

REPLACEMENT ARTICLES



ARTICLES OF ASSOCIATION

Of

SCOTTISH DANCE TEACHERS' ALLIANCE

("the Alliance")

to be adopted by
Special Resolution

1. DEFINITIONS AND INTERPRETATION

In these articles:

- 1.1 **"The 2006 Act"** means the Companies Act 2006.
- 1.2 **"Clear Days"** in relation to the period of a notice means 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.
- 1.3 **"The Executive Council"** and **"the Council"** mean the board of directors of the Alliance and references to **"directors"** are to members of the Executive Council.
- 1.4 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.
- 1.5 The feminine includes the masculine and the masculine includes the feminine; and the singular includes the plural and the plural includes the singular.

2. OBJECTS

- 2.1 The objects (**"the Objects"**) for which the Alliance is established are:
 - 2.1.1 to further the interest in the art of dancing in all its forms;
 - 2.1.2 to ensure that members are conversant with accepted principles and techniques in relation to the art of dancing as may be current for the time being;
 - 2.1.3 to give advice and counsel to any member requiring assistance in relation to their profession within the world of dance; and
 - 2.1.4 to formulate and uphold a code of conduct for those involved in the world of dance.
- 2.2 The Alliance's Objects are restricted to those set out above, but the Alliance may add to, remove or alter the statement of the Objects providing that on any occasion when it does so it must give notice to the registrar of companies. Any such addition, removal or alteration will not be effective until that notice is registered on the register of companies.

3. POWERS

- 3.1 The Alliance has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Alliance has power:
- 3.1.1 to carry on courses of instruction, training, demonstrations, classes, lectures or discussions for the purpose of promoting the Objects;
 - 3.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 3.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Alliance.
 - 3.1.4 to borrow money and to grant security over the whole or any part of the property belonging to the Alliance as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation.
 - 3.1.5 to co-operate with other organisations, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 3.1.6 to acquire, merge with or enter into any partnership or joint venture arrangement with any other body;
 - 3.1.7 to set aside income as a reserve against future expenditure;
 - 3.1.8 to employ and remunerate such staff as are necessary for carrying out the work of the Alliance. The Alliance may employ or remunerate a director only to the extent it is permitted to do so by article 5; and
 - 3.1.9 to deposit or invest funds; employ a professional fund-manager; and arrange for the investments or other property of the Alliance to be held in the name of a nominee.

4. APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Alliance shall be applied solely towards the promotion of the Objects.
- 4.2 Members of the Executive Council and any other officers of the Alliance:
- 4.2.1 are entitled to be reimbursed from the property of the Alliance or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Alliance;
 - 4.2.2 shall be indemnified by the Alliance against any liability incurred in their capacity as a member of the Council to the extent permitted by sections 232 to 234 (inclusive) of the Act (such indemnity extending to a former such member and any such person's executors); but
 - 4.2.3 may not receive any other benefit or payment unless it is authorised by article 5.
- 4.3 Subject to article 5, none of the income or property of the Alliance may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Alliance.

5. BENEFITS AND PAYMENTS TO MEMBERS OF EXECUTIVE COUNCIL (DIRECTORS)

- 5.1 The Alliance may:

- 5.1.1 pay reasonable and proper remuneration to any director of the Alliance in return for services actually rendered under a contract for services to the Alliance;
- 5.2.2 pay interest at a rate not exceeding commercial rate on money lent to the Alliance by any director of the Alliance;
- 5.2.3 pay rent at a rate not exceeding a commercial rate for premises let to the Alliance by any director of the Alliance; and
- 5.2.4 purchase assets from, or sell assets to, any director of the Alliance providing such purchase or sale is at market value.

5.2 But the above powers are subject to the provisions concerning conflicts of interest (see article 16 below).

6. MEMBERSHIP

6.1 The number of members of the Alliance is unlimited.

6.2 Such persons as the Council shall admit to membership in accordance with the provisions of these articles shall be members of the Alliance.

6.3 Every application for membership shall be made in such form as the Council shall from time to time prescribe and the Council shall have an absolute discretion to accept or reject any application.

6.4 Membership is not transferable and shall cease on a member's death.

6.5 The Council may establish classes or branches of membership with different rights and obligations and shall record the rights and obligations in a register of members and in the Manual of Rules and Procedures of the Alliance (see articles 17.4 to 17.6 below).

