

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE NATIONAL AUTISTIC SOCIETY

(Registered Office: 393 City Road, London, EC1V 1NG)

Company No. 1205298
Charity No. 269425

Adopted	:	17 October 1992
Amended	:	6 November 1993
Amended	:	15 October 1994
Amended	:	21 October 1995
Amended	:	8 November 1997
Amended	:	7 November 1998
Amended	:	22 November 2003
Amended	:	17 January 2004 (Bye-laws only)
Amended	:	24 November 2007

THE COMPANIES ACTS 1948 to 1989

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE NATIONAL AUTISTIC SOCIETY

1. The name of the Company (hereinafter called "the Society") is "THE NATIONAL AUTISTIC SOCIETY".
2. The Registered Office of the Society will be situate in England.
3. The Society is established for the public benefit for the education treatment welfare and care of people with autism and related conditions (whether or not these conditions are associated with other disabilities) (hereinafter collectively referred to as "people with autism").
4. In furtherance of these objects but not otherwise the Society shall have the following powers:
 - (1) to work for and promote the preservation and development of mental health and the prevention and treatment of mental disabilities;
 - (2) to work for and promote the study of and research into autism and related conditions and to obtain and make records of and disseminate information concerning the same;
 - (3) to foster mutual help and co-operation between parents, relatives and friends of people with autism and members of the educational medical and nursing professions and all entrusted with or interested in the care of people with autism;
 - (4) to co-operate with agencies, groups and persons in the achievement of the above objects, and to that end to link internationally, nationally and locally with any such agencies or persons;
 - (5) to promote the formation of any charitable bodies or organisations and to assist, financially or otherwise, or enter into any arrangement with such bodies and persons in the furtherance of the above objects, and in particular to render assistance either directly or indirectly or through other bodies or persons to government departments and public authorities in the administration of statutes and orders and the formulation of policy relating to people with autism;
 - (6) to improve and raise the technical and general knowledge of the public or of any person or persons engaged in or about to engage in the furtherance of the above objects, or alone or through collaboration with universities or other

educational establishments, to provide lectures, exhibitions, classes and conferences;

- (7) to carry on, assist or promote the establishment, support, provision and maintenance of charitable schools, homes, hostels, clinics, respite care facilities, diagnostic facilities, hospitals, workshops, training centres, employment programmes, clubs, camps, libraries and other places in connection with the furtherance of the objects of the Society and to provide services at or in connection with such places, either gratuitously or otherwise;
- (8) to do all such acts and things as shall promote the employment of people with autism;
- (9) to procure and print, publish, issue and circulate, gratuitously or otherwise, reports, journals, periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature;
- (10) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the furtherance of the said objects of the Society and to construct, maintain and alter any buildings or erections necessary for the work of the Society;
- (11) to furnish, add to, alter and equip and to sell, or otherwise dispose of, manage, develop, let, mortgage or otherwise deal with all or any part of the property, rights and privileges of the Society;
- (12) to obtain, collect and receive money and funds by way of contribution, donations, subscriptions, legacies, grants or any other lawful method and to accept and to receive gifts of property of any description (whether subject to any special trusts or not) for or towards the objects of the Society;
- (13) to act as Trustee, and to undertake or accept any trusts or obligations in furtherance of the objects of the Society, and to perform any services in connection with the objects of the Society gratuitously or otherwise;
- (14) to invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (15) to appoint and remunerate as the Investment Manager for funds under investment a person to act in that capacity who is either:
 - (a) an individual with at least 15 years' experience of investment management and who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - (b) a company or firm which is an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000;and to delegate to the Investment Manager so appointed power at his discretion to buy and sell investments for the Society; and to undertake such other regulated activities as defined in the Financial Services and Markets Act 2000 as may be delegated by the Directors; and to permit any investments to be held in the name of any trust corporation, bank nominee or stockbroking company which is a member of the Stock Exchange (or any subsidiary of such

stockbroking company) as Nominee, paying any such Nominee reasonable and proper remuneration for acting as such; and in addition to the above powers to exercise the powers to invest under the Trustee Act 2000; all in furtherance of the objects of the Society;

