



# The Constitution of the Association for Family Therapy (AFT)

Policy Document

February, 2008

## **MEMORANDUM OF ASSOCIATION**

1. The Company's name is 'THE ASSOCIATION FOR FAMILY THERAPY' (hereinafter the Company is called 'the Association').
2. The Association's registered office is to be situated in England and Wales.
3. The Association's objects are: to benefit the public by the promotion by all available means of the scientific study, practice, research and teaching of family therapy and to bring together those of whatsoever professional discipline who are concerned with the care or treatment of families.

In furtherance of the above objects but not further or otherwise the Association shall have the following powers:

- (a) to acquire take over and accept by way of gift from the unincorporated association known as the Association for Family Therapy ('the Old Association') all the stocks property funds securities and other assets of every description now belonging to the Old Association or held in trust for the same and to undertake execute and perform any trusts or conditions affecting any of such assets and to defray and provide for any debts and liabilities to the discharge of which the said assets or any of them shall be applicable or for which the Old Association may be liable with the carrying out of its objects and to give the Old Association or any trustees in whom such stocks property funds securities and other assets may be vested a valid receipt discharge and indemnity for and in respect of the transfer or handing over of the same to the Association.
  - (b) to arrange, organise or assist in the provision of courses, conferences, debates and other meetings and gatherings.
  - (c) to publish, procure or assist in the publication and circulation of books, magazines, periodicals, pamphlets, videos and other materials.
  - (d) subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Association in such manner and on such security as the Association may think fit.
  - (e) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Association to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Association may think fit and provided also that the Association shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
  - (f) to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
  - (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
  - (h) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (i) to invest the moneys of the Association not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
  - (j) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects.
  - (k) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association with a view to the furtherance of its objects.
  - (l) subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workpersons, clerks and other staff as are necessary for the furtherance of the objects of the Association.
  - (m) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants.
  - (n) to make payments towards insurance for any Director, officer or Auditor against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.
  - (o) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association of any such charitable organisation, institution, society or body.
  - (p) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Association.
  - (q) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Association is authorised to amalgamate.
  - (r) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association.
  - (s) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:

(i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association, and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body 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 Committee of Management or Governing Body;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Committee of Management or Governing Body of reasonable out-of-pocket expenses, of payment of such honoraria to Editors of the Association's publications and others as shall be deemed appropriate by the Committee of Management, of fees paid to members of the Committee of Management in respect of teaching or lectures.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while they are a member, or within one year after they cease to be a member, for payment of the Association's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall

prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

## **ARTICLES OF ASSOCIATION**

### **Interpretation**

1. In these Articles: 'the Act' means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; 'the Committee' means the Committee of Management of the Association; 'the seal' means the common seal of the Association; 'secretary' means any person appointed to perform the duties of the secretary of the Association; 'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

### **Objects**

2. The Association is established for the objects expressed in the Memorandum of Association.

### **Members**

3. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Association. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The following persons shall be eligible for membership:

- (a) any person or organisation from appropriate professional background who is actively interested or professionally involved in family therapy
- (b) any person or organisation who in the opinion of the Committee is interested in or whose membership would in their opinion be likely to assist in the furtherance of the objects of the Association. Membership of the Association shall not confer any professional status upon a member.

5. Unless the members of the Committee or the Association in General Meeting shall make other provision pursuant to the powers contained in Article 70, the members of the Committee may in their absolute discretion permit any member of the Association to retire, provided (regardless of any other provision pursuant to Article 70) that after such retirement the number of members is not less than three. There shall be no right to the return of any unexpired portion of the subscription of a member who retires.

6. The rights of a member shall not be transferable and in the case of an individual member shall cease on death and in the case of a corporate member shall cease on dissolution.

7. (a) The members of the Association may be required to pay a subscription of such amount, payable at such times as the Committee may from time to time determine.

(b) If any such subscription shall not have been paid by a member more than two months after the due date for payment thereof the Secretary may, on the instructions of the Committee, send to that member a final demand for payment within twenty-one days from the date of posting (by first class pre-paid post) of such demand. If payment is not received by the expiration of such twenty-one days the Committee may instruct the Secretary to remove the name of the member from the Register of Members of the Association and to give notice of such removal to that member. With effect from the date of such instruction the membership of that member shall be deemed to cease and that member shall forfeit all rights and privileges of membership.

