

THE COMPANIES ACT 2006

Private Company Limited by Guarantee



The Society of Teachers of the
Alexander Technique

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

Company Number: 05533966

**Registered Office:
108 Biddulph Road
Congleton
CW12 3LY**

**Adopted by Special Resolution passed at the General Meeting of the Society
duly convened and held on the 16th July 2022**

THE COMPANIES ACT 2006

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

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

These Articles are to be read and interpreted in accordance with the provisions of Section X (Interpretation) of these Articles.

A. NAME AND SITUATION

1. The name of the company to be governed by these articles is **THE SOCIETY OF TEACHERS OF THE ALEXANDER TECHNIQUE** ("STAT").
2. STAT's registered office is to be situated within England and Wales.

B. THE OBJECTS

3. The objects for which STAT is established are:
 - 3.1 to teach, expound, promote and propagate the theory and practice of the Alexander Technique of Re-Education based on the teaching, practice, theory and writings of F Matthias Alexander (hereinafter referred to as "the Alexander Technique");
 - 3.2 to support teachers of the Alexander Technique in teaching the Alexander Technique.

C. THE POWERS

4. In pursuance of the Objects but not further or otherwise STAT shall have the following powers:
 - 4.1 To encourage, promote and undertake education, study and research in branches of science, education, medicine or practice which may be related or relevant to the Alexander Technique, to disseminate the useful products and results of such study and research, and to undertake specific projects related to the Alexander Technique in selected fields of work, practice and study;
 - 4.2 To establish, manage, maintain and support, financially or otherwise educational establishments for the training of teachers of the Alexander Technique and schools for children and other educational establishments where the Alexander Technique shall form a basis of teaching, and to create and promote standards of conduct and integrity

among such teachers, and prizes, scholarships, bursaries and other distinctions and awards for them and for such students and children;

- 4.3 To establish and maintain standards and codes of professional conduct amongst teachers of the Alexander Technique in membership of STAT and to establish and enforce regulations guidelines and disciplinary procedures to maintain such codes and standards, and to establish, adopt, implement and enforce rules with which members of STAT are obliged to comply;
- 4.4 To establish, manage, maintain, support financially or otherwise establishments where students and teachers may gain experience in the teaching of and where the practice of the Alexander Technique may take place;
- 4.5 To enter into agreements, engagements and contracts of employment with and to remunerate lecturers, teachers advisers and such other persons who may be able to create manage and develop educational services and for that purpose to provide, present promote, organise and produce educational events, conferences seminars, workshops, exhibitions and other similar occasions and events which will promote maintain and advance education in the Alexander Technique and establish schemes therefor;
- 4.6 To purchase, acquire and obtain interests in the copyright of, or in the right to publish, perform, show, transmit, broadcast or otherwise disseminate any material on the Alexander Technique or related fields of study which can be used or adapted for the Objects of STAT;
- 4.7 To co-operate with manufacturers, dealers, traders, the press, broadcast media and other sources of and providers of publicity or information for the purpose of promoting STAT and/or its Objects;
- 4.8 To write , print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise reports, periodicals, books, newsletters, pamphlets, journals, leaflets or other literature for the purpose of promoting STAT and/or its Objects, and to procure any of the foregoing;
- 4.9 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments and to operate bank accounts in the name of STAT and to guarantee money for charitable purposes connected with the purposes of STAT or calculated to further its purposes;
- 4.10 To raise funds (which expression shall include borrowing) and to invite and receive contributions, donations, gifts, affiliation fees and subscriptions, membership fees and subscriptions, legacies and grants; PROVIDED THAT in raising funds STAT shall conform to and comply with any relevant and applicable legal duties and obligations whether statutory or regulatory or otherwise having the force of law;

