

THE COMPANIES ACT 2006

Private Company Limited by Guarantee



**ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF TEACHERS OF THE ALEXANDER TECHNIQUE**

Company Number: 05533966

**Registered Office: Unit W48
Grove Business Centre
560-568 High Road
London N17 9TA**

THE COMPANIES ACT 2006

Private Company Limited by Guarantee (A not-for-profit Organisation)

1. The name of the company to be governed by these articles is **THE SOCIETY OF TEACHERS OF THE ALEXANDER TECHNIQUE** ("STAT").
2. STAT's registered office is to be situated in England.
3. The objects for which STAT is established are:
 - 3.1 to teach, expound, promote and propagate the theory and practice of the Alexander Technique of Re-Education based on the teaching, practice, theory and writings of F Matthias Alexander ("the Alexander Technique");
 - 3.2 to support teachers of the Alexander Technique in teaching the Alexander Technique.
4. In pursuance of the Objects but not further or otherwise STAT shall have the following powers:
 - 4.1 To encourage, promote and undertake education, study and research in branches of science, education, medicine or practice which may be relevant to the Alexander Technique to disseminate the useful products and results of such research and to undertake specific projects related to the Alexander Technique in selected fields of work, practice and study;
 - 4.2 To establish, manage, maintain and support, financially or otherwise educational establishments for the training of teachers of the Alexander Technique and schools for children where the Alexander Technique shall form a basis of teaching and to create and promote standards of conduct and integrity among such teachers, and prizes, scholarships, bursaries and other distinctions and awards for them and for students and children;
 - 4.3 To establish and maintain standards and codes of professional conduct amongst teachers of the Alexander Technique in membership of STAT and to establish and enforce regulations guidelines and disciplinary procedures to maintain such codes and standards;
 - 4.4 To establish, manage, maintain, support financially or otherwise establishments where students and teachers may gain experience in teaching and where the practice of the Alexander Technique may take place;

- 4.5 To enter into agreements, engagements and contracts of employment with and to remunerate lecturers, teachers advisers and such other persons who may be able to create manage and develop educational services and for that purpose to provide, present promote, organise and produce educational events, conferences seminars, workshops, exhibitions and other similar occasions and events which will promote maintain and advance education in the Alexander Technique and establish schemes therefor;
- 4.6 To purchase, acquire and obtain interests in the copyright of, or in the right to publish, perform, show, broadcast or otherwise disseminate any material on the Alexander Technique or related fields of study which can be used or adapted for the Objects of STAT;
- 4.7 To co-operate with manufacturers, dealers, traders, the press, broadcast media and other sources of and providers of publicity or information for the purpose of promoting the Objects of STAT;
- 4.8 To procure to be written, print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise reports, periodicals, books, newsletters, pamphlets, journals, leaflets or other literature;
- 4.9 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments and to operate bank accounts in the name of STAT and to guarantee money for charitable purposes in any way connected with the purposes of STAT or calculated to further its purposes;
- 4.10 To raise funds (which expression shall include borrowing) and to invite and receive contributions, donations, gifts, affiliation fees and subscriptions, membership fees and subscriptions, legacies and grants; PROVIDED THAT in raising funds STAT shall conform to any relevant statutory regulations;
- 4.11 To accumulate any income by investing the same and any income as of the investing and such accumulations shall be held as an accretion to the capital of STAT;
- 4.12 To acquire, alter, construct, improve, and (subject to such consents as may be required by law) to charge or otherwise dispose of (which expression shall include licensing or letting) property both real and personal;
- 4.13 Subject to Article 5 below, to employ such staff who shall not be directors of STAT as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- 4.14 To carry on trade provided that either the trade is exercised in the course of the actual carrying out of a primary Object of STAT or the trade is temporary