- (16) to borrow or raise money in such manner and upon such terms as the Society shall think fit and for the purpose of securing any debt or other obligation of the Society to mortgage or charge all or part of the property of the Society;
- (17) to transfer or make over, with or without valuable consideration, any part of the property or assets of the Society not required for the purposes for which it is formed to any charitable body;
- (18) to apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or licence of any authority necessary for the furtherance or realisation of the objects of the Society and to take all such steps and proceedings and do all such acts and things, either alone or jointly with others, whether by opposing applications or proceedings or otherwise as shall be necessary;
- (19) to federate, amalgamate or affiliate with or subscribe to or have affiliated with itself any charitable body whose objects are in general respects similar to the objects of the Society and to acquire and undertake all or part which may lawfully be taken over of the assets, liabilities and engagements of any such other body;
- (20) to subscribe to any charity, institution, society or body not formed for or established for purposes of profit (whether incorporated or not or whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income or property amongst its members to an extent at least as great as imposed on the Society and to grant donations for any public charitable purpose;
- (21) subject as provided by Clause 5 hereof to provide a superannuation fund for the employees of the Society or otherwise assist such employees and former employees and their dependants;
- (22) to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any body; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any such body; and otherwise to assist any such body: Provided That in each such case that body is engaged in or about to engage in the furtherance of the above objects;
- (23) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate;
- (24) to do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise and in any part of the world; and
- (25) to do all such other lawful things as shall further the attainment of the above objects.

And throughout this clause the word "body" includes where the context so admits any company, association, society, institution, trust, public or private authority, government department, board or aggregate of persons whether incorporated or otherwise and whether of a voluntary nature or otherwise.

PROVIDED THAT

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects and powers of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Directors of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Directors have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
5. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Society and no Voting Councillor shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society PROVIDED THAT nothing herein shall prevent any payment in good faith by the Society:
- (a) of reasonable and proper remuneration to any Member, officer or servant of the Society (not being a Voting Councillor) for any services rendered to the Society;
 - (b) of interest at a rate per annum not exceeding 2 per cent less than the minimum rate presented for the time being by a clearing bank or 3 per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member of the Society;
 - (c) to any member of its Council or any Director of out-of-pocket expenses;
 - (d) to a company of which a member of its Council or any Director may be a member holding not more than one hundredth part of the capital of such company and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; provided further that neither the members of the Council nor any of them shall concur in exercising any voting rights in respect of any shares or debentures or other securities

comprised in the assets of the Society in such a way that a personal benefit is thereby secured to such member or any of them;

- (e) of any indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
6. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
 7. The liability of the Members is limited.
 8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.
 9. Nothing in this constitution shall authorise an application on dissolution of the property of the charity for purposes which are not charitable in accordance with any statutory provision in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
M.G. BARON 351 Richmond Road Twickenham	Solicitor
F.C. FAITH 17 Middleton Road NW11 7NR	Secretary
R.HARRISON 31 Carlingford Road NW3 1RY	Housewife
A.OLIVER 31 Carlingford Road NW3 1RY	Singer
M.LUSHINGTON 83 Hale Drive NW7	Nursery School Organiser
J.H. KAYE 46 Newlands Avenue Radlett Herts. WD7 7EN	Company Executive
D.SPELLMAN 3 Oakshott Avenue N6	Secretary

DATED this 6th day of March 1975

WITNESS to the above signatures :-

MONICA WHITE
28 Byron Road
Mill Hill, NW7
Secretary

ARTICLES OF ASSOCIATION
of
THE NATIONAL AUTISTIC SOCIETY

Company Limited by Guarantee
and not having a Share Capital

PART I - INTERPRETATION

1. (1) In these Articles:

'THE ACT' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

'AFFILIATED GROUP' means an association, company and other organisation or entity in the United Kingdom or overseas affiliated to the Society in accordance with Article 2

'THE ARTICLES' means the Articles of the Society

'AUTISM' means the conditions described in clause 3 of the Memorandum

'THE BOARD OF DIRECTORS' means the Directors appointed by the Council under Articles 37 and 59

'BRANCH' means a group of Members of the Society (and where deemed appropriate other supporters of the Society) formed in accordance with Article 3

'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

'THE COUNCIL' means the Council of the Society constituted in accordance with Part IV of these Articles

'COUNCIL ELECTION' means an election called pursuant to Article 49

'COUNCILLOR' means a Member or person elected pursuant to Articles 41 –53

'DIRECTOR' means a Director of the Society appointed in accordance with Part V of these Articles

'ELECTION MEETING' has the meaning given in Article 49

'ELECTION YEAR' means the period from one Election Meeting to the next

'EXECUTED' includes any mode of execution

'FAMILY MEMBER' means any Member who has a diagnosis of autism or a related condition, or who is related by blood to a person with autism or a related condition, or who is a Parent Member

'MEMORANDUM' means the memorandum of association of the Society

'MONTH' means calendar month

'NON-COUNCILLOR DIRECTOR' means a Member of the Society nominated by the Board of Directors for appointment by the Council under Article 59 and in accordance with parts IV and V of these Articles

'NON-FAMILY MEMBER' means any Member who is not a Family Member

'NON-PARENT MEMBER' means any Member who is not a Parent Member

'OFFICE' means the registered office of the Society

'PARENT MEMBER' means a Member who is either:

- (a) a natural or adoptive (by way of legal adoption proceedings) parent of a person with autism; or
- (b) a guardian or a foster parent of a minor with autism; or
- (c) a receiver, curator bonis or other person appointed by a competent court for a like purpose in respect of the affairs of a person with autism; or
- (d) where the natural or adoptive parents of a person with autism are deceased or are unable by reason of infirmity or otherwise to be concerned with the well-being of that person with autism, and if there be no guardian, either
 - (i) a sibling, whether full or half-blood, of that person with autism, or

- (ii) a Member who, in the sole opinion of the Directors on the application of that Member, has shown concern for the well-being of that person with autism;
- or
- (e) a natural or adoptive parent of a person with autism who is deceased

'THE SEAL' means the common seal of the Society

'SECRETARY' means the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or deputy secretary

'THE SENIOR COUNCILLOR' means the Councillor elected pursuant to Article 52 to preside at meetings of the Council

'THE SOCIETY' means The National Autistic Society

'THE UNITED KINGDOM' means Great Britain and Northern Ireland and shall include the Channel Islands and the Isle of Man.

'YEAR' means year from 1st January to 31st December inclusive

- (2) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Society.
- (3) In these Articles references to the masculine gender include references to the feminine gender and vice-versa and references to the singular include references to the plural and vice-versa unless the context otherwise requires.

AFFILIATED GROUPS

2. The Directors shall be entitled to grant and withdraw affiliation to such associations, companies and other organisations and entities whether in the United Kingdom or overseas having objects similar to all or any of the objects of the Society on such terms as they shall in their absolute discretion think fit including, without limitation, terms whereby members of Affiliated Groups may be admitted to membership of the Society.
3. The Directors shall be entitled to grant and withdraw Branch status to such groups of Members and other persons on such terms as they shall in their absolute discretion think fit.

MEMBERS

4. The following shall be Members of the Society:
 - (a) Members at the date these Articles are adopted by the Society;
 - (b) honorary members, being persons elected as such by the Directors who shall be deemed by them to have rendered especially valuable services to the Society;
 - (c) Members admitted pursuant to Article 2 by virtue of their membership of an Affiliated Group; and
 - (d) persons who have made application to, and who have been approved by the Directors, such application being in such form as the Directors may require.