6.6 The Council may from time to time amend the rights and obligations attaching to such classes or branches of membership upon giving one month's notice of the intention to do so and provided that such amendment shall not adversely affect any right or privilege conferred on a member by reason of a payment during the period to which that payment entitled him to such right or privilege.

6.7 All annual subscriptions payable by a member of a particular class shall be payable in advance (in such instalments as the Council shall prescribe) on such date or dates (which need not be the same for all members) in each year as the Council shall from time to time direct.

6.8 In the case of a new member, his or her first subscription or the appropriate instalment of such subscription shall be payable upon his or her application for membership.

6.9 If a membership application is refused, the fees or subscription payable in respect of the application and/or the membership applied for shall be (if received by the Alliance) returned to the applicant.

6.10 A member shall cease to be a member of the Alliance and his name shall be removed from the register of members if:

- 6.10.1 the member dies;

- 6.10.2 by notice in writing to the Alliance he resigns his membership; or
- 6.10.3 is removed as a member of the Alliance by virtue of a resolution passed by the Council in accordance with articles 17.7 to 17.9 below (powers of directors to remove member).

- 6.11 A person ceasing for any reason to be a member of the Alliance shall not be entitled to a refund in whole or in part of any annual subscriptions or other monies already paid by him to the Alliance and he shall remain liable for payment of all annual subscriptions or other monies due from him to the Alliance at the date on which he ceased to be a member.

7. LIABILITY OF MEMBERS

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 the Alliance in the event of its being wound up while he is a member or within one year after he ceases to be a member for:

- 7.1 payment of the Alliance's debts and liabilities incurred before he ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up the Alliance; and
- 7.3 adjustment of the rights of the contributories among themselves.

8. GENERAL MEETINGS

- 8.1 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 8.2 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 518 of the 2006 Act).
- 8.3 The directors shall convene an annual general meeting in each year.
- 8.4 Not more than 15 months shall elapse between one annual general meeting and the next.
- 8.5 The directors may convene general meetings whenever they think fit.
- 8.6 The business of each annual general meeting shall include the following:
 - 8.6.1 a report on the activities of the Alliance;
 - 8.6.2 consideration of the annual accounts of the Alliance; and
 - 8.6.3 the election and re-election of directors.

9. NOTICE OF GENERAL MEETINGS

- 9.1 At least 14 Clear Days' notice must be given to all the members and directors of an annual general meeting or extraordinary general meeting.
- 9.2 A notice calling a meeting shall specify the time and place of the meeting and it shall:
 - 9.2.1 indicate the general nature of any business to be dealt with at the meeting;
 - 9.2.2 if a special resolution (see article 10) (or a resolution requiring special notice under the 2006 Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution; and
 - 9.2.3 contain a statement informing members of their right to appoint a proxy.

- 9.3 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 9.4 Notice of every general meeting shall be given:
- 9.4.1 in hard copy form;
 - 9.4.2 where the individual to whom notice is given has notified the Alliance of an address to be used for the purpose of electronic communication, in electronic form; or
 - 9.4.3 subject to the Alliance notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act, by means of a website.

10. SPECIAL RESOLUTIONS & ORDINARY RESOLUTIONS

- 10.1 For the purposes of these articles, a "**special resolution**" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with article 9 above.
- 10.2 For the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 10.3 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the 2006 Act allow the Alliance, by special resolution:
- 10.3.1 to alter its name;
 - 10.3.2 to alter any provision of these articles or adopt new articles of association.
- 10.4 For the purposes of these articles, an "**ordinary resolution**" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with article 9 above.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 10 members, present in person or represented by proxy, shall be a quorum.
- 11.3 If the quorum so required is not present within 15 minutes after the time appointed for the meeting the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting. But, if after a quorate meeting commences a quorum ceases to be present for any cause the meeting shall nevertheless be treated as being quorate throughout its duration provided that at least three members are present.
- 11.4 Unless he or she is unwilling to do so, the President shall preside as chairman at every general meeting at which he or she is present; if the President- is unwilling to act as chairman of a meeting or is not present within 15 minutes after the time appointed for the meeting, the most

senior (according to length of service) Vice-President present and willing to act, shall preside as chairman of the meeting.

