.2 The Bye-laws may regulate the following matters but are not restricted to them:

10.2.1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

10.2.2 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

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

10.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

10.2.5 generally, all such matters as are commonly the subject matter of company rules.

- 10.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 10.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- 10.5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

11. Disputes

- 11.1 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

12. Conflicts of Interest and Loyalty

- 12.1 To the extent required by law every Member of Council shall fully disclose to the Council the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 12.2 Where the duty of a Member of Council to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Society including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 12.2.1 the matter in relation to which that duty exists has been proposed to the Council at a meeting of the Council and has been authorised by them; and
- 12.2.2 any requirement as to the quorum of such meeting is met without counting the Member of Council in question, or any other interested Member of Council, subject to Articles 12.3 and 12.4; and
- 12.2.3 the matter was agreed to without any such Member of Council voting, or would have been agreed to if the vote of any such Member of Council had not been counted, subject to Articles 12.3 and 12.4.
- 12.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Members of Council present at the meeting to constitute a quorum, the unconflicted Members of Council present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 12.2 and the manner of dealing with the conflict, provided that:
- 12.3.1 they may only give such authorisation where they are satisfied that the conflicted Member of Council or Members of Council will not receive any direct or indirect benefit other than one permitted by these Articles; and

- 12.3.2 the total number of Members of Council at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Council.
- 12.4 In the event that all of the Members of Council present at the Council meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Members of Council present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Articles 12.3.1 and 12.3.2 above.
- 12.5 The duty to deal with conflicts referred to in Article 12.2 applies in the case of the exploitation of property, information or opportunity even if the Society is not taking, or could not take, advantage of the opportunity.
- 12.6 The Members of Council shall observe the other duties and rules in the Act, and such other rules as the Council adopts, as to the management of conflicts of duty or interest.
- 12.7 The Council may by resolution passed in the manner set out in this Article, authorise a Member of Council not to disclose to the Council confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Member of Council.
- 12.8 Nothing contained in this Article shall authorise a Member of Council to receive any benefit not permitted elsewhere in these Articles.

13. Membership

- 13.1 The original Members of the Society were the signatories to the Memorandum, and now include all such corporations or persons as have been or shall be elected as Members by the Council and placed by the authority of the Council on the Register of Members, and every such corporation or person becoming a Member as aforesaid shall remain a Member until it or he (as the case may be) shall cease to be a Member by virtue of the provisions of the Articles and/or the Bye-laws.
- 13.2 The categories of membership and the qualifications and conditions applicable to each such category of membership shall be laid out in the Bye-laws.
- 13.3 A member stops being a member of the Society if:
- 13.3.1 the member resigns from membership by giving notice in Writing to the Society;
 - 13.3.2 the member's subscription (if any) remains unpaid six months after it is due and the Council resolves to end that member's membership;
 - 13.3.3 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Council resolves to end membership. The notice must contain a warning that membership may be ended;

- 13.3.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting;
 - (c) the resolution has a three-fourths majority of the total membership of the Council.
- 13.3.5 A member with a professional registration is deregistered by a registering body, other than due to retirement, and has not been re-registered within three months;
- 13.3.6 the member dies or, in the case of a member organisation, if the organisation ceases to function or is wound up.
- 13.4 If Council terminate membership under Article 13.3.4, the member may appeal against this decision following the procedure set out in the bye laws.

14. General Meetings

- 14.1 The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
- 14.2 Only Members of the Society, as defined in the Bye-laws, and those entitled to vote by proxy shall attend General Meetings. The exception to this is that Council may invite non-members if they think fit.
- 14.3 All general meetings other than Annual General Meetings shall be called General Meetings.
- 14.4 The Council may call a general meeting whenever they wish.
- 14.5 A general meeting must also be called if not less than five per cent of the members of the Society request it in accordance with the Act.
- 14.6 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 26.6). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by

these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.