- or ancillary to the carrying out of the Objects of STAT or where it does not create a liability for income or corporation tax;
- 4.15 To establish or support any charitable trusts, associations, or institutions formed for any or all of the Objects;
- 4.16 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 4.17 To provide indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to STAT provided that any such insurance shall, not extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 4.18 To delegate upon such terms and with such remuneration, as the Directors shall in their absolute discretion think fit to professional investment managers (hereinafter called "the managers") the exercise of making and changing investments of the funds of STAT - PROVIDED ALWAYS THAT:
- 4.18.1 The managers shall be persons who are entitled to carry on investment business either under the provisions of the Financial Services and Markets Act 2000 (and any statutory modification thereof) or, if situated outside the United Kingdom, under the provisions of any statutory enactment of the jurisdiction where such managers are situated;
- 4.18.2 The Directors shall authorise the managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Directors and the Directors shall use their best endeavours to ensure those guidelines are observed;
- 4.18.3 The managers shall be under a duty to report promptly to the Directors any exercise of the power delegated as aforesaid and to report all transactions within at least fourteen days and to report on performance of any investment managed by them at least every three months;
- 4.18.4 The Directors shall at all times be free forthwith to review alter or determine such delegations and the terms thereof;
- 4.18.5 The Directors shall review such delegation at intervals not (in the absence of special reasons) exceeding twelve months but any

failure by the Directors to undertake such review within the said period of twelve months shall not invalidate the delegation;

- 4.18.6 The Directors shall be liable for any failure to take reasonable care in choosing the managers, fixing and enforcing the terms upon which the managers are employed requiring the remedying of any breaches of those terms or otherwise supervising the managers but otherwise shall not be liable for the acts or defaults of the managers;
- 4.19 To permit any investments belonging to STAT to be held in the name of any clearing bank any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee and to pay such nominee reasonable and proper remuneration for acting as such;
- 4.20 To pay out of the funds of STAT the costs charges and expenses of and incidental to the formation and registration of STAT;
- 4.21 To do all such other lawful things as are necessary for the achievement of the Objects.

5. Benefits and Conflicts

- 5.1 The income and property of STAT shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of STAT, and no Director shall be appointed to any office of STAT paid by salary or fees or receive any remuneration or other benefit in money or money's worth from STAT – provided that, subject to compliance with Article 5.2, nothing in this document shall prevent any payment in good faith by STAT:
- 5.1.1 Of any premium, in respect of indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to STAT; PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Directors (or any of them) know to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 5.1.2 Of the usual professional charges for business done by any Director or by any partner of his or hers, when instructed by STAT to provide services and/or act in

a professional capacity on its behalf, provided that at no time shall a majority of the Directors benefit under this provision;

- 5.1.3 Of reasonable and proper remuneration including pension and other insurance premiums for any services rendered to STAT by any member, officer or servant of STAT who is not a Director;
- 5.1.4 Of interest on money lent by any member of STAT or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
- 5.1.5 Of fees, remunerations or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.1.6 Of reasonable and proper rent for premises demised or let by any member of STAT or a Director;
- 5.1.7 To any Director of reasonable out of pocket expenses;
- 5.1.8 To Officers reasonable compensation for loss of income and reasonable out of pocket expenses for time actually rendered to STAT PROVIDED THAT:-
 - A) the number of Officers so remunerated shall not exceed three; and
 - B) the non-Conflicted Directors are satisfied that the payments are both necessary and expedient in the interests of STAT.

AND PROVIDED FURTHER THAT nothing in this document shall prevent a Director from receiving the benefit of a service provided by STAT, which is available to all members.

- 5.2 Subject to Article 5.3, any Director who becomes a Conflicted Director in relation to any matter must:
 - 5.2.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - 5.2.2 withdraw from the meeting for that item after providing any information requested by the Directors;
 - 5.2.3 not be counted in the quorum for that part of the meeting; and
 - 5.2.4 be absent during the vote and have no vote on the matter.