- 11.5 If no President or Vice-President is present and willing to act as chairman of a meeting or is not present within 15 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting, or, if there is only one director present and willing to act, he or she shall be chairman of the meeting.
- 11.6 The chairman of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him or her to do so), adjourn the meeting but not for a period in excess of 30 days. No notice need be given of an adjourned meeting.
- 11.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairman of the meeting or by any person present at the meeting and entitled to vote whether as a member or a proxy for a member.
- 11.8 If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairman of the meeting may direct. The result of the ballot shall be declared at the meeting at which the ballot was demanded.

12. VOTES OF MEMBERS

- 12.1 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 12.2 A member who wishes to appoint a proxy to vote on his or her behalf at any meeting (or adjourned meeting) shall lodge with the Alliance, at the Alliance's registered office, a written instrument of proxy (in such form as the directors require) signed by him or her. The instrument of proxy must be received by the Alliance at the relevant address not less than 48 hours before the time for holding the meeting.
- 12.3 An instrument of proxy which does not conform with those provisions or which is not lodged accordance with those provisions, shall be invalid.
- 12.4 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 12.5 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him or her to speak at the meeting and need not be a member of the Alliance.
- 12.6 A vote given or ballot demanded by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the Alliance at the Alliance's registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 12.7 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairman of the meeting shall be entitled to a casting vote.

13. NUMBER OF DIRECTORS; APPOINTMENT OF DIRECTORS; & PRESIDENT/VICE-PRESIDENTS

- 13.1 There shall be at least eight directors (i.e. members of the Executive Council) but no more than sixteen. That maximum of sixteen shall, for the avoidance of doubt, include any President or Vice-President of the Alliance who is *ex officio* a director of the Alliance (see article 13.11 below).
- 13.2 Each of the branches of the Alliance known as at the date of adoption of these articles as "Ballet & Theatre"; "Highland"; "Ballroom" and "Baton & Cheer" shall be entitled, as occasion requires, to nominate a director so that there shall, at all times, be one director representing each such branch providing that more than one director may be so nominated in respect of any one or more such branches if the Alliance's Rule Book (see article 17.6 below) having effect for the time being so specifies.
- 13.3 Individuals for such appointments as directors shall be nominated by notice in writing to the Executive Council. The Council shall forthwith acknowledge such notification and with effect from the date of such acknowledgement such nominees shall become directors of the Alliance.
- 13.4 Subject to that, the Executive Council may, as occasion requires, propose other individuals as directors (provided that the number of directors on the Council shall not exceed the maximum of sixteen).
- 13.5 The names and brief biographical details of any individual so proposed by the Council as director shall be included in the notice of the relevant general meeting at which the proposal for the individual's election as director shall be made by way of ordinary resolution.

President, Immediate Past President and Vice-Presidents (otherwise known as the office-bearers)

- 13.6 There shall be a President, an Immediate Past President and a maximum of three Vice-Presidents of the Alliance.
- 13.7 A candidate for Presidency must have served on the Executive Council. An individual may be proposed for the office of President by any of the branches of the Alliance. Such proposal shall be included in the notice of the relevant annual general meeting at which a vote shall be taken on such proposal by way of an ordinary resolution. Where there is more than one individual so proposed the vote shall be taken by way of secret ballot.
- 13.8 A candidate for Vice-Presidency must have served on the Executive Council. An individual may be proposed for the office of Vice-President by any of the Main Branches of the Alliance. Such proposal shall be included in the notice of the relevant annual general meeting at which a vote shall be taken on such proposal by way of an ordinary resolution. Where there are more individuals proposed than there are vacancies for the office of Vice-President the vote shall be taken by way of secret ballot.
"Main Branches" here means the branches called, as the date of adoption of these articles: "Ballet & Theatre"; "Highland"; "Ballroom" and "Baton & Cheer".
- 13.9 The President of the Alliance shall hold office for one year from the date of her or his election but shall be eligible for re-election at the end of that first year and, if re-elected, shall hold office for a second year and shall again be eligible for re-election at the end of any second year in

which case she or he shall hold office for a third year. Such three year period (where applicable) is the maximum continuous period for which any individual may hold the office of President.

- 13.10 Subject to that, after at least one year has elapsed since the date any individual last held office as President that individual shall again become eligible for election as President.
- 13.11 The President and Vice-Presidents shall be *ex officio* directors of the Alliance.