- 14.7 Where the Society's auditors or independent examiners are deemed reappointed in accordance with the Act, the Council shall fix the auditors' or independent examiners' remuneration.
- 14.8 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the requisite quorum shall be members present in person or by proxy and entitled to vote, and shall consist of 20% of all Members entitled to vote.
- 14.9 If within thirty minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.
- 14.10 The Chair of a General Meeting may, with the consent of the meeting, adjourn a meeting from time to time and from place to place, as the meeting shall determine. The time of the adjourned meeting should be sufficient to allow all members to be informed of the meeting by email. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. No Electronic, Postal or Secret Ballot shall be demanded on the question of adjournment.
- 14.11 The Chair (if any) of the Council or in his absence the Vice-Chair of the Council (if any) shall preside at every General Meeting, but if there be no such Chair or Vice-Chair, or if at any meeting neither of them shall be present within thirty minutes after the time appointed for holding the same, or shall be unwilling to preside, the persons present shall choose some Member of the Council, or if no such Member be present, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Society who shall be present to preside as Chair of the meeting. No Electronic, Postal or Secret Ballot shall be demanded on the question of the election of such a Chair.
- 14.12 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the persons present in person or by proxy and entitled to vote, unless before or upon the declaration of the result of the show of hands a vote by Secret Ballot be demanded by the Chairman or by at least 5% of those present in person and entitled to vote including proxy voters, and unless a vote be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost or not carried by a particular majority, shall be conclusive and an entry to that effect in the minutes of the Society shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 14.13 An Electronic Ballot may be demanded at a General Meeting if one third of those present and entitled to vote before or upon the declaration of the result of the show of hands or a Secret Ballot make such a demand. If an Electronic Ballot be so demanded it shall be conducted in such manner as the Chair of the meeting shall direct, and the result of the Electronic Ballot

shall be deemed to be a resolution of the meeting at which the vote was demanded. Such an Electronic Ballot shall be conducted and the result announced within twelve weeks of the General Meeting at which it was demanded. Such a vote should be arranged so that the identity of the voting Member is not revealed.

- 14.14 In the case of an equality of votes, either on a show of hands, or on a Secret Ballot, or on an Electronic or Postal Ballot, the Chairman of the meeting shall be entitled to a further or casting vote.
- 14.15 A demand for an Electronic Ballot as laid out under Article 14.13 shall not prevent the continuance of a meeting for the transaction of any business other than the question on which an Electronic or Postal Ballot has been demanded.

15. Votes of Members

- 15.1 Every Member, as defined in the Bye-laws, shall have one vote for the purpose of voting at all general meetings.
- 15.2 No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.
- 15.3 At any General Meeting a vote by a show of hands or Secret Ballot may be given either personally or by proxy.
- 15.4 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the seal, or under the hand of an officer or attorney so authorised.
- 15.5 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 Society 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.
- 15.6 The instrument appointing a proxy shall be in the following form or any other form which the Council shall approve:-

To: The CEO,

THE SOCIETY OF ANALYTICAL PSYCHOLOGY

I, a Member of THE SOCIETY OF ANALYTICAL PSYCHOLOGY, hereby appoint

of

as my proxy to vote for me and on behalf at the [Annual] General Meeting of the Society to be held on

the day of and at any adjournment thereof.

Signed this day of , 20 .

Signature

15.7 The instrument appointing a proxy shall be deemed to confer authority on the proxy to demand or join in demanding a vote.

16. Written Agreement to Resolution

16.1 Except in the case of a resolution to remove a Member of the Council or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- 16.1.1 it must be in Writing;
- 16.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- 16.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- 16.1.4 it may consist of two or more documents in identical form signed by members; and
- 16.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

16.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

16.3 A written resolution passed in accordance with this Article 16 has effect as if passed by the Society in general meeting.

17. The Council

17.1 The directors, acting as a Council, shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

17.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

17.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

17.4 The number of the Members of the Council shall not be less than ten people. At least 8 members of Council must be members of the Society.

18. Members' reserve power

18.1 The members may, by special resolution, direct the Council to take, or refrain from taking, specified action.

18.2 No such special resolution invalidates anything which the trustees have done before the passing of the resolution.

19. Appointment of Members of the Council

19.1 Council Members are appointed for a three year term. For a co-opted member of the Society, their period being co-opted counts as the first year of their term in office.

19.2 Any person retiring as a Council Member after a single term is eligible for reappointment.

19.3 A Council Member who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year.

19.4 Any person wishing to nominate a member, including themselves, for election to a vacancy on Council must give written notice to the CEO of their nomination at least two weeks prior to the day appointed for the start of voting. Such notice must be accompanied by written evidence of the member's willingness to be elected. Unless these notices have been received by the CEO at least two weeks prior to the date of the start of voting the member cannot be considered for election to Council.

20. Co-option to Council

20.1 The Council may co-opt up to three additional persons onto the Council at any time.

20.2 Co-optees may vote at Council meetings.

20.3 If a co-optee is a member of the Society, they shall hold office until the Annual General Meeting of the Society following their appointment unless they cease to be a Member of the Council prior to that meeting.