8. If any member shall have acted in a way which in the opinion of the Committee is detrimental to the Association the Committee may

send written notice (hereinafter called 'the request notice') to such member requiring that either

- (a) such member send written resignation to the registered office of the Association within twenty-one days from the date of posting (by first class pre-paid post) of the request notice (hereinafter called 'the posting date') in which case such member shall be deemed to have resigned from membership of Association twenty one days from the posting date or
- (b) that such member attend a meeting of the Committee or a meeting of a subcommittee of the Committee established to be represented by a Solicitor, Counsel or other person of the member's choice and at the place and time specified in the request notice being not later than twenty days from the posting date. At such meeting the member shall be given the opportunity of being heard and the Committee shall then resolve whether the membership of such member shall continue or shall terminate with immediate effect and thereupon such member shall forfeit any right or privilege of membership.

### General Meetings

9. The Association 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; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Committee capable of acting to form a quorum, any member of the Committee or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

### Notice of General Meetings

11. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing (subject to the provisions of any elective resolution of the Association for the time being in force) not less than ninety-five per cent of the total voting rights at that meeting of all the members.

12. 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

13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, forty members

present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.

14. The chairperson, if any, of the Committee shall preside as chairperson at every General Meeting of the Association, or if there is no such chairperson, or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Committee present shall elect one of their number to be chairperson of the meeting.

15. If at any meeting no member of the Committee is willing to act as chairperson or if no member of the Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

16. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairperson; or
- (b) by at least two members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

20. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### Votes of Members

21. Every member shall have one vote.

22. A member in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by their committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

23. No member shall be entitled to vote at any General Meeting either in person or by proxy or as a proxy for another member unless all moneys presently payable by them to the Association have been paid.

24. (a) Any member of the Association entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as their proxy to attend and vote instead of them and any proxy so appointed shall have the same

right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

'The Association for Family Therapy.

I/We ... of ... in the County of ..., being a member/members of the above named Association, hereby appoint ... of ... or failing them ... of ... as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the ... day of ... 20..., and at any adjournment thereof.

Signed this ... day of ... 20....'

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

'The Association for Family Therapy.

I/We ... of ... in the County of ..., being a member/members of the above named Association, hereby appoint ... of ... or failing them ... of ... as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the ... day of ... 20..., and at any adjournment thereof.

Signed this ... day of ... 20....'

This form is to be used <sup>in favour of\*</sup> <sub>against</sub> the resolution. (\* Strike out whichever is not desired.)

Unless otherwise instructed, the proxy will vote as they think fit.

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

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### Corporations Acting by Representatives at Meetings

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

### Committee of Management

32. The maximum number of the members of the Committee shall be determined by the Association in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Committee shall be five.

33. The members of the Committee shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Committee or any committee of the Committee or General Meetings of the Association or in connection with the business of the Association.

### Borrowing Powers

34. The Committee may in furtherance of the objects of the Association but not otherwise exercise all the powers of the Association to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party subject to such consents as may be required by law.

### Powers and Duties of the Committee

35. (a) The business of the Association shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Association, the members of the Committee shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

37. The Committee shall cause minutes to be made in records provided for the purpose:

- (a) of all appointments of officers made by the Committee;
- (b) of the names of the members of the Committee present at each meeting of the Committee and of any subcommittee of the Committee;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Committee and of subcommittees of the Committee.

### Disqualification of Members of the Committee

38. The office of member of the Committee shall be vacated if the member:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- (b) becomes prohibited from being a member of the Committee by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Committee; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; or
- (d) resigns their office by notice in writing to the Association; or
- (e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of their interest in manner required by Section 317 of the Act;
- (f) they are absent from meetings of the Committee for a period of six calendar months without special leave of absence obtained from a majority of the other Committee members;
- (g) if they cease to be a member of the Association;
- (h) if they are required to resign by a resolution of the Committee passed by a three-fourths majority of the members thereof present at a Committee meeting of which at least twenty-one days notice in writing indicating the intention to propose the resolution has been given.
- (i) if they are removed from office by a resolution of the Association in general meeting.

39. A member of the Committee shall not vote in respect of any contract in which they are interested or any matter arising thereout,

and if they do so vote their vote shall not be counted.

### **Rotation of Members of the Management Committee (Board of Trustees)**

40. The Management Committee (Board of Trustees) to consist of six ordinary members elected at the AGM, two Branch Representatives elected by the Branches Committee, the Chairs of Committees established by the Board, and **two** UKCP delegates. In addition the Board can co-opt members to a maximum of 23; this may include lay members at the discretion of the Board.

41. Committees being CRED, Registration, Ethics, Equal Opportunities, PAC, Research and Academic Committee, Branches Committee, AFT Publishing and any other committees that shall be established by the Board. Committees must elect their Chair to serve for three years, and Chairs may be re-elected.