- 5.3 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that it is in the best interests of STAT to do so, may by resolution passed in the absence of the Conflicted Director authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:
- 5.3.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
 - 5.3.2 disclose to a third party information confidential to STAT, or
 - 5.3.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from STAT or
 - 5.3.4 refrain from taking any step required to remove the conflict.
6. The liability of members is limited.
7. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of STAT in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- Payment of STAT's debts and liabilities incurred before he, she or it becomes a member,
 - Payment of the costs, charges and expenses of winding up; and
 - Adjustment of the rights of the contributories among themselves.
8. If STAT is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of STAT, but shall be given or transferred to some other company or charity having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as imposed on STAT by Article 5 above, chosen by the members of STAT at or before the time of dissolution and if that cannot be done then to some other charitable object.

Members

9. The subscribers to the memorandum and such other persons or schools or organisations or statutory authorities as are admitted to membership in accordance with the rules made under Article 65 shall be members of STAT. No person shall be admitted a member of STAT unless the person's application for membership is approved by the Council.
10. Membership is terminated if the member resigns by written notice to the Directors unless, after the resignation, there would be fewer than two members.

11. None of the rights of any member of STAT may be transferred or transmitted to any other person.
12. A member which is an organisation must, if asked, give a copy of its constitution to STAT.

General Meetings

13. The Company shall hold an annual general meeting in each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of STAT and of the next: PROVIDED THAT so long as STAT holds its first annual general meeting within eighteen months of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company may invite any person to attend its meetings as an observer without a power to vote.
14. The Directors may call general meetings and on the requisition of not less than one twentieth of the members 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 members to call a general meeting, any Director or any member of STAT may call a general meeting.

Notice of General Meetings

15. A general meeting at which a motion is to be proposed appointing or removing a person as a director or removing an auditor shall be called by at least twenty-eight days' clear notice. All other general meetings, including annual general meetings, shall be called by at least fourteen clear days' notice upon the written demand of not less than one twentieth of the members or by the Chair or by the Council but a general meeting may be called by shorter notice if ninety per cent of the members entitled to vote upon the business to be transacted agree.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and shall notify members of their right to appoint a proxy. In the case of an annual general meeting the notice shall specify the meeting as such.

The notice shall be given to all the members and to the Directors and to the auditors.

16. 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

17. No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the number of members present (in person or by the duly authorised representative of a member) and entitled to vote upon the business to be transacted is thirty-five (35).
18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
19. The Chair or in the Chair's absence some other Director nominated by the members shall preside as Chair of the meeting, but if neither the Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members shall elect another Director to be Chair and, if there is only one Director present and willing to act, that person shall be Chair.
20. If no Director is willing to act as Chair, or if no Director is present within 15 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.
21. A Director shall be entitled to attend and speak at any general meeting.
22. The Chair shall adjourn the meeting from time to time and from place to place if:
 - a) The meeting consents to the adjournment;
 - b) The meeting directs the adjournment; and
 - c) The Chair may adjourn the meeting for up to 30 minutes if it is necessary to ensure that the business of the meeting is conducted in an orderly manner,

but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the 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 such notice.

23. A resolution put to the vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - a. by the Chair; or
 - b. by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

24. On a vote on a resolution at a meeting on a show of hands, a declaration by the Chair that the resolution:
 - a) has or has not been passed, or
 - b) passed with a particular majorityis conclusive evidence of that fact without proof of the number or proportion of the votes, recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting is also conclusive evidence of that fact without such proof. This section does not have effect if a poll is demanded in respect of the resolution (and the demand is not subsequently withdrawn).

25. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

26. A poll shall be taken as a secret ballot. The Chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to an extra or casting vote in addition to any other vote the Chair may have.

28. 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 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.

29. 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.

Votes of members

30. Subject to Article 28 every member shall have one vote. A person may exercise more than one vote where they have been appointed to represent two or more interests.
31. No member shall be entitled to vote at any general meeting unless all moneys outstanding more than 90 days have been paid.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
33. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by STAT at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
34. Any organisation or school which is a member of STAT may by resolution of its Council or other governing or advisory body authorise such person as it thinks fit to act as its representative at any meeting of STAT, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which the person represents as the organisation could exercise if it were an individual member of STAT; PROVIDED THAT the organisation shall supply the Directors with the name of that person and shall inform the Chair of any meeting at least twenty

four hours prior to any meeting if a different person has been authorised as the representative of that organisation.