20.4 If they are not a member of the Society, they may be co-opted for up to three years with a possibility to have a second term of three years, after which they must take a break of at least a year before being co-opted again.

21. Disqualification of Members of the Council

21.1 A director shall cease to hold office if he:

- 21.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 21.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - 21.1.3 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 21.1.4 resigns his office by notice in writing to the Society (but only if at least two directors will remain in office when the notice of resignation is to take effect);
 - 21.1.5 ceases to be a Member of the Society;
 - 21.1.6 is absent without the permission of the directors from all their meetings held within a period of four consecutive months and the directors resolve that his office be vacated, the subject of the resolution having first been notified in writing to all Members of Council, at least two weeks prior to the relevant meeting, as an agenda item;
 - 21.1.7 is called upon to resign his office by a three-fourths majority of the total membership of Council, the subject of the possible resignation having first been notified in writing to all Members of Council, at least two weeks prior to the relevant meeting, as an agenda item;
 - 21.1.8 A General Meeting of the Society passes a resolution to remove a Member of the Council before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.
- 21.2 If a Member of the Council has been called upon to resign his office under Articles 21.1.6 or 21.1.7 above then such a member may appeal against such a vote under the procedure set out in the bye laws.

22. Proceedings of the Council

- 22.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 22.2 Three Members of Council may at any time summon a meeting of the Council with two week's written notice being given.
- 22.3 The quorum for Council necessary for the transaction of the business of the Council may be fixed by the Council. Unless otherwise determined two thirds of the Members of Council shall be a quorum.
- 22.4 Council may invite any member of the Society who is not already a Member of Council, or any other person, to attend its meetings but such a member or person shall not be entitled to vote at the meetings of Council.

- 22.5 An inquorate meeting of Council may act for the purpose of increasing the number of Members of the Council by co-option, or of summoning a General Meeting of the Society but for no other purpose.
- 22.6 The Council may from time to time elect from their body a Chair. The Council may also from time to time elect from their body a Vice Chair.
- 22.7 A person may not serve more than three years as Chair.
- 22.8 The Chair, or in his/her absence the Vice Chair, shall preside at all meetings of the Council, but if no such Chair or Vice Chair be elected, or if at any meeting the Chair or Vice Chair be not present within fifteen minutes after the time appointed for holding a meeting, the Members of the Council present shall choose a Chair of the meeting.
- 22.9 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

23. Minutes

- 23.1 The Council shall keep Minutes of all:
- 23.1.1 appointments of officers made by the directors;
 - 23.1.2 proceedings at meetings of the charity;
 - 23.1.3 meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions.
 - 23.1.4 powers delegated to committees
 - 23.1.5 the reasons for financial decisions that involve connected persons.

24. Committees

- 24.1 The Council may delegate any of their powers to a Committee consisting of such Members of the Society as they think fit. All decisions of such Committees shall be provisional only and conditional upon their approval by the Council.
- 24.2 The Council may co-opt any person or people who are not Members of the Council onto a Committee.
- 24.3 Council must set the terms of reference of every committee.
- 24.4 All acts done by any meeting of the Council or of a Committee of the Council, or by any person acting as a Member of the Council, or as a Member of a Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Members of the Council or persons 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 Member of the Council or a Member of a Committee. As soon as the defect in the appointment of any such Members of the Council is realised then that defect must as far as possible be corrected.

25. Accounts

- 25.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 25.2 The directors must keep accounting records as required by the Companies Act.
- 25.3 The Council must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed.
- 25.4 Subject to any reasonable restrictions as to the time and manner of inspecting, the accounts and books shall be open to the inspection of the members of the Society.

26. Service of Notices

- 26.1 The Society may give notices, accounts or other documents to any Member either:
- 26.1.1 personally; or
 - 26.1.2 by delivering them or sending them by ordinary post to the Member's registered address; or
 - 26.1.3 if the Member has provided the Society with an e-mail address, by sending them by e-mail to that address
 - 26.1.4 in accordance with the provisions for communication by website set out below.
- 26.2 If the Member lacks either a registered postal address within the United Kingdom or a working email address, then they shall not be entitled to receive any notice, accounts or other documents served by the Society.
- 26.3 If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Society receives no indication that they have not been received.
- 26.4 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

26.5 The Society may assume that any e-mail address given to it by a Member remains valid unless the Member informs the Society that it is not.

26.6 Where a Member has informed the Society in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Society by means of a website, such information will be validly given if the Society sends that Member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

27. Indemnity of Members of the Council

27.1 The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

27.2 In this article a 'relevant director' means any director or former director of the charity.