

THE COMPANIES ACTS 1985 AND 1989
Private Company Limited by Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
The Society of Teachers of the Alexander Technique
2005

Registered Office: First Floor
Linton House
39 -51 Highgate Road
London NW5 1RS

THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of

The Society of Teachers of the Alexander Technique

1. The name of the Company is **THE SOCIETY OF TEACHERS OF THE ALEXANDER TECHNIQUE.** (which is hereinafter called STAT)
2. The Company's registered office is to be situated in England.
3. The objects for which STAT is established are: 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 (hereinafter called "the Alexander Technique"); to support teachers of the Alexander Technique in teaching the Alexander Technique.
4. In pursuance of these objects but not further or otherwise STAT shall have the following powers:
 - (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;
 - (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;
 - (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) 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;
 - (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 to establish schemes therefor;

- (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;
- (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;
- (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;
- (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;
- (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;
- (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;
- (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;
- (13) Subject to Clause 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;
- (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 the Company or the trade is temporary or ancillary to the carrying out of the objects of the Company or where it does not create a liability for income or corporation tax;
- (15) To establish or support any charitable trusts, associations, or institutions formed for any or all of the Objects;

- (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;
- (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;
- (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:

- i. 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;
- ii. 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;
- iii. 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;
- iv. The Directors shall at all times be free forthwith to review alter or determine such delegations and the terms thereof;
- v. 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;
- vi. 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;

- (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;
- (20) To pay out of the funds of STAT the costs charges and expenses of and incidental to the formation and registration of STAT;
- (21) To do all such other lawful things as are necessary for the achievement of the Objects.

5. 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** nothing in this document shall prevent any payment in good faith by STAT:

- (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 the Company; **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;
- (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 and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner is under discussion;
- (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 the Company who is not a Director;
- (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) 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;
- (6) Of reasonable and proper rent for premises demised or let by any member of STAT or a Director;
- (7) To any Director of reasonable out of pocket expenses.
- (8) To Officers reasonable compensation for loss of income and reasonable out of pocket expenses for time actually rendered to the Company PROVIDED THAT:-
 - (i) The number of Officers so remunerated shall not exceed three.
 - (ii) any such Officer so remunerated shall be absent from all meetings (or parts of meetings) at which the level of his or her remuneration by the Company is discussed;
 - (iii) such Officer shall not vote on any resolution relating to his or her remuneration;
 - (iv) the other Directors are satisfied that the payments are both necessary and expedient in the interests of the Company.

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.

6. The liability of members is limited
7. Every member of STAT undertakes to contribute such amount as may be required (not exceeding £1) to the assets of STAT if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the 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 the Company, 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 Clause 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.

We the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association:

Names, Addresses, Signatures and Descriptions of Subscribers

Mr Philip Tucker

12 Peel Place
Oxford
OX1 4UT

Occupation: Alexander Teacher
Nationality: British Citizen

Mr Kamal Thapen

74 Broxash Road
London SW11 6AB

Occupation: Alexander Teacher
Nationality: British Citizen

Dated this 3rd day of August 2005

Witness to the above signatures

Name: SHIVAJI SHIVA

Address 2 Putney Hill, London SW15 6AB

Occupation: Solicitor

THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

The Society of Teachers of the Alexander Technique

Interpretation

1. In these articles:

“STAT” means the Society of Teachers of the Alexander Technique, the Company intended to be regulated by these articles;

“The Act” means the Companies Acts 1985 and 1989 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;

“executed” includes any mode of execution;

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

“office” means the registered office of STAT;

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

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

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

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

and 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.

Members

2. 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 60 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.
3. Unless the Directors of STAT shall make other provision under Article 60, the Directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirements the number of members is not less than two (2).
4. None of the rights of any member of the Company may be transferred or transmitted to any other person.
5. A member which is an organisation must, if asked, give a copy of its constitution to the Company.

General Meetings

6. 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 the Company and of the next: **PROVIDED THAT** so long as the Company 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.
7. The Directors may call general meetings and on the requisition of not less than one tenth 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 to call a general meeting, any Director or any member of the Company may call a general meeting.

Notice of General Meetings

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing or removing a person as a Director shall be called by at least twenty-eight days' clear notice. All other extraordinary general meetings shall be called by at least twenty-one clear days' notice upon the written demand of not less than one tenth of the members or by the Chair or by the Council but a general meeting may be called by shorter notice if it is so agreed;
 - a. In the case of an annual general meeting by all members entitled to attend and vote; and

- b. 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 not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.

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

9. 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

10. No business shall be transacted at any meeting unless a quorum is present. Sixty persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member shall constitute a quorum.
11. 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.
12. 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.
13. 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.
14. A Director shall be entitled to attend and speak at any general meeting.
15. The Chair may, with the consent of the 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 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.

16. 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.
17. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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

23. Subject to Article 20 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.
24. No member shall be entitled to vote at any general meeting unless all moneys outstanding more than 90 days have been paid.
25. 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.
26. 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 the Company 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.
27. Any organisation or school which is a member of the Company 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 the Company, and the person so authorised shall be entitled to exercise the same powers of behalf of the organisation which the person represents as the organisation could exercise if it were an individual member of the Company; 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.
28. At the discretion of the Directors members unable to attend any general meeting of the Company may apply for a postal or proxy vote in a form to be decided by the Directors.

Directors

29. The total number of Directors elected by the members shall be not more than fifteen of which number they shall elect three as Chair, Executive Secretary and Treasurer respectively. The Directors can co-opt a further five additional Directors to fill any casual vacancies. Each Director co-opted by the Council shall hold office from the date of his appointment until the next annual general meeting where he shall retire but will be eligible for election by the members.

