

(No. 10898963)

The Companies Act 2006

## **Memorandum and Articles of Association**

**of**

## **Association of Chartered Physiotherapists in Neurology**

Company Limited by Guarantee and not having a Share Capital

The Companies Act 2006 Company Limited by Guarantee and not having a Share Capital Index to Memorandum and Articles of Association of Association of Chartered Physiotherapists in Neurology

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**The Companies Act 2006**

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

**Memorandum of Association of Association of Chartered Physiotherapists in Neurology**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

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*Name of each subscriber*

*Authentication by each subscriber*

---

1. Jane Helena Burridge

2. Antonius Johannes Jacobus Brouwers

3. Adine Berenice Adonis

4. Joanna Kileff

6. Karen Jane Hull

6. Jonathan Thomas McCrea

7. Nicola Guck

8. Eleanor Butler

9. Lorraine Azam

10. Amanda Denton

11. Ruth Turk

12. Charles Richard Pawsey

13. Praveen Kumar

## **The Companies Act 2006**

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

#### **Articles of Association of Association of Chartered Physiotherapists in Neurology**

##### **INTERPRETATION**

###### **1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

##### **OBJECTS AND POWERS**

###### **2. Objects**

The companies objects are to preserve and protect good health for the public benefit within areas of neurology or physiotherapy or cognate health-related fields (including neuro-physiotherapy, neurosciences, neuro-technology, neurosurgery, neuro-rehabilitation and adjacent subdisciplines) through education, training, scholarship, research, knowledge-creation, dissemination and exchange, leadership, continuing development and overall practice excellence and achievement and fostering dialogue on related health and social care policy and professionalism.

###### **3. Powers**

To further its objects the company may:

- 3.1 provide and assist in the provision of money, materials or other help;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, websites, films, tapes and instructional matter on any media;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 provide or procure mechanisms for the provision, accreditation or recognition of continuing professional development, or of careers and student advice;
- 3.6 provide or procure the provision of discussion forums for the exchange of ideas;

- 3.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which a non-political, non-partisan not-for-profit body may properly undertake;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the directors think fit;
- 3.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 3.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.13 invest the company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.14 arrange for investments or other property of the company to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the directors or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 3.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 trade in the course of carrying out the objects of the company and carry on any other trade which is not expected to give rise to taxable profits;
- 3.20 incorporate subsidiary companies to carry on any trade;
- 3.21 subject to Article 4:

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- 3.21.1 engage and pay employees, consultants and professional or other advisers; and
- 3.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property);
- 3.24 undertake and execute charitable trusts;
- 3.25 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of anybody having objects wholly or in part similar to those of the company;
- 3.26 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.27 pay out of the funds of the company the costs of forming and registering a Charity;
- 3.28 insure the property of the company against any foreseeable risk and take out other insurance policies as are considered necessary by the directors to protect the company;
- 3.29 provide appropriate indemnity insurance for the directors or any other officer of the company; and
- 3.30 do all such other lawful things as may further the company's objects.

#### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Limitation on private benefits**

- 4.1 The income and property of the company shall be applied solely towards the promotion of its objects.

#### ***Permitted benefits to members***

- 4.2 Except as provided below no part of the income and property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the

company. This shall not prevent any payment in good faith by the company of:

- 4.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the company;
- 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the company (including services performed by the member under a contract of employment with the company), provided that if such member is a director Articles 4.3, 4.4 and 4.5 shall apply;
- 4.2.3 interest at a reasonable and proper rate on money lent by any member to the company;
- 4.2.4 any reasonable and proper rent for premises let by any member to the company; and
- 4.2.5 any payments to a member who is also a director which are permitted under Articles 4.4 or 4.5.

***Permitted benefits to Directors and Connected Persons***

- 4.3 Unless the payment is permitted by Article 4.4 no director may:
  - 4.3.1 sell goods, services or any interest in land to the company;
  - 4.3.2 be employed by, or receive any remuneration from, the company; or
  - 4.3.3 receive any other financial benefit from the company.
- 4.4 A director may receive the following benefits from the company:
  - 4.4.1 a director or Connected Person may receive a benefit from the company in their capacity as a beneficiary of the company (determined transparently and objectively, by due process);
  - 4.4.2 a director may be reimbursed by the company for, or may pay out of the company's property, reasonable expenses properly incurred by him or her when acting on behalf of the company;
  - 4.4.3 a Director or Connected Person may be paid reasonable and proper remuneration by the company for any goods or services supplied to the company on the instructions of the directors (excluding the service of acting as director and services performed by a director under a contract of employment with the company) provided that:
    - (a) if such person is a director the procedure described in Article 21 (Conflicts of Interest) must be followed in considering the appointment of the director and in relation to any other decisions regarding the remuneration authorised by this provision;