- 4.11 To accumulate any income by investing the same and any income arising from the investing and such accumulations shall be held as an accretion to the assets and reserves of STAT;
- 4.12 To acquire, alter, construct, improve, and (subject to such consents as may be required by law) to charge mortgage or otherwise encumber, transfer or dispose of or otherwise deal in (which expression shall include licensing or letting or lending) property both real and personal;
- 4.13 Subject to Article 5 below, to employ such staff who shall not be Directors of STAT as are necessary for the proper pursuit of the Objects and the proper management and administration of STAT and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- 4.14 To carry on trade provided that either the trade is exercised in the course of the actual carrying out of a primary Object of STAT or the trade is temporary or ancillary to the carrying out of the Objects of STAT or where it does not create a liability for income or corporation tax;
- 4.15 To establish or support any charitable trusts, associations, or institutions formed for any or all of the Objects;
- 4.16 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 4.17 To obtain on the commercial insurance market and provide and pay the premia in respect of
 - 4.17.1 indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to STAT; and
 - 4.17.2 public liability insurance for paid up Teaching Members in respect of liability for death or personal injury caused to clients or to their students which is occasioned in the course of teaching the Alexander Technique within the United Kingdom;

PROVIDED THAT in each case any such insurance shall, not extend to any claim arising from the fraud of an insured or from any act or omission which the insured knew to be a breach of trust or breach of duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not;

- 4.18 To delegate upon such terms and with such remuneration, as the Directors shall in their absolute discretion think fit to professional investment managers (hereinafter called "the Managers") the exercise of making and changing investments of the funds of STAT, PROVIDED ALWAYS THAT:

- 4.18.1 the Managers shall be persons who are entitled to carry on investment business either under the provisions of the Financial Services and Markets Act 2000 (and any statutory modification thereof and any regulations made pursuant thereto) or, if situated outside the United Kingdom, under the provisions of any statutory enactment of the jurisdiction where such Managers are situated;
- 4.18.2 the Directors shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Directors and the Directors shall use their best endeavours to ensure those guidelines are observed;
- 4.18.3 the Managers shall be under a duty to report promptly to the Directors any exercise of the power delegated as aforesaid and to report all transactions within seven (7) days or less and to report on performance of any investment managed by them at least every three months or at such other intervals as the Directors may resolve
- 4.18.4 the Directors shall at all times be free forthwith to review alter or determine such delegations and the terms thereof;
- 4.18.5 the Directors shall review such delegation at intervals not (in the absence of special reasons) exceeding twelve months but any failure by the Directors to undertake such review within the said period of twelve months shall not invalidate the delegation;
- 4.18.6 the Directors shall be liable for any failure to take reasonable care in choosing the Managers, responsible for fixing and enforcing the terms upon which the Managers are employed, for requiring the remedying of any breaches of those terms and for otherwise supervising the Managers but otherwise shall not be liable for the acts or defaults of the Managers;
- 4.19 To permit any investments belonging to STAT to be held in the name of any clearing bank any trust corporation or any stockbroking company which is a member of the London Stock Exchange (or any subsidiary of such a stockbroking company) as nominee and to pay such nominee reasonable and proper remuneration for acting as such;
- 4.20 To pay out of the funds of STAT the costs charges and expenses of and incidental to the formation and registration of STAT;
- 4.21 To do all such other lawful things as are necessary for the achievement of the Objects.

D. INCOME AND PROPERTY

5. Benefits and Conflicts

- 5.1 The income and property of STAT shall be applied solely towards the promotion and achievement of the Objects and no part shall be paid or transferred, directly or indirectly,

by way of distribution, dividend, bonus or otherwise by way of profit to members of STAT, and no Director shall be appointed to any office of STAT paid by salary or fees or receive any remuneration or other benefit in money or money's worth from STAT, PROVIDED THAT, subject to compliance with Article 5.2, nothing in these Articles shall prevent any payment in good faith by STAT:

- 5.1.1 of any premium in respect of indemnity insurance effected pursuant to Article 4.17 to cover the liability of the Directors (or any of them) or Teaching Members;
- 5.1.2 of the usual and reasonable professional charges for business done on an arms' length basis by any Director or by any business partner of the Director or by any business in which the Director holds any shares or by which the Director is employed, when instructed by STAT to provide services and/or act in a professional capacity on its behalf, provided that at no time shall a majority in number of the Directors benefit under this provision;
- 5.1.3 of reasonable and proper remuneration including pension and other insurance premiums for any services rendered to STAT by any member, officer or servant of STAT who is not a Director;
- 5.1.4 of interest on money lent to STAT by any member of STAT or Director at a reasonable and proper arms' length rate of interest per annum not exceeding two (2) per cent less than the published base lending rate of the principal banker to STAT;
- 5.1.5 of fees, remunerations or other benefit in money or money's worth reasonably and properly incurred for services or goods provided to STAT in pursuit of its Objects or the exercise of its powers by any business which is not a Connected Person of any Director;
- 5.1.6 of reasonable and proper rent for premises demised or let to STAT by any Member or a Director;
- 5.1.7 to any Director of reasonable out of pocket expenses incurred in the performance of their duties to STAT which except to an immaterial amount are supported by written receipts;
- 5.1.8 to Officers of reasonable compensation for loss of income and reasonable out of pocket expenses for time actually rendered to STAT PROVIDED THAT:-
 - a) the number of Officers so remunerated shall not exceed three; and
 - b) those of the Directors who are not Conflicted Directors are satisfied that the payments are both fair and reasonable, and necessary and expedient in the interests of STAT;

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

- 5.2 Subject to Article 5.3, any Director who becomes a Conflicted Director in relation to any matter must:
- 5.2.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - 5.2.2 withdraw from the meeting for that item after providing any information requested by the Directors;
 - 5.2.3 not be counted in the quorum for that part of the meeting; and
 - 5.2.4 be absent during the vote and have no vote on the matter.
- 5.3 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and if they are satisfied that it is in the best interests of STAT to do so, may by resolution passed in the absence of the Conflicted Director authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:
- 5.3.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
 - 5.3.2 disclose to a third party information confidential to STAT, or
 - 5.3.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from STAT or
 - 5.3.4 refrain from taking any step required to remove the conflict.

E. LIMIT OF LIABILITY OF MEMBERS

6. The liability of Members is limited.
7. The liability of each of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of STAT in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
- 7.1 payment of STAT's debts and liabilities incurred before they became a Member,
 - 7.2 payment of the costs, charges and expenses of winding up; and
 - 7.3 adjustment of the rights of the contributories among themselves.
8. If STAT is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of STAT, but shall be given or transferred to some other company or charity having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at

least as great as imposed on STAT by Article 5 above, chosen by the Members of STAT at or before the time of dissolution and if that cannot be done then to some other charitable object determined by the Members or failing whom the Directors .

F. MEMBERS

9. Any person admitted to membership in accordance with the Rules shall be members of STAT. No person shall be admitted a member of STAT unless the person's application for membership is approved by the Council. There shall be two categories of membership being Voting Members and Non-Voting Members, each as further described in the Rules. Voting Members comprise the following classifications:

- a) Teaching Members (which category includes both UK Teaching Members and World Teaching Members)
- b) Student Members (which category includes both UK Student Members and World Student Members)
- c) Honorary Members
- d) Lay members who are on Council
- e) Non-Teaching Members (who have permanently or temporarily ceased to teach)

Non-voting Members comprise the following classifications:

- f) Affiliate Students (Students in Training Courses recognised by Affiliate Societies)
- g) Lay Members who are not on Council
- h) Supporters
- i) Corporate Members

- 10. Membership of STAT is terminated if the Member resigns by written notice to the Directors in accordance with the Rules unless, after the resignation, there would be fewer than two Members.
- 11. None of the rights of any Member of STAT may be transferred or transmitted or assigned or the benefits thereof afforded to any other person.
- 12. A Member which is an organisation must, if asked, give a copy of its constitution to STAT and notify any changes.