A register of Members shall be kept by the Secretary and every Member shall pay a subscription at such rates and at such times as the Directors may from time to time determine.

5. Honorary members shall not be required to pay any subscription nor shall they be entitled to vote at any meeting of the Society and they shall not be Members of the Society for the purposes of the Act.
6. Should affiliation be withdrawn from an Affiliated Group then any person who is a Member by virtue only of Article 4(c) shall ipso facto cease to be a Member of the Society but he may reapply for admission to membership pursuant to Article 4(d).

7. No person shall be admitted a Member of the Society unless he is approved by the Directors. Every person who wishes to become a Member pursuant to Article 4(d) shall deliver to the Society an application for membership in such form as the Directors may require.
8. A Member of the Society shall forthwith cease to be a Member:
 - (a) if he shall resign by giving notice in writing to the Society of his intention to do so in which case he shall cease to be a Member upon receipt of the notice by the Society;
 - (b) if he is requested by resolution of the Directors to resign provided that a Member so requested to resign may within seven days after notice of such resolution be entitled to be heard in his defence by the Directors or a committee thereof convened for that purpose; and
 - (c) if he fails to pay his subscription within two months of receiving notice from the Secretary that the same is due provided that such notice shall not be served before one month has elapsed from the date the same fell due.
9. It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be friends or associates of the Society and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be Members of the Society and their rights (if any) shall not include a right to speak or vote at general meetings of the Society. The Secretary shall keep a register of such friends or associates of the Society.

PURPOSE

10. The Society is established for the purposes expressed in the Memorandum of Association.

PART III - GENERAL MEETINGS

GENERAL MEETINGS

11. The Society shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting in each year shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
12. The Directors may call general meetings and, on the requisition of 50 Members or of 20 Voting Councillors as if the provisions of Section 368 of the Act applied, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Society may call a general meeting.

NOTICE OF GENERAL MEETINGS

13. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Members.The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and to the auditors.
14. The notice calling an annual general meeting shall also contain details of any resolution intended to be moved by at least 10 Members who have signed a copy of their requisition (or two or more copies which between them contain the signatures of all the requisitionists) and which has (or have) been deposited at the registered office not less than 6 weeks before the meeting; there shall be deposited or tendered at the same time a sum reasonably sufficient to meet the Society's expenses in giving effect to the requisition.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member shall be a quorum.
17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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.
18. The chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
19. If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
20. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. A resolution put to the vote of 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 provision of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least three Members having the right to vote at the meeting; or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

22. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
24. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

29. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

30. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/We
of
being a Member/Members of the above-named Society,
hereby appoint
of
or failing him
of
as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Society to be held on and at any
adjournment thereof.

Signed
on

33. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/We
of
being a Member/Members of the above-named Society,
hereby appoint
of

or failing him

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Society to be held on and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

*strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of .

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- (a) be deposited at the office or 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 Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman, or to the Secretary or to any Director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited 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.

PART IV - THE COUNCIL

COMMITTEE OF MEMBERS

36. There shall be a committee of Members and persons elected pursuant to Article 38 below which shall be known as the Council of the Society.

POWERS OF THE COUNCIL

37. The Council shall exercise the rights of the Members in relation to the appointment and removal of the Directors as hereinafter provided but shall have no other powers save as expressly provided in this Part IV of these Articles and to discuss matters touching or pertaining to the objects of the Society and the conduct of its affairs and to make recommendations or reports thereon to the Directors.