- (b) if such person is a Connected Person the procedure described in Article 21 (Conflicts of Interest) must be followed by the relevant director in relation to any decisions regarding such Connected Person; and
  - (c) this provision may not apply to more than half of the directors in any financial year (and for these purposes such provision shall be treated as applying to a director if it applies to a person who is a Connected Person in relation to that director);
- 4.4.4 a director or Connected Person may receive interest at a reasonable and proper rate on money lent to the company;
- 4.4.5 a Director or Connected Person may receive reasonable and proper rent for premises let to the company;
- 4.4.6 the company may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.29;
- 4.4.7 a director or other officer may receive payment under an indemnity from the company in accordance with the indemnity provisions set out at Article 6; and
- 4.4.8 a director or Connected Person may receive or retain any payments authorised in Writing by the appropriate regulator.
- 4.5 In Articles 4.3 and 4.4 references to the company shall be read as references to the company and/or any Subsidiary Company provided that in relation to services supplied to a Subsidiary Company the words in Article 4.4.3 "(excluding the service of acting as director and services performed by a director under a contract of employment with the company)" shall be treated as though they read "(excluding the service of acting as director but including other services by any person performed under a contract of employment with any Subsidiary Company)".
- 4.6 the Director's duty (arising under the Companies Acts) to avoid a conflict of interest with the company shall be disapplied.

## **LIABILITY, INDEMNITY AND WINDING UP**

### **5. Liability of members**

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company 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:
  - 5.1.1 payment of the company's debts and liabilities contracted before he, she or it ceases to be a member;

- 5.1.2 payment of the costs, charges and expenses of winding up; and
- 5.1.3 adjustment of the rights of the contributories among themselves.

## 6. **Indemnity**

Without prejudice to any indemnity to which a director may otherwise be entitled, every director shall be indemnified out of the assets of the company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the company may be indemnified out of the assets of the company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## 7. **Winding up**

If any property remains after the company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the company (except to a member that is itself a charity which would qualify to benefit under this Article), but must be given to some other institution or institutions with similar objects which is or are regarded as charitable under the law of every part of the United Kingdom. The institution or institutions to benefit may be chosen by resolution of the members at or before the time of winding up or dissolution, and subject to any such resolution of the members may be chosen by resolution of the directors at or before the time of winding up or dissolution.

## **DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### 8. **Director's general authority**

Subject to the Articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

#### 9. **Members' reserve power**

- 9.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action, provided that any such direction would not be deemed unlawful or render the company in breach of its own Rules, or of any charitable status or obligation.
- 9.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

10. **Chair**

Subject to the company's Rules, the Directors may appoint one of their number to be the Chair of the Directors for such term of office as they determine and may at any time remove him or her from that office.

11. **Directors may delegate**

11.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

11.2 Subject to the Articles, the directors may delegate the implementation of their decisions or day to day management of the affairs of the company to any person or committee.

11.3 Any delegation by the directors may be:

11.3.1 by such means;

11.3.2 to such an extent;

11.3.3 in relation to such matters or territories; and

11.3.4 on such terms and conditions;

as they think fit.

11.4 The directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

11.5 The directors may revoke any delegation in whole or part or alter its terms and conditions.

11.6 The directors may by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine.

12. **Committees**

12.1 In the case of delegation to committees:

12.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make cooptations up to a specified number);

12.1.2 the composition of any committee shall be entirely in the discretion of the directors and may include such of their number (if any) as the resolution may specify;

- 12.1.3 the deliberations of any committee must be reported regularly to the directors and any resolution passed or decision taken by any committee must be reported promptly to the directors and every committee must appoint a secretary for that purpose;
- 12.1.4 the directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 12.1.5 no committee shall knowingly incur expenditure or liability on behalf of the company except where authorised by the directors or in accordance with a budget which has been approved by the directors.
- 12.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the directors so far as they apply and are not superseded by any Rules or regulations made by them.

### 13. **Delegation of investment management**

The directors may delegate the management of investments to a Financial Expert or Experts.