G. GENERAL MEETINGS

- 13. An annual general meeting shall be convened and held in each calendar year in addition to any other meetings in that year and shall specify the meeting as such in the notices convening the meeting. Not more than fifteen (15) months shall elapse between the date of one annual general meeting of STAT and of the next: PROVIDED THAT so long as STAT holds its first annual general meeting within eighteen months of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Directors shall appoint. All general meetings other than annual general meetings shall be called

extraordinary general meetings. The Directors may invite any person to attend any general meeting as an observer without any power to address the meeting or to vote.

14. The Directors may call general meetings and shall on the requisition of not less than one-twentieth of the Voting Members forthwith proceed to convene an extraordinary general meeting for a date not later than eight (8) weeks after receipt of the requisition.

H. NOTICE OF GENERAL MEETINGS

15. A general meeting at which a motion is to be proposed appointing or removing a person as a director or removing an auditor shall be called by at least twenty-eight (28) days' clear notice.
16. All other general meetings, including annual general meetings, shall be called by at least fourteen (14) clear days' notice upon the written demand of not less than one twentieth of the Voting Members or by the Chair or by the Council but a general meeting may be called by shorter notice if ninety per cent (90%) of the Members entitled to vote upon the business to be transacted so agree.
17. The notice convening a general meeting shall specify the time and place of the meeting, the general nature of the business to be transacted and shall notify Members of their right to appoint a proxy. In the case of an annual general meeting the notice shall specify the meeting as such.
18. Every notice convening a general meeting shall be given to all the Members and to the Directors and to the auditors.
19. 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.

I. PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any general meeting unless a quorum is present. A quorum is present at a general meeting if the number of Voting Members present (in person or by proxy or if an organisation by its duly authorised representative) and entitled to vote upon the business to be transacted is thirty-five (35) or more Voting Members.
21. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Directors may determine either at the time of adjourning the meeting or subsequently but not later than forty-eight (48) hours after the time of adjournment by written notice to all Members entitled to receive notice convening the meeting that has been adjourned.
22. The Chair or in the Chair's absence some other Director nominated and elected by as simple majority in number of the Voting Members present at the time appointed for the meeting shall preside as Chair of the meeting, but if neither the Chair nor such other Director (if any) be

present within fifteen (15) minutes after the time appointed for holding the meeting and willing to act, the Voting Members present shall elect another Director to be Chair and, if there is only one Director present at the time appointed for the meeting and willing to act as Chair, that person shall be Chair and no election of a Chair shall take place.

23. If no Director is willing to act as Chair, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Voting Members present shall by a simple majority in number elect one of their number to be Chair.
24. A Director shall be entitled to receive notice of and to attend and to speak at any general meeting.
25. The Chair shall adjourn the meeting from time to time and from place to place if:
 - a) the meeting consents to the adjournment proposed by the Chair; or
 - b) the meeting by a simple majority in number of the Voting Members present in person or by proxy voting upon a properly proposed and seconded motion directs the adjournment.

The Chair may additionally adjourn the meeting for up to thirty (30) minutes if it is necessary to ensure that the business of the meeting is conducted in an orderly manner, BUT no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice shall be given specifying the time and place of the re-convened meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.

26. A resolution put to the vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - a) by the Chair; or
 - b) by a Voting Member or Members representing not less than one tenth of the total voting rights of all the Voting Members present (in person or by proxy or if an organisation by the duly authorised representative) and having the right to vote at the meeting.
27. On a vote on a resolution at a meeting on a show of hands, a declaration by the Chair that the resolution:
 - a) has or has not been passed, or
 - b) passed with a particular majority

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting is also conclusive evidence of that fact without such proof. This Article 27 does not have effect if a poll in accordance with Article 26 is demanded in respect of the resolution (and that demand is not subsequently withdrawn).