The Editor of JOFT, AFT representatives to EFTA, ALSISS, Young Minds and any other representatives appointed by the Board will report to the Board annually or as required, although they may also be elected as ordinary members.

A representative from CONFETTI and two representatives from the Family Therapists in Post groups will serve on the Board with observer status.

42. A retiring ordinary member of the Committee shall be eligible for re-election for a further term of three years. Co-opted members will serve for one year only, but may then be elected or co-opted for a further year to a maximum of 3 years.

43. The Chair of the Board and the Treasurer shall be elected by the AGM. Both will serve for a three-year term of office. If either resigns between AGM then the Board will appoint someone else until the next AGM. The Vice Chair will be elected from the Board by Board members. The Company Secretary will be appointed by the Board. These four Officers, together with the Chair of the Branches Committee, would constitute the Executive Officers and Directors of the Association and form the 'Executive'. The Post Chair will join the Executive as an Advisory member.

44. In order for a member of the Association to stand for election to the Board they must be nominated in writing by another member of the Association. The nomination must be signed by both proposer and nominee. The nomination may be delivered to the Registered Office of the Association at any time after the issuing of the notice of a general meeting up until three days before the date of the Annual General Meeting. Thereafter nominations may be given to the person chairing the AGM at the commencement of the Meeting.

45. The Association may from time to time by ordinary resolution increase or reduce the number of members of the Committee and may also determine the number of members of the Committee, and may also determine in what rotation the increased or reduced number is to go out of office.

46. The Committee shall have power at any time to appoint any person to be a member of the Executive and, from time to time, to appoint any person to be a member of the Management Committee (including lay members), either to fill a casual vacancy or as an addition to the existing members of the Committee. Any member of the Committee so appointed shall hold office until the next following Annual General Meeting and shall then be eligible to be elected or co-opted for a further year.

47. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Committee before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Committee.

48. The Association may by ordinary resolution appoint another person in place of a member of the Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Committee under Article 42 the Association in General Meeting may appoint any person to be a member of the Committee either to fill a casual vacancy or as an additional member of the Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if they had become a member of the Committee on the day on which the member of the Committee in whose place they are appointed was last elected a member of the Committee.

### **Proceedings of the Committee**

49. The Committee may meet together for the despatch 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 the case of an equality of votes the chairperson shall have a second or casting vote. A member of the Committee may, and the secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be five or one-third of the number of members of the Committee for the time being whichever shall be the greater number.

51. The continuing members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members of the Committee, the continuing members or member of the Committee may act for the purpose of increasing the number of members of the Committee to that number, or of summoning a General Meeting of the Association, but for no other purpose.

52. The Committee may elect a chairperson of their meetings and determine the period for which they are to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be chairperson of the meeting.

53. The Committee may delegate any of their powers to subcommittees consisting of such majority of members of their body as they think fit; any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee and shall fully and promptly report all acts and proceedings to the Committee as soon as is reasonably practicable. Any such subcommittee may co-opt not more than two persons who need not be members of the Association.

54. A subcommittee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

55. A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

56. All acts done by any meeting of the Committee or of a subcommittee of the Committee, or by any person acting as a member of the Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

57. A resolution in writing, signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

### **Secretary**

58. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it: provided always that no member of the Committee may occupy the salaried position of secretary.

59. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Committee and as, or in place of, the secretary.

### **The Seal**

60. If the Association has a seal the Committee shall provide for its safe custody and it shall only be used by the authority of the

Committee or of a committee of the Committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Committee and shall be countersigned by the secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

### Accounts

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

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

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

64. The Committee shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

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

### Audit

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

### Notices

67. A notice may be given by the Association to any member either personally or by sending it by post to them or to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Association for the giving of notice to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

68. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a member where the member but for their bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Association; and

(d) each member of the Committee.

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

### Dissolution

69. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

### Rules or Bye laws

70. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

(i) The admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Association in relation to one another, and to the Association's servants.

(iii) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the Committee and subcommittees of the Committee in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Association rules.

(b) The Association in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.

### Indemnity

71. (a) Every member of the Committee or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 727 of the Act in which relief is granted to them by the Court, and no member of the Committee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of their office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The members of the Committee shall have power to purchase and maintain for any member of the Committee, officer or Auditor of the Association insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

The Chair of the Professional Affairs Committee (PAC) welcomes general feedback and suggestions on Information Sheets and can be contacted via Sue Kennedy, AFT Executive Officer, 7 Executive Suite, St James Court, Wilderspool Causeway, Warrington WA4 6PS. Tel: 01925 444414 Email: s.kennedy@aft.org.uk

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Registered Charity No. 1063639.

Registered office is the administrative office, as above.