Proxy voting

35. On a poll or a show of hands, votes may be given either personally or by the duly authorised representative of an organisation or by proxy.
- 35.1 The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in a form approved by the Directors which:
- 35.1.1 states the name and address of the member, or the duly authorised representative of an organisation, appointing the proxy;
- 35.1.2 identifies the person appointed to be that member's, or the duly authorised representative of an organisation's, proxy and the general meeting in relation to which that person is appointed;
- 35.1.3 is executed by or on behalf of the member, or the duly authorised representative of an organisation, appointing the proxy; and
- 35.1.4 is delivered to STAT in accordance with the articles and any instructions contained in the notice of the general meeting to which the proxy relates.
- 35.2 The appointment of a proxy and any authority under which it is executed shall be deposited with the Secretary, Chair or acting Chair at STAT's registered office, or at such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by STAT in relation to the meeting not less than forty eight hours (excluding public holidays and weekends) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- 35.3 A vote given or poll demanded by proxy shall be valid, even if the authority of the person voting or demanding a poll has been terminated by the member concerned, unless notice of the termination of authority was received by STAT at its registered office (or at such other place at which the instrument of proxy was duly deposited) or, where the appointment of the proxy was sent by electronic means, at the address at which the appointment was received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (or, in the case of a poll taken on a different day from the meeting or adjourned meeting, the time appointed for taking the poll).

- 35.4 An appointment of a proxy may be revoked by notice to STAT given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is received before the start of the meeting or adjourned meeting to which it relates.
- 35.5 Any appointment of proxy or notice of revocation of appointment may be delivered by hand, by post or by fax to the registered office of STAT or scanned and emailed to the STAT office email address from the member's email address registered with STAT. Additionally, any notice of revocation of appointment may be delivered by hand at the meeting to which it relates, subject to 35.4 above.

Written Resolutions

36. Except where otherwise provided by the articles or the Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
37. Subject to the provisions of the Act:
- 37.1 a written resolution (being a resolution proposed outside a general meeting and circulated by STAT to its members by post or by other appropriate electronic means) is passed as an ordinary resolution if it is agreed to by members representing a simple majority of the total voting rights of eligible members;
- 37.2 a written resolution (being a resolution proposed outside a general meeting and circulated by STAT to its members by post or by other appropriate electronic means) is passed as a special resolution if it is agreed to by members representing not less than seventy five percent of the total voting rights of eligible members; and states that it is a special resolution;
- 37.3 a members' resolution under the Act removing a Director or an auditor before the expiration of his or her term of office may not be passed by a written resolution;
- 37.4 a copy of the written resolution must be sent to every eligible member together with a statement informing them of the date by which the resolution must be passed if it is not to lapse, and how to indicate their agreement to the resolution;
- 37.5 a member indicates his or her agreement to a written resolution when STAT receives from the member an authenticated document identifying the written resolution and indicating his or her agreement to it:

37.5.1 by the member's signature if the document is in hard copy form; or

37.5.2 by the member's signature, or confirmation of the member's identity in a manner specified by STAT, accompanied by a statement of the member's identity which STAT has no reason to doubt, if the document is in electronic form;

37.6 a written resolution lapses if the required number of agreements has not been obtained by sixty (60) days beginning with the circulation date of the resolution.

37.7 The members may require STAT to include in the business of an annual general meeting any item of business (including a proposed resolution) which may properly be included in the business subject to all of the following:

37.7.1 the item must be proposed by members representing at least 2% of the members entitled to vote at the meeting;

37.7.2 it is in accordance with Company Law;

37.7.3 it is in accordance with the Rules made under Article 65.