28. The demand for a poll may be withdrawn by the persons demanding the poll, before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made which result shall then stand as the valid decision of the meeting.
29. A poll shall be taken as a secret ballot. The Chair shall appoint two or more scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll which is not later than twenty-four (24) hours after the poll is taken. The results of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a second or casting vote in addition to any other vote the Chair may have.
31. A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made such that the result of the show of hands shall stand as the valid decision of the meeting.
32. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven (7) clear days' written notice shall be given specifying the time and place at which the poll is to be taken and the motion on which the poll is to be taken.

J. VOTES OF MEMBERS

33. Every Voting Member shall be entitled to one vote. A person may exercise more than one vote where they have in accordance with these Articles been appointed to represent one or more other Voting Members.
34. No Member shall be entitled to vote at any general meeting unless all moneys due to STAT and outstanding from them for more than sixty (60) days have been paid.
35. No objection shall be raised to the qualification and entitlement of any person to vote except at the meeting or adjourned meeting at which the vote is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
36. A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous withdrawal or revocation of the authority of the person voting or demanding a poll unless notice of the withdrawal or revocation was received by the Chair of the meeting before the commencement of the meeting or adjourned meeting

at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

K. PROXY VOTING

37. On a poll or on a show of hands, votes may be given either personally or by proxy of the Voting Member. The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in a form approved by the Directors which:
- a) states the name and address of the Voting Member, or the duly authorised representative of an organisation, appointing the proxy;
 - b) identifies the person, being a Member, appointed to be that Voting Member's proxy, and the general meeting in relation to which that person is appointed;
 - c) is executed by or on behalf of the Voting Member, appointing the proxy; and
 - d) is delivered to STAT in accordance with the Articles and any instructions contained in the notice of the general meeting to which the proxy relates.
- 37.2 The appointment of a proxy and any authority under which it is executed shall be marked for the attention of the Chair and deposited at STAT's registered office, or at such other place as is specified in the notice convening the meeting or in any instrument of proxy sent out by STAT in relation to the meeting not less than forty-eight (48) hours (excluding public holidays and weekends) before the appointed time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- 37.3 A vote given or poll demanded by proxy shall be valid, even if the authority of the person voting or demanding a poll has been terminated by the Member concerned, unless notice of the termination of authority was received by STAT at its registered office (or at such other place at which the instrument of proxy was duly deposited) or, where the appointment of the proxy was sent by electronic means, at the address at which the appointment was received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (or, in the case of a poll taken on a different day from the meeting or adjourned meeting, the time appointed for taking the poll).
- 37.4 An appointment of a proxy may be revoked by notice to STAT given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is received before the start of the meeting or adjourned meeting to which it relates.
- 37.5 Any appointment of proxy or notice of revocation of appointment may be delivered by hand, by post or by fax to the registered office of STAT or scanned and emailed to the STAT office email address from the Member's email address registered with STAT. Additionally, any notice of

revocation of appointment may be delivered by hand at the meeting to which it relates, subject to 37.4 above.

L. WRITTEN RESOLUTIONS

- 38 Except where otherwise provided by the Articles or the Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
39. Subject to the overriding provisions of the Act:
- 39.1 a written resolution (being a resolution proposed outside a general meeting and circulated to Members by post or by other appropriate electronic means) is passed as an ordinary resolution if it is agreed to by Members representing a simple majority in number of the total Voting Members;
 - 39.2 a written resolution (being a resolution proposed outside a general meeting and circulated to its Members by post or by other appropriate electronic means) is passed as a special resolution if it is agreed to by Members representing not less than seventy five percent of the total Voting Members, and states that it is a special resolution;
 - 39.3 a Members' resolution under the Act removing a Director or an auditor before the expiration of his or her term of office may not be passed by a written resolution;
 - 39.4 a copy of the written resolution must be sent to all Members including every Voting Member together with a statement informing them of the date by which the resolution must be passed by the Voting Members if it is not to lapse, and how to indicate their agreement to the resolution;
 - 39.5 a Voting Member indicates his or her agreement to a written resolution when STAT receives from the Voting Member an authenticated document identifying the written resolution and indicating his or her agreement to it by either:
 - 39.5.1 the Voting Member's signature if the document is in hard copy form; or
 - 39.5.2 the Voting Member's signature, or confirmation of the Voting Member's identity in a manner specified by STAT, accompanied by a statement of the Voting Member's identity which STAT has no reason to doubt, if the document is in electronic form;