## ***DECISION-MAKING BY DIRECTORS***

### 14. **Directors to take decisions collectively**

Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 20.

### 15. Calling a Directors' meeting

15.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

15.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

15.2.1 all the directors agree; or

15.2.2 urgent circumstances require shorter notice.

15.3 Notice of Directors' meetings must be given to each director.

15.4 Every notice calling a Directors' meeting must specify:

15.4.1 the place, day and time of the meeting;

15.4.2 the general particulars of all business to be considered at such meeting; and

15.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

15.5 Notice of Directors' meetings need not be in Writing.

15.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the director for the purpose.

## 16. **Participation in Directors' meetings**

16.1 Subject to the Articles, directors participate in a Directors' meeting, or part of a meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any director is or how they communicate with each other.

16.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## 17. **Quorum for Directors' meetings**

17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of directors, whichever is the greater.

17.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

17.3.1 to appoint further Directors to the extent allowed under the Rules of the company, or

17.3.2 to call a general or Council meeting so as to enable the members to appoint further Directors, in accordance with the Rules of the company.

18. **Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the directors present shall preside as chair of each Directors' meeting.

19. **Decision-making at meetings**

19.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

19.2 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have, unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. **Decisions without a meeting**

20.1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

20.2 A decision which is made in accordance with Article 20.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

20.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

20.2.2 following receipt of responses from all of the directors, the Recipient must communicate to all of the directors (by any means) whether the resolution has been formally approved by in accordance with this Article 20.2;

20.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

20.2.4 the Recipient must prepare a minute of the decision in accordance with Article 50.

21. **Conflicts of interest**

21.1 Whenever a director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must

declare his or her interest to the directors unless, or except to the extent that, the other directors are or ought reasonably to be aware of it already.

- 21.2 If any question arises as to whether a director has a Conflict of Interest, and insufficient guidance is given in the company's regulations on this topic, the question shall be decided by a majority decision of the other directors.
- 21.3 Whenever a director has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 20:
- 21.3.1 if the Conflict of Interest relates to a benefit permitted under Article 4.4.3 or Article 4.4.3 as it applies by virtue of Article 4.5, then the director must comply with Article 21.4;
- 21.3.2 2 for all other Conflicts of Interest, either the director must comply with Article 21.4 or authorisation must be given by the unconflicted directors under Article 22.
- 21.4 If a director with a Conflict of Interest is required to comply with Article 21.4 he or she must:
- 21.4.1 remain only for such part of the meeting as in the view of the other directors is necessary to inform the debate;
- 21.4.2 not be counted in the quorum for that part of the meeting; and
- 21.4.3 withdraw during the vote and have no vote on the matter.
- 21.5 When a director has a Conflict of Interest which he or she has declared to the directors, he or she shall not be in breach of his or her duties to the company by withholding confidential information from the company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.
- 22. Directors' power to authorise a conflict of interest**
- 22.1 The directors have power to authorise a director to be in a position of Conflict of Interest provided:
- 22.1.1 this power cannot be used to authorise a Conflict of Interest arising from a benefit permitted under Article 4.4.3 or Article 4.4.3 as it applies by virtue of Article 4.5;
- 22.1.2 in relation to the decision to authorise a Conflict of Interest, the conflicted director must comply with Article 21.4;
- 22.1.3 in authorising a Conflict of Interest, the directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance

of doubt, they can decide that the director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

22.1.4 the decision to authorise a Conflict of Interest can impose such terms as the directors think fit and is subject always to their right to vary or terminate the authorisation; and

22.1.5 nothing in this Article 22 shall have the effect of allowing the directors to authorise a benefit that is not permitted in accordance with Article 4.

22.2 If a matter, or office, employment or position, has been authorised by the directors in accordance with Article 22.1 then, even if he or she has been authorised to remain at the meeting by the other directors, the director may absent himself or herself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

22.3 A director shall not be accountable to the company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the directors in accordance with Article 22.1 (subject to any limits or conditions to which such approval was subject).

### 23. **Register of Directors' interests and loyalties**

The Directors must cause a register of Directors' interests and loyalties to be kept. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not previously been declared

## ***APPOINTMENT AND RETIREMENT OF DIRECTORS***

### 24. **Number of Directors**

The number of directors is prescribed in the company's Rules.

### 25. **Appointment of directors and retirement by rotation**

25.1 Those persons notified to the Registrar of Companies as the first directors of the company shall be the first directors.