MEMBERS OF THE COUNCIL

38. The Council shall consist of not more than:
- (a) 45 Members to be known as Voting Councillors, of whom
 - (i) up to 30 shall be known as Regional Councillors and
 - (ii) up to 15 shall be known as National Councillors, and
 - (b) 12 persons to be known as Non-voting Councillors being:
 - (i) the Patron of the Society, the President of the Society and those Members who are at any time the four most recently invited Vice-Presidents of the Society who are willing to serve and who are not also Voting Councillors; and
 - (ii) not more than six persons to be known as Specialist Councillors being persons able by reason of their knowledge, skill or experience in any field or by reason of their standing in public life to make a contribution to the deliberations of the Council.
39. The number of Voting Councillors shall be determined by the Council in Bye-laws provided that the number of Regional Councillors shall be twice the number of National Councillors.
40. The Council shall use its best endeavours to provide that not less than a simple majority of Voting Councillors shall be Family Members.

ELECTION, RETIREMENT, DISQUALIFICATION AND REMOVAL OF COUNCILLORS

41. In each calendar year the Senior Councillor or, failing him, the Directors shall cause elections to be held among the Members for the election of Voting Councillors in

accordance with these Articles and the Bye-laws made pursuant to them. Not more than 15 months shall elapse between one such election and the next and the first such election shall be held within twelve months of the adoption of these Articles.

42. (1) The Patron, the President and the Vice-Presidents of the Society shall be invited to those offices by the Council.
- (2) Non-voting Councillors shall be invited by a majority of Voting Councillors present or voting by proxy, and their term or terms of office shall be specified at the time of invitation as the Voting Councillors shall think fit. Such persons shall not by virtue of such invitation be Directors or Members of the Society.
43. At the calling of each Council Election those Councillors who will have served during three consecutive Election Years by the time of the Election Meeting shall retire from office (but may stand for re-election) save that a Councillor who is at that time the Senior Councillor or a Director or the Chairman shall not retire from the office of Councillor until he or she retires from the office of Senior Councillor or Director or Chairman (as the case may be) pursuant to Article 52, or 63, or 77 respectively.
44. The Voting Councillors shall be elected by postal ballot on a single transferable vote. Only those Members whose only or main residence lies within an Electoral Region shall be entitled to vote for a candidate seeking election as a Regional Councillor in that Electoral Region. All Members shall be eligible to vote for candidates seeking election as National Councillors. For the purposes of this Article, the Members entitled to vote shall be those on the Society's register of Members on the date the election is called. The accidental omission to give notice of a postal ballot, or to send any document required by these Articles or the Bye-laws of the Council to any person entitled to receive it, or non-receipt of such a notice or document by a person entitled to receive it, does not invalidate a postal ballot.
45. A candidate seeking election as a Voting Councillor must be a Member of the Society. No employee of the Society or any Affiliated Group may be elected as a Voting Councillor. A candidate may seek election both as a Regional Councillor for one Electoral Region (but not for more than one Electoral Region) and as a National Councillor and, in the event he would otherwise be elected as both a Regional Councillor and a National Councillor, he shall be deemed to have been elected as a Regional Councillor and votes cast for him as a National Councillor shall be allocated in accordance with the Bye-laws.
46. Subject to the provisions of these Articles, the election of Voting Councillors shall be governed by the Bye-laws of the Council which shall provide in particular, but without prejudice to the generality of the foregoing:
 - (a) for the number of Voting Councillors that shall serve at any time;

- (b) for the number and boundaries of the Electoral Regions and the number of Regional Councillors that shall serve each Electoral Region having regard to:
 - (i) local government and health authority boundaries;
 - (ii) the population of each Electoral Region; and
 - (iii) regions into which the United Kingdom is divided by the Society for administrative purposes;
 - (c) for the number of nominations required for each candidate (the nominations for any candidate seeking election as a Regional Councillor being made by Members whose only or main residence lies within the relevant Electoral Region);
 - (d) for a postal ballot;
 - (e) for a system of proportional representation with a single transferable vote;
 - (f) for inclusion with the ballot papers a statement by each candidate subject to such limit of length and specification, applicable to all candidates, as the By-laws may provide.
47. The office of a Councillor shall be vacated:
- (a) as if the Act applied to him and he would cease to be a Director by virtue of any provision of the Act or he would become prohibited by law from being a Director; or
 - (b) as if paragraphs (b), (c) and (d) of Article 70 (disqualification and removal of Directors) applied to Councillors; or
 - (c) in the case of any Councillor other than the Patron of the Society and the President of the Society if he shall have been absent for more than three consecutive meetings of the Council without the consent of the Senior Councillor or other person presiding at each such meeting and the Council has resolved that his office be vacated.
48. Notwithstanding paragraph (b) of Article 8 above (cessation of Membership), no Member may while serving as a Councillor or for a period of three months thereafter be requested to resign his Membership of the Society unless such request is ratified by a resolution of the Council with a two-thirds majority of the Voting Councillors present or voting by proxy.