40. a written resolution automatically lapses if the required number of Voting Members agreeing has not been obtained by sixty (60) clear days beginning with the circulation date of the resolution.
41. The Members may require STAT to include in the business of an annual general meeting any item of business (including a proposed resolution) which may properly be included in the business subject to all of the following:
 - 41.1 the item must be proposed by members representing at least 5% of the Voting Members;
 - 41.2 it is in accordance with Company Law;
 - 41.3 it is in accordance with the Rules made under Section V of these Articles.

M. DIRECTORS

42. The total number of Directors shall be not more than twelve (12) of which number the Members shall elect three (3) as Chair, Executive Secretary and Treasurer respectively, provided that Lay Members shall not be eligible for the role of Chair. All Voting Members are eligible for nomination as a Director, including officer roles. Only registered teaching members are eligible for the role of Chair.
43. The Chair, Executive Secretary and Treasurer shall hold office for a period of three (3) consecutive years at the conclusion of which they are eligible to offer themselves for re-election for a further term of three (3) consecutive years. At the conclusion of a second further term of three (3) consecutive years such retiring officer shall not be eligible for re-election to the office previously held by them until after a fallow year has elapsed.
44. Subject to the overriding maximum number of Directors permitted by the Articles, the Directors have the power to co-opt up to five Directors to fill any casual vacancies. Each Director co-opted by the Council shall hold office from the date of his or her appointment until the next annual general meeting where he or she shall retire but will be eligible for election by the members in accordance with Article 48.
45. Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of STAT shall be managed by the Directors who may exercise all the powers of STAT. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
46. The Directors shall meet not less than three (3) times a year, of which one meeting shall be in good time prior to the annual general meeting for the purposes of ensuring that the statutory business can be conducted thereat

N. APPOINTMENT AND RETIREMENT OF DIRECTORS

47. At the third general meeting after election by the Members each Director shall automatically retire but all are eligible for re-election provided that no Director may serve for a period of more than six (6) years continuously without a period of one year out of office SAVE THAT where the above provision would curtail the serving Chair, Executive Secretary or Treasurer from completing his or her three year term of office.
48. If at the conclusion of the meeting at which a Director retires by rotation the vacancy created by such retirement remains unfilled the retiring Director shall, if eligible and willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy and to leave it vacant or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
49. No person is eligible to be appointed or hold the office as a Director:
- 49.1. unless that person has attained the age of eighteen (18) years; or
- 49.2. in circumstances such that had that person already been a Director, that person would have been disqualified from acting under the provisions of Article 53.
50. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting at which the Director may seek election by the Members. If not elected at such annual general meeting a Director shall vacate office at the conclusion of the annual general meeting.
51. Directors may be elected by ballot (s) of Voting Members. The ballot(s) may be by means of either postal voting, the use of other suitable technology, or a combination of these voting methods, unless the Director is being appointed pursuant to these Articles.
52. If the Chair or Executive Secretary or Treasurer retires by rotation, resigns, or dies and is replaced by a person who at that date holds another of such offices, the Directors may appoint another person to fill the vacancy created by such appointment and the person so appointed shall hold office until the next AGM.