25.2 Any person who is willing to act as a director, and is permitted by law and by the company's Rules to do so, may be appointed to be a director:

25.2.1 by ordinary resolution; or

25.2.2 as laid down in the company's Rules; or

25.2.3 by a decision of the directors.

- 25.3 Subject to the company's Rules, at every annual general meeting some Directors must retire from office but may (subject to the provisions of the company's Rules and this Article 25) offer themselves for reappointment by the members. This must include any directors who have been appointed by the directors since the last annual general meeting.
- 25.4 The company's Rules shall apply to determine who shall retire by rotation under Article 25.3 In case matters are unclear, order of rotation or retirement can be decided by lot.
- 25.5 Subject to Article 25.6, if the company at the meeting at which a Director retires by virtue of Article 25.3.1 does not fill the vacancy, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- 25.6 On coming to the end of a term of office or consecutive terms of office lasting ten years or more, a director must take a break from office unless an ordinary resolution specific to his or her case is carried at a General Meeting.
- 25.7 No person may be appointed as a director unless he or she has reached the age of 16 years.
- 25.8 Procedures for seeking, receiving, and voting on nominations for election as a director, will be as prescribed in the Rules of the company, supplemented by protocols laid down by the Council of the company covering, but not limited to, the way in which candidates for election present themselves, and associated deadlines.
- 25.9 A director who retires at an annual general meeting and who is not reappointed shall retain office until either:
- 25.9.1 the meeting appoints someone in his or her place, or
- 25.9.2 (if no one is appointed in his or her place) until the end of the meeting.
- 25.10 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of directors.
26. **Termination of Director's appointment**
- A person ceases to be a director as soon as:
- 26.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 26.2 that person is disqualified under the Charities Act 1993 from acting as a trustee of a charity;

- 26.3 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 26.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 26.5 the directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 26.6 notification is received by the company from the director that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three directors will remain in office when such resignation has taken effect);
- 26.7 subject to the company's Rules, the other Directors resolve (with not less than half the directors present and after at least 14 Clear Days' notice has been given that the resolution is to be proposed, specifying the alleged circumstances and affording the subject of the resolution a reasonable opportunity of either being heard in person or of making written representations) that the person be removed for reason of unsatisfactory attendance or performance;
- 26.8 at a general meeting, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the director concerned and considered the matter in the light of such views; in accordance with the company's Rules or regulations; and subject to appeal mechanisms laid down in such Rules and regulations;
- 26.9 there is no provision for legal representation, but the subject of such a resolution may be accompanied by a colleague, who may advise but not address the meeting.

## **MEMBERS**

### ***BECOMING AND CEASING TO BE A MEMBER***

#### **27. Becoming a member**

- 27.1 The members of the company shall be the subscribers to the Memorandum and such other persons as are admitted to membership by the Directors in accordance with the Articles.
- 27.2 With the exception of the subscribers to the Memorandum, no person may become a member of the company unless:
  - 27.2.1 that person has completed an application for membership in a form approved by the directors; and

27.2.2 the directors have approved the application. The directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

27.3 The directors may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

27.4 The names of all members of the company must be entered promptly in the register of members, which must be accessible to staff and directors to check member entitlements and obligations.

## 28. **Termination of membership**

28.1 Membership is not transferable.

28.2 A member shall cease to be a member:

28.2.1 if the member dies or, if it is an organisation, ceases to exist;

28.2.2 with such notice as is prescribed by the company's Rules, the member has declared his, her or its intention to withdraw; or

28.2.3 if any subscription or other sum payable by the member is not paid on the due date and remains unpaid at the end of the period of six calendar months beginning with the due date. Subject to the company's Rules, and to him, her or it paying such reasonable sum as the directors may determine, and fulfilling any other reasonable criterion, the directors may readmit any such member;

28.2.4 if, at a meeting of the Directors at which at least half the directors are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. Subject to appeal mechanisms laid down in the company's Rules or regulations, a member expelled by such a resolution will nevertheless remain liable to pay to the company any subscription or other sum owed by him, her or it.

## **ORGANISATION OF GENERAL MEETINGS**

### 29. **Annual general meetings**

The company must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year in the period March to July, and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the directors think fit.

30. **Other general meetings**

30.1 The Directors may call a general meeting at any time.

30.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

31. **Length of notice**

All general meetings must be called by either:

31.1 at least 28 Clear Days' notice; or

31.2 shorter notice if an emergency is declared by a two-thirds majority of the Directors.