Eligibility

- 13.12 A person shall not be eligible for election as a director (or as President or a Vice-President) of the Alliance unless he or she is a Fellow of the Alliance.
- 13.13 A person shall not be eligible for election as a director if he or she is an employee of the Alliance.

14. DISQUALIFICATION & REMOVAL OF DIRECTORS

- 14.1 A director shall automatically vacate office if:
- 14.1.1 he or she ceases to be a director through the operation of any provision of the 2006 Companies Act or becomes prohibited by law from being a director;
 - 14.1.2 he or she is sequestrated;
 - 14.1.3 he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
 - 14.1.4 he or she becomes an employee of the Alliance;
 - 14.1.5 he or she ceases to be a member of the Alliance;
 - 14.1.6 he or she resigns office by notice to the Alliance;
 - 14.1.7 he or she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him or her from office; or
 - 14.1.8 he or she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

15. DEMITTING OFFICE: PRESIDENT & VICE-PRESIDENT(S)

The appointment of any director to the office of President or Vice-President shall terminate if he or she vacates office as a director or if he or she resigns from the office of President or Vice-President (as the case may be) by notice to the Alliance.

16. PERSONAL INTERESTS

- 16.1 A director who has a personal interest in any transaction or other arrangement which the Alliance is proposing to enter into, must declare that interest at a meeting of the directors. He or she will be debarred from voting on the question of whether or not the Alliance should enter into that arrangement.
- 16.2 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his or hers or any firm of which he or she is a partner or any limited company of which he or she is a substantial shareholder or

director (or any other party deemed to be connected with him or her under section 252 of the 2006 Act), has a personal interest in that arrangement.

- 16.3 But, provided:
- 16.3.1 he or she has declared his or her interest;
 - 16.3.2 he or she has not voted on the question of whether or not the Alliance should enter into the relevant arrangement; and
 - 16.3.3 the requirements of article 16.5 (provision of services) are complied with,
- a director will not be debarred from entering into an arrangement with the Alliance in which he or she has a personal interest (or is deemed to have a personal interest) and may retain any personal benefit which he or she gains from his or her participation in that arrangement.
- 16.4 No director may serve as an employee (full time or part time) of the Alliance, and no director may be given any remuneration by the Alliance for carrying out his or her duties as a director.
- 16.5 Where a director provides services to the Alliance:
- 16.5.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable; and
 - 16.5.2 the directors must be satisfied that it would be in the interests of the Alliance to enter into the arrangement (taking account of that maximum amount.

17. POWERS OF DIRECTORS

- 17.1 Subject to the provisions of the 2006 Act and these articles and to any directions given by special resolution, the business of the Alliance shall be managed by the directors who may exercise all the powers of the Alliance.
- 17.2 No alteration of these articles and no direction given by special resolution 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.
- 17.3 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 17.4 The Council may from time to time make such rules or byelaws and codes of conduct as it may deem necessary or expedient for the proper conduct and management of the Alliance. These shall be contained in a "Manual of Rules and Procedures" (or by whatever name such compendium of rules and procedures may be called for the time being) and may include in particular:
- 17.4.1 the conduct of members in respect of one another;
 - 17.4.2 the conduct of directors in relation to one another, to members and to the Alliance's employees; and
 - 17.4.3 the procedures to be followed at general meetings and meetings of the Council in so far as such procedure is not regulated by these articles.
- 17.5 The Council may alter, add to, or repeal any such rules or byelaws or codes of conduct provided:
- 17.5.1 that no rule or byelaw or code of conduct shall be inconsistent with or shall affect or repeal anything contained in these articles; and

17.5.2 the Council has given prior notice by such means as it thinks sufficient of any change to such rules, byelaws or codes of conduct.

17.6 The Council shall adopt such means as it thinks sufficient to bring to the notice of members all such rules or byelaws or codes of conduct (and any changes to them) which rules, byelaws or codes of conduct shall be binding on all members.

Discipline

17.7 The Council shall have full power to make regulations for the good conduct of members of the Alliance and in relation to the Alliance's affairs and for the good conduct and discipline of all persons (whether members of the Alliance or not) taking part in any of the activities of the Alliance or in any activities with which the Alliance may be associated.

17.8 Any member who shall fail in the observance of any provision of these articles, any regulation made by the Council, or whose conduct in any respects shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Alliance may be removed from the Alliance by a resolution of the Council to that effect passed at a meeting at which at least six directors shall be present and vote.