O. DISQUALIFICATION AND REMOVAL OF DIRECTORS

53. A Director shall cease to hold office if that person:
- a. ceases to be a Director by virtue of any provision of the Act or is disqualified from acting as a director under the law of any applicable jurisdiction or by order of the Charities Commission for England and Wales;
- b. is declared incapable of managing and administering his or her own affairs by a registered medical practitioner by reason of mental or emotional disorder, physical disability, injury or illness;

- c. resigns from office by written notice to the Chair or if the Chair is resigning then to the Secretary (but effective only if at least two (2) Directors will remain in office when the notice of resignation is to take effect);
- d. is absent without permission of the Directors from one half in number of the meetings of Council held in any one calendar year and the Directors resolve that the office be vacated; or
- e. ceases to be a Member .

The directors may then co-opt an additional Director in place of that person in accordance with Article 50.

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

P. PROCEEDINGS OF DIRECTORS

- 55. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting of the Directors shall be decided by a simple numerical majority of votes. In the case of an equal number of votes cast both in favour and against, the Chair shall have a second or casting vote.
- 56. A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 57. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than five (5) Directors.
- 58. The Directors may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed for a quorum, the continuing Directors or Director may only act for the purpose of filling vacancies or of calling a general meeting.
- 59. Unless unwilling to do so the Director so appointed as Chair under Article 42 shall preside at every meeting of Directors at which the Director so appointed is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five (5) minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of that meeting.
- 60. The Directors may appoint one or more sub-committees consisting, where possible, of at least two (2) Directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee; PROVIDED THAT all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors. A sub-committee must

obtain the prior approval of Council before appointing any person (whether or not a Member or a Director) to that sub-committee to act as an adviser.

61. All acts done by a meeting of Directors, or of a sub-committee of Directors, shall, notwithstanding that it may be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote as a Director, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
62. A resolution which seventy-five percent (75%) or more of the Directors entitled to receive notice of a meeting of Directors or a sub-committee of Directors have agreed through email correspondence or other electronic means, or a resolution in writing, signed by seventy-five percent (75%) or more of the Directors entitled to receive notice of a meeting of Directors or (as the case may be) a sub-committee of Directors, shall be as valid and as effective as if it had been passed at a meeting of Directors or (as the case may be) a sub-committee of Directors duly convened and held. All members of the Council or Sub-committee must receive the text of the motion or proposed 'resolution in writing' for any subsequent decision to be valid.
63. Any bank or building society or similar account in which any part of the assets of STAT is deposited shall be operated by the Directors and shall indicate the name of STAT. All cheques and orders for the payment of money from such account shall be signed by two (2) Directors or a Director and a person appointed by the Directors.

Q. PATRONS

64. The directors may appoint Patrons of STAT.

R. SECRETARY, MINUTES & ACCOUNTS

65. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such duration or for the time being until he/she resigns or is removed from the office, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any Secretary so appointed may at any time be removed from that office by resolution of the Directors.
66. The Directors shall keep minutes for an indefinite period, for the purposes of recording:
 - a) all appointments of Officers; and
 - b) all proceedings at meetings of STAT and of the Directors and of sub-committees of Directors including the names of the Directors present at each such meeting.
67. Accounts shall be prepared, and (where applicable) audited and filed in accordance with the Act.

S. CHARITIES COMMISSION

68. The Directors shall be responsible for ensuring that both they and STAT comply with their obligations to the Charities Commission for England and Wales including the timely preparation and filing of any reports, accounts, statements and otherwise.

T. COMPANIES HOUSE FILINGS

69. The Directors shall comply with their obligations under the Act with regards to the preparation of all returns filings and other like matters (to include an annual confirmation statement) and their submission on time to the Registrar of Companies.

U. INDEMNITY

70. Subject to the provisions of the Act every Director or other officer or auditor of STAT shall be indemnified out of the assets of STAT against any liability incurred by such person in that capacity in defending any proceedings, whether civil or criminal in which judgement is given in that person's favour or in which that person is acquitted or in connection with any application in which relief is granted by the court from liability or negligence, default, breach of duty, or breach of trust in relation to the affairs of STAT.