Directors

38. The total number of Directors elected by the members shall be not more than twelve of which number the Members shall elect three as Chair, Executive Secretary and Treasurer respectively, provided that lay members shall not be eligible for the role of Chair, Executive Secretary or Treasurer. Subject to the maximum number of Directors, the Directors can co-opt up to five Directors to fill any casual vacancies. Each Director co-opted by the Council shall hold office from the date of his or her appointment until the next annual general meeting where he or she shall retire but will be eligible for election by the members.

38.1 All teaching members of STAT are eligible for nomination as a Director, including officer roles.

39. Subject to the provisions of the Act, the articles and to any directions given by special resolution, the business of STAT shall be managed by the Directors who may exercise all the powers of STAT. No alteration of the articles and no such direction shall invalidate any prior act of the Directors 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 Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors. The Directors shall meet not less than three times a year.

Appointment and retirement of Directors

40. At the third general meeting after their election by the members each Director shall retire but all are eligible for re-election provided that no Director may serve for a period of more than six years without a period of one year out of office save where the above provision would curtail the serving Chair, Executive Secretary or Treasurer from completing his or her three year term of office.
41. If STAT at the meeting at which a Director retires by rotation does not fill the vacancy the retiring Director shall, if eligible and willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
42. No person may be appointed as a Director:
- a. unless that person has attained the age of 18 years; or
 - b. in circumstances such had that person already been a Director, that person would have been disqualified from acting under the provisions of Article 46.
43. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting at which the Director may seek election by the members. If not elected at such annual general meeting a Director shall vacate office at the conclusion thereof.
44. Directors may be elected by ballot or ballots of voting members. The ballot or ballots may be by means of either postal voting, the use of other suitable

technology, or a combination of these voting methods, unless they are being elected by virtue of these articles.

45. If the Chair or Executive Secretary or Treasurer retires by rotation, resigns, or dies and is replaced by a person who at that date holds another of such offices, the Directors may appoint another person to fill the vacancy created by such appointment and the person so appointed shall hold office until the next AGM.

Disqualification and removal of Directors

46. A Director shall cease to hold office if that person:
- a. ceases to be a Director by virtue of any provision of the Act (or any statutory re-enactment or modification of the Act);
 - b. is declared incapable of managing and administering his or her own affairs by a registered medical practitioner by reason of mental disorder, injury or illness;
 - c. resigns from office by notice to STAT (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - d. is absent without permission of the Directors from half their meetings held in any one year and the Directors resolve that the office be vacated; or
 - e. ceases to be a member of STAT.

The directors may then co-opt an additional Director in place of that person in accordance with Article 43.

47. Except to the extent permitted by Article 5 no Director shall take or hold any interest in property belonging to STAT or receive remuneration or be interested otherwise than as a Director in any other contract to which STAT is a party.

Proceedings of Directors

48. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to any Director 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.
49. A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.

50. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than five Directors.
51. The Directors may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed for a quorum, the continuing Directors or Director may only act for the purpose of filling vacancies or of calling a general meeting.
52. Unless unwilling to do so the Director so appointed as Chair under Article 39 shall preside at every meeting of Directors at which a Director so appointed is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.
53. The Directors may appoint one or more sub-committees consisting, where possible, of two Directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee; Provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors. A sub-committee may appoint any person to that committee to act as an adviser if they so wish.
54. All acts done by a meeting of Directors, or of a sub-committee of Directors, shall, notwithstanding that it may be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.
55. A resolution which 75% or more of the Directors entitled to receive notice of a meeting of Directors or a sub-committee of Directors have agreed through email correspondence or other electronic means, or a resolution in writing, signed by 75% or more of the Directors entitled to receive notice of a meeting of Directors or (as the case may be) a sub-committee of Directors, shall be as valid and as effective as if it had been passed at a meeting of Directors or (as the case may be) a sub-committee of Directors duly convened and held. All members of the

Committee or Sub-committee must receive the text of the motion or proposed 'resolution in writing' for any subsequent decision to be valid.