17.9 Not less than 21 days prior to the meeting at which a resolution under article 17.8 shall be proposed notice of the proposed resolution shall be sent by or on behalf of the Alliance to the registered address of such member. Such notice shall contain a full statement of the complaint against such member who shall be entitled to be heard in his own defence.

18. PROCEEDINGS OF DIRECTORS

18.1 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

18.2 Any two directors jointly may call a meeting of the directors.

18.3 Questions arising at a meeting of directors shall be decided by a majority of votes.

18.4 In the case of an equality of votes at any meeting of directors, the chairman of that meeting shall have a second or casting vote.

18.5 The quorum for the transaction of the business of the directors shall be one half of the total number of directors then in office rounded upwards to the nearest whole number where necessary.

18.6 The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum they may act only for the purpose of filling vacancies or of calling a general meeting.

18.7 Unless he or she is unwilling to do so, the President shall preside as chairman at every meeting of directors at which he or she is present; if he or she is unwilling to act as chairman of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the most

senior Vice-President present (according to length of service as a Vice-President) and willing to act, shall preside as chairman of the meeting.

- 18.8 If neither the President nor any Vice-President is present and willing to act as chairman of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairman of the meeting.
- 18.9 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors in the capacity of adviser.
- 18.10 A person invited to attend a meeting of the directors under the preceding article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the 2006 Act or any provision of these articles.
- 18.11 All acts done by a meeting of directors or by a meeting of a committee of directors shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 18.12 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors, or (as the case may be) a committee of directors, duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.
- 18.13 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Alliance. If a director is so debarred from voting in relation to any matter, he or she shall absent himself or herself from the meeting while the voting is being conducted in relation to that matter.
- 18.14 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
- 18.15 The Alliance may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 18.13 and 18.14.
- 18.16 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting. His or her ruling in relation to any director other than himself or herself shall be final and conclusive.

19. DELEGATION TO COMMITTEES

- 19.1 The directors may delegate any of their powers to any committee consisting of one or more directors and/or such other individuals as the directors may determine. They may also delegate

to the chair or a director holding any other office such of their powers as they consider appropriate.

- 19.2 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 19.3 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

20. MINUTES

The directors shall ensure that minutes are made (and recorded in a manner which complies with the 2006 Act) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairman of that meeting.

21. ACCOUNTS

- 21.1 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 21.2 No member shall (unless he or she is a director) have any right of inspecting any accounting or other records or any document of the Alliance except as conferred by statute or as authorised by ordinary resolution of the Alliance.

22. NOTICES

- 22.1 Any notice to be given in pursuance of these articles shall be in writing; the Alliance may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his or her address as last notified to the Alliance by the member or by leaving it at that address.
- 22.2 Alternatively, in the case of a member who has notified the Alliance of an electronic address to be used for the purpose of electronic communications, the Alliance may give any notice to that member by electronic means.
- 22.3 A member may give any notice to the Alliance either by sending it by post in a pre-paid envelope addressed to the Alliance at its registered office or by leaving it, addressed to the Alliance, at the Alliance's registered office or (where the Alliance has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication.
- 22.4 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

- 22.5 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 22.6 A member present or represented at any meeting of the Alliance shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

23. DISSOLUTION

- 23.1 The members of the Alliance may at any time before, and in expectation of, its dissolution resolve that any net assets of the Alliance after all its debts and liabilities have been paid or provision has been made for them shall, on or before the dissolution of the Alliance, be applied or transferred to some other body having objects similar to the objects of the Alliance, and which prohibit the distribution of its income and property to an extent at least as great as is imposed under these articles.
- 23.2 The Council of the Alliance may at any time before, and in expectation of, its dissolution resolve that any net assets of the Alliance after all its debts and liabilities have been paid or provision has been made for them shall, on or before the dissolution of the Alliance, be applied or transferred to some other body having objects similar to the objects of the Alliance, and which prohibit the distribution of its income and property to an extent at least as great as is imposed on the Alliance under these articles.
- 23.3 In no circumstances shall the net assets of the Alliance be paid to or distributed among the members of the Alliance and if no resolution is passed by the members or the Council the net assets of the Alliance shall be applied for charitable purposes as directed by the Court.