32. **Contents of notice**

32.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

32.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

32.3 In every notice calling a meeting of the company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a general meeting.

33. **Service of notice**

Notice of general meetings must be given to every member, to the directors and to the auditors or independent examiners of the company.

34. **Attendance and speaking at general meetings**

34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

34.2 A person is able to exercise the right to vote at a general meeting when:

34.2.1 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

34.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

34.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

34.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### 35. **Quorum for general meetings**

35.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.

35.2 Twenty persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly authorised representative of a member) shall be a quorum.

35.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the Chair may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### 36. **Chairing general meetings**

36.1 The Chair (if any) or in his or her absence some other voting member nominated by the Directors will preside as chair of every general meeting.

36.2 If neither the Chair nor any person nominated in accordance with Article 36 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one director present and willing to act, he or she shall be chair of the meeting.

36.3 If no director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, by proxy or by duly authorised representative and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt,

a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

**37. Attendance and speaking by Directors and non-members**

37.1 A Director may, even if not a member, attend and speak at any general meeting.

37.2 The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

**38. Adjournment**

38.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.1.1 the meeting consents to an adjournment, or

38.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

38.3 When adjourning a general meeting, the chair of the meeting must:

38.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

38.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

38.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 Clear Days' notice of it:

38.4.1 to the same persons to whom notice of the company's general meetings is required to be given; and

38.4.2 containing the same information which such notice is required to contain.

38.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **39. Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

### **40. Votes**

- 40.1 On a vote on a resolution on a show of hands at a meeting every person present in person who is a member, proxy or duly authorised representative of a member shall have one vote, provided that if such a person attends the meeting in more than one capacity, he or she is not entitled to cast more than one vote.
- 40.2 On a vote on a resolution on a poll at a meeting every member present (whether in person, by proxy or via duly authorised representative) shall have one vote.
- 40.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 40.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the company have been paid.
- 40.5 The following provisions apply to any organisation that may become a member ("a Member Organisation") if such a category of member were to be created:
- 40.5.1 a Member Organisation may nominate any individual to act as its representative ("a Nominee") at any meeting of the company;
- 40.5.2 the Member Organisation must give notice in Writing of the name of its Nominee. The Nominee will not be entitled to represent the Member Organisation at any meeting unless such notice has been received by the company. The Nominee may continue to represent the Member Organisation until notice in Writing is received by the company to the contrary;
- 40.5.3 a Member Organisation may appoint a Nominee to represent it at a particular meeting of the company or at all meetings until notice in Writing to the contrary is received;
- 40.5.4 any notice in Writing received by the company shall be conclusive evidence of the Nominee's authority to represent the Member Organisation or that his or her authority has been revoked. The company

shall not be required to consider whether the Nominee has been properly appointed by the Member Organisation;

40.5.5 subject to Article 40.1, the Nominee is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise as if it were an individual member;

40.5.6 subject to Article 40.1 on a vote on a resolution on a show of hands at a meeting of the company, the Nominee has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting; and

40.5.7 the power to appoint a Nominee under this Article 40.5 is without prejudice to the Member Organisation's rights under the Companies Acts and the Articles to appoint a proxy or a corporate representative.

#### **41. Errors and disputes**

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

#### **42. Poll votes**

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the general meeting where it is to be put to the vote; or

42.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

42.2 A poll may be demanded by:

42.2.1 the chair of the meeting;

42.2.2 the Directors;

42.2.3 two or more persons having the right to vote on the resolution;

42.2.4 any person, who, by virtue of being appointed proxy or duly authorised representative for one or more members having the right to vote on the resolution, holds two or more votes; or

42.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

- 42.3 A demand for a poll may be withdrawn if:
  - 42.3.1 the poll has not yet been taken; and
  - 42.3.2 the chair of the meeting consents to the withdrawal.
- 42.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

#### 43. **Content of proxy notices**

- 43.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
  - 43.1.1 states the name and address of the member appointing the proxy;
  - 43.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 43.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 43.1.4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 43.2 The company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 43.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 43.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 43.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 43.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### 44. **Delivery of proxy notices**

- 44.1 A Proxy Notice and any evidence of authority under which it is executed may:
  - 44.1.1 be deposited at the registered office of the company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting at least 48 hours (not including any part of a day that is a Saturday, Sunday or Public Holiday) before the time for holding

the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote; or

44.1.2 where an Address for the purpose of sending or receiving Documents or information by Electronic Means has been specified:

- (a) in the notice calling the meeting; or
- (b) in any instrument of proxy sent out by the company in relation to the meeting; or
- (c) in any invitation to appoint a proxy issued by the company in relation to the meeting;

be sent by Electronic Means to that Address provided it is received at such address not less than 48 hours (not including any part of a day that is a Saturday, Sunday or Public Holiday) before the time for holding the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote;

and Proxy Notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

44.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the company by or on behalf of that person.