30. The first Directors shall be:

Mr Philip Tucker of 12 Peel Place, Oxford OX1 4UT
Mr Kamal Thapen of 74 Broxash Road, London SW11 6AB

Joseph Stephens, 3, Pembroke Road, London, N13 5NR,
Stephanie Smith, 24 Orchard Drive, Theydon Bois, Epping, Essex, CM16 7DJ,
Susan Holladay, 33 Millington Road, Cambridge, CB3 9HW,
Jamie McDowell, Fellside Centre, Low Fellside, Kendal, Cumbria, LA9 4NH,
Jo Fisher, 12 Willow Close, Brampton, Huntingdon, Cambridge, PE28 4RJ,
Katharine Ann James, 41 Bookham Court, Bookham, Surrey, KT23 3ET,
Francesca Greenoak, 4 Wood Row, Wigginton, Tring, Hertfordshire, HP23 6HS,
Peter Nobes, 79 Elliscombe Road, Charlton, London, SE7 7PD,
Brita Forsstrom, 12c Peabody Buildings, Herbrand Street, London WC1N 1JJ,
Lawrence Kershen, 48 St Gabriels Road, London NW2 4SA,
Dawn Branigan, 7 Carlton Terrace, Nightingale Lane, Wanstead, London, E11 2EX, Peter Mulvaney, 4 Junction Road, Oldfield Park, Bath, BA2 2NQ]

who shall be deemed to have been appointed under these articles.

Future Directors shall be appointed as provided subsequently in the articles.

31. **SUBJECT TO** the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company, No alteration of the memorandum or 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

32. At the third annual 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.

33. If the Company at the meeting at which a Director retires by rotation does not fill the vacancy the retiring Director shall, if 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.
34. 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 39.
35. 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.
36. Directors may be elected by the members only at the annual general meeting unless they are being elected by virtue of these articles.
37. **SUBJECT AS AFORESAID** a Director who retires at an annual general meeting may, if willing to act, be re-appointed.
38. 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 members may elect another person to fill the vacancy created by such appointment and the person so elected shall hold office until the date on which such other office would (otherwise) become vacant by rotation.

Disqualification and removal of Directors

39.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. Becomes incapable by reason of mental disorder illness or injury of managing and administering his or her own affairs;
- c. Resigns from office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);or
- 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. The members may then elect an additional Director in place of that person

Directors appointments

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

Proceedings of Directors

41. 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.

42. 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.

43. 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.

44. Unless unwilling to do so the Director so appointed as Chair under Article 29 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.

45. Meetings may be held in person or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

46. The Directors may appoint one or more sub-committees consisting of two or more 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.

47. 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

48. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or 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. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

49. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. 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

President, Vice-Presidents and Patrons

50. The members may appoint a President and Vice Presidents or Patrons of the Company.

Secretary

51. 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

52. The Directors shall keep minutes in books kept for the purpose:

- a. Of all appointments of officers made by the Directors; and
- b. Of all proceedings at meetings of the Company and of the Directors and of sub-committees of Directors including the names of the Directors present at each such meeting.

Accounts

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual report

54. The Directors shall comply with their obligations under the Act (or any statutory re-enactment or modification of that Act) with regards to the preparation of an annual report and its transmission to the Registrar of Companies.

Annual Return

55. The Directors shall comply with their obligations under the Act (or any statutory re-enactment or modification of that Act) with regards to the preparation of an annual return and its transmission to the Registrar of Companies.

Notices

56. 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 Directors need not be in writing.

57. The Company may give notice to any member either personally or by delivering it or sending it by ordinary post, by fax or by email to the member's registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Company receives no indication that it has not been properly sent. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post or by airmail and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent.

58. Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

Indemnity

59. Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company 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 the Company.

Rules

60. 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 the Company 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 the Company (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;
- b. The conduct of the members of the Company in relation to one another, to the Company'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 the Company'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.

61. 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 the Company all such rules or bye-laws, which shall be binding on all members of the Company; **PROVIDED THAT** no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum and articles.

62. The Company in General meeting shall have the power to alter, add to or otherwise alter these Memorandum and 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.

Names, Addresses, Signatures and Descriptions of Subscribers

Philip Tucker	12 Peel Place Oxford OX1 4UT
Kamal Thapen	74 Broxash Road London SW11 6AB
Joseph Stephens	3, Pembroke Road, London, N13 5NR
Stephanie Smith	24 Orchard Drive, Theydon Bois, Epping, Essex, CM16 7DJ
Susan Holladay	33 Millington Road, Cambridge, CB3 9HW
Jamie McDowell	Fellside Centre, Low Fellside, Kendal, Cumbria, LA9 4NH
Jo Fisher	12 Willow Close, Brampton, Huntingdon, Cambridge, PE28 4RJ
Katharine Ann James	41 Bookham Court, Bookham, Surrey, KT23 3ET
Francesca Greenoak	4 Wood Row, Wigginton, Tring, Hertfordshire, HP23 6HS
Peter Nobes	79 Elliscombe Road, Charlton, London, SE7 7PD

Brita Forsstrom

12c Peabody Buildings,
Herbrand Street, London WC1N
1JJ

Lawrence Kershen

48 St Gabriels Road,
London NW2 4SA

Dawn Branigan

7 Carlton Terrace, Nightingale
Lane,
Wanstead, London, E11 2EX

Peter Mulvaney

4 Junction Road, Oldfield Park,
Bath, BA2 2NQ

Company Secretary

Stavroula Daoussi

27, Barclay Road, Walthamstow
London E17 9JH

Dated this 3rd day of August 2005

Witness to the above signatures

Name: SHIVAJI SHIVA

Address 2 Putney Hill, London SW15 6AB

Occupation: Solicitor