V. RULES

71. The Directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of STAT and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
- 71.1 the admission and classification of members of STAT (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which Members may resign or have their membership suspended or terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - 71.2 the conduct of the Members generally, including in relation to one another, to STAT's servants and to students and members of the public by codes of conduct, disciplinary and other procedures;
 - 71.3 the setting aside of the whole or any part of STAT's premises at any particular time or times for any particular purpose or purposes;
 - 71.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Articles;
 - 71.5 the regulations governing the recognition of Training Courses and Heads of Training;
 - 71.6. the regulations covering the recognition of other societies;
 - 71.7 generally, all such matters as are commonly the subject matter of company rules.

72. The Company in General meeting shall have the power to alter, add to or repeal the Rules or (if any) bye-laws of STAT and the Council shall adopt such means as they reasonably think sufficient to bring to the notice of all Members all such Rules or bye-laws, which shall be binding on all Members; PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles. In the event of any conflict between the Rules or any bye-laws and the Articles the Articles shall prevail.
73. The Company in General meeting shall have the power to amend, add to or otherwise alter these Articles of Association by special resolution requiring a majority in favour of at least seventy-five percent (75%) of those Members voting at the meeting whether present in person or by proxy.

W. COMMUNICATIONS

74. Notices and other documents to be served on Members or Directors under the Articles or the Act may be served:
- a) by hand (including by courier);
 - b) by post;
 - c) by suitable electronic means; or
 - d) through publication in STAT's newsletter or on STAT's website.

The only address at which a Member is entitled to receive notices sent by post is the most recent address shown in the register of Members maintained by the Secretary.

75. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- a) forty eight (48) hours after being sent by electronic means, seven (7) days after being posted on STAT's website or twenty-four (24) hours after being delivered by hand to the relevant address;
 - b) two (2) clear days after being sent by first class post to that address;
 - c) three (3) clear days after being sent by second class post within and for delivery to an address within the United Kingdom or seven (7) clear days after being sent by air mail to an address outside the United Kingdom;
 - d) immediately on being handed to the recipient personally or signed for by an employee of the organisation to which it is addressed;
or, if earlier,
 - e) as soon as the recipient acknowledges actual receipt.
76. A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

X. INTERPRETATION

77. These Articles are to be read and interpreted in accordance with the provisions of Articles 78 and 79 and without reference to the Model Articles set out in Schedule 2 to The Companies (Model Articles) Regulations 2008 which shall not apply.

78. In these Articles:

“the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof and any subordinate legislation or regulations made thereunder for the time being in force;

“Articles” means these Articles of Association of STAT as amended by special resolution of the Members, whether written or in general meeting, in each case passed in accordance with the Act and these Articles;

“clear days” in relation to the period of a notice means the period excluding both the day when the notice is given or deemed to be given and also the day for which it is given or on which it is to take effect;

“Conflicted Director” means a Director in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Director or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance pursuant to Article 5) from STAT, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to STAT;

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

“Council” means the board of Directors of STAT

“Directors” means the directors of STAT;

“executed” includes any mode of execution which is legally effective under the law of England and Wales or of any other applicable jurisdiction;

“Executive Secretary” means such person being a Voting Member and Director who is elected to that Office in accordance with these Articles and performs such role as the Council shall decide;

“Managers” has the meaning given in Article 4.18;

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

“Member” means any person who is eligible to be and is enrolled as a member of STAT in accordance with the Articles and the Rules;

“Objects” means the objects of STAT as set out in Article 3

“Office” means the registered office of STAT for the time being;

“Officers” means the Chair, Executive Secretary, and Treasurer and “Officer” shall mean any one of them;

“Powers” means the powers of STAT as set out in Article 4 or pursuant to the Act

“Secretary” means the secretary to the Council of STAT or any other person appointed by the Directors to perform secretarial or other administrative duties, including any joint, assistant or deputy secretary;

“Rules” means the rules of membership of STAT as established pursuant to made under Section V of these Articles

“STAT” means The Society of Teachers of the Alexander Technique;

“United Kingdom” means Great Britain and Northern Ireland;

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