56. Any bank account in which any part of the assets of STAT is deposited shall be operated by the Directors and shall indicate the name of STAT. All cheques and orders for the payment of money from such account shall be signed by two Directors or a Director and a person appointed by the Directors.

Patrons

57. The directors may appoint Patrons of STAT.

Secretary

58. Subject to the provisions of the Act, the secretary shall be appointed by the Directors from such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

59. The Directors shall keep minutes in books for an indefinite period, kept for the purpose:
- a. of all appointments of officers made by the Directors; and
 - b. of all proceedings at meetings of STAT and of the Directors and of sub-committees of Directors including the names of the Directors present at each such meeting.

Accounts

60. Accounts shall be prepared in accordance with the Act.

Annual report

61. The Directors shall comply with their obligations under the Act with regards to the preparation of an annual report and its transmission to the Registrar of Companies.

Annual Return

62. The Directors shall comply with their obligations under the Act with regards to the preparation of an annual return and its transmission to the Registrar of Companies.

Indemnity

63. Subject to the provisions of the Act every Director or other officer or auditor of STAT shall be indemnified out of the assets of STAT against any liability incurred by

such person in that capacity in defending any proceedings, whether civil or criminal in which judgement is given in that person's favour or in which that person is acquitted or in connection with any application in which relief is granted by the court from liability or negligence, default, breach of duty, or breach of trust in relation to the affairs of STAT.

Rules

64. The Directors 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 STAT and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
- a. the admission and classification of members of STAT (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 suspended or terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b. the conduct of the members of STAT in relation to one another, to STAT's servants and to students and members of the generality of the public by codes on conduct, disciplinary and other procedures;
 - c. the setting aside of the whole or any part of STAT's premises at any particular time or times for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the articles;
 - e. the regulations governing the recognition of Training Courses and Heads of Training;
 - f. the regulations covering the recognition of other societies;
 - g. generally, all such matters as are commonly the subject matter of company rules.
65. The Company in General meeting shall have the power to alter, add to or repeal the rules or bye-laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of STAT all such rules or bye-laws, which shall be binding on all members of STAT; PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.
66. The Company in General meeting shall have the power to alter, add to or otherwise alter these Articles of Association by special resolution requiring a majority of at

least three quarters (75%) of those voting at the meeting whether present in person or by proxy.

Communications

67. Notices and other documents to be served on members or Directors under the articles or the Act may be served:

- (1) by hand;
- (2) by post;
- (3) by suitable electronic means; or
- (4) through publication in STAT's newsletter or on STAT's website.

The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

68. Any notice given in accordance with these articles is to be treated for all purposes as having been received:

- (1) 48 hours after being sent by electronic means, 7 days after being posted on STAT's website or 24 hours after being delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally;
or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

69. A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

Interpretation

70. The articles are to be interpreted without reference to the model articles under the Act, which do not apply to STAT.

71. In these articles:

"The Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of STAT;

“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;

“Conflicted Director” means a Director in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Director or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from STAT, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to STAT;

“Connected Person” means, in relation to a Director, a person with whom the Director shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Director’s family or household or a person or body who is a business associate of the Director, and (for the avoidance of doubt) does not include a company with which the Director’s only connection is an interest consisting of no more than 1% of the voting rights;

“the Council” or “Council” means the board of directors of STAT

“the Directors” means the directors of STAT (and “Director” has a corresponding meaning);

“executed” includes any mode of execution;

“material benefit” means a benefit, direct or indirect, which may not be financial but has a monetary value;

“the memorandum” means the memorandum of association of STAT;

“office” means the registered office of STAT;

“the Officers” means the Chair, Executive Secretary, and Treasurer;

“secretary” means the secretary of STAT or any other person appointed to perform the duties of the secretary of STAT, including joint, assistant or deputy secretary;

“the United Kingdom” means Great Britain and Northern Ireland;

72. Reference to an individual shall include a corporation, unincorporated corporation or corporate bodies. Words importing the masculine gender only shall include the feminine gender. Subject as aforesaid words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.