44.3 An appointment under a Proxy Notice may be revoked by delivering to the company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

44.4 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

#### 45. **Amendments to resolutions**

45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

45.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

45.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 45.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 45.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 45.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## **WRITTEN RESOLUTIONS**

### **46. Written resolutions**

- 46.1 Subject to Article 46.3, a written resolution of the company passed in accordance with this Article 46 shall have effect as if passed by the company in general meeting:
- 46.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the eligible members.
  - 46.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 46.2 In relation to a resolution proposed as a written resolution of the company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 46.3 A members' resolution under the Companies Acts removing a director or an auditor or independent examiner before the expiration of his or her term of office may not be passed as a written resolution.
- 46.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the company's auditors or independent examiners in accordance with the Companies Acts.
- 46.5 A member signifies their agreement to a proposed written resolution when the company receives from them (or from someone acting on their behalf) an authenticated Document identifying the resolution to which it relates and indicating the member's agreement to the resolution. For these purposes:

- 46.5.1 if the Document is sent to the company in Hard Copy Form, it is authenticated if it bears the signature of the person sending it;
- 46.5.2 if the Document is sent to the company in Electronic Form, it is authenticated if the identity of the sender is confirmed in a manner specified by the company or, where no such manner has been specified, if the communication contains or is accompanied by a statement of the identity of the sender and the company has no reason to doubt the truth of that statement.
- 46.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 46.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date.

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **47. Means of communication to be used**

- 47.1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 47.2 Subject to the Articles, any notice or Document to be sent or supplied to a director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 47.3 A Director may agree with the company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **48. Secretary**

A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and may be removed by them. If there is no Secretary:

- 48.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and
- 48.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

49. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

50. **Minutes**

The Directors must cause minutes to be made in books kept for the purpose:

- 50.1 of all appointments of officers made by the Directors;
- 50.2 of all resolutions of the company and of the Directors (including, without limitation, decisions made without a meeting); and
- 50.3 of all proceedings at meetings of the company and of the Directors, and of committees, including the names of the directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the company, be sufficient evidence of the proceedings.

51. **Records and accounts**

51.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies:

- 51.1.1 annual reports;
- 51.1.2 annual returns; and
- 51.1.3 annual statements of account.

51.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the company, or included in the company's Rules, no person is entitled to inspect any of the company's accounting or other records or Documents merely by virtue of being a member.

52. **Regulations**

The Directors may, from time to time, make, repeal or alter rules or regulations as to the management of the company and its affairs, the duties of any officers or employees of the company, the conduct of business of the Directors or any committee and any of the matters or things within the powers or under the control of the Directors. Such regulations must not be inconsistent with the Companies Acts, the Articles or any rule of law.

53. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## SCHEDULE

### INTERPRETATION

#### 1. Defined terms

1.1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
"Address"	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
"Articles"	the company's articles of association;
"Chair"	has the meaning given in Article 10;
"Company"	Association of Chartered Physiotherapists in Neurology
"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
"Clear Days"	in relation to the period of a notice, that 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;
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006);
"Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the company;
"Connected Person"	any person falling within one of the following categories: <ul style="list-style-type: none"><li>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a director; or</li><li>(b) the spouse or civil partner of any person in (a); or</li><li>(c) any person living with a director as his or her partner; or</li><li>(d) any company, partnership or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;</li></ul>

"Document"	includes, unless otherwise specified, any document sent or 007340/00062528.01 25 supplied in Electronic Form;
"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
"Financial Expert"	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;
"Proxy Notice"	has the meaning given in Article 43;
"Public Holiday"	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
"Secretary"	the secretary of the company (if any);
"Subsidiary Company"	any company in which the company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
"Director"	a director of the company, and includes any person occupying the position of director, by whatever name called; and
"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

1.3 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006.