PROCEEDINGS OF COUNCIL

49. The Council shall meet not less than twice a year and one such meeting, designated the Election Meeting, shall be held for the purpose of electing Directors and Non-voting

Councillors to fill any vacancies there may be; and not more than 15 months shall elapse between the date of one election meeting and that of the next. No business shall be transacted at any meeting of the Council unless a quorum is present. Such quorum shall be one third of the Voting Councillors or, where the number of Voting Councillors is not divisible by three, a quorum shall be the number nearest to one third.

50. The Directors may call meetings of the Council and, on the requisition of the Senior Councillor or of twenty-five per cent of the Voting Councillors, shall forthwith proceed to call a meeting of the Council for a date not later than eight weeks after receipt of the requisition.
51. All meetings of the Council shall be called by at least 21 clear days' notice but a meeting may be called by shorter notice if it is so agreed by not less than seventy-five per cent of the Voting Councillors. The notice shall specify the time and place of the meeting and the general nature of any business to be transacted insofar as that business relates to the appointment, removal or alleged disqualification of a Director or consists of the enactment, amendment or variation of any Council Bye-law. The notice shall be given to all Councillors and Directors.
52. The Voting Councillors shall elect one of their number who is not a Director to be the Senior Councillor and may at any time remove him from that office Provided That a resolution to that effect signed by no less than one-quarter of the Voting Councillors has been served on the Senior Councillor and the Directors no later than three weeks prior to the meeting of the Council at which that resolution is to be put. Unless he is unwilling to do so, the Councillor so elected shall preside at every meeting of the Council at which he is present, but if there is no Councillor holding that office, or if the Councillor holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Voting Councillors present may appoint one of their number to preside at the meeting. The Senior Councillor shall retire from office on the third anniversary of election as Senior Councillor but may stand for re-election as Senior Councillor if re-elected as a Voting Councillor.
53. The Articles specified below shall apply in relation to meetings of the Council as they apply to general meetings of the Society subject to the amendments made against any such Article specified below and the amendments made by virtue of Article 54:
 - (a) Article 15 (omission to give notice);
 - (b) Article 17 (lack of quorum) save that the words "the Senior Councillor or, failing him, as the Directors may determine" shall be inserted in substitution after the words "...or to such other time and place as"
 - (c) Article 20 (adjournment of quorate meeting) save that the words "...and the general nature of the business to be transacted." shall be deleted;

- (d) Article 21 (demand for a poll) save that the reference to the Act shall be deleted;
 - (e) Article 22 (declaration of resolution);
 - (f) Article 23 (withdrawal);
 - (g) Article 24 (conduct of poll);
 - (h) Article 25 (casting vote);
 - (i) Article 26 (time of poll);
 - (j) Article 27 (notice of poll);
 - (k) Article 29 (votes of Members);
 - (l) Article 31 (objections to qualifications);
 - (m) Article 32 and Article 33 (instruments appointing a proxy) save that in each case the words ".....meeting of the Council" shall be substituted for the words "....annual/extraordinary general meeting....";
 - (n) Article 34 (deposit or delivery of proxy); and
 - (o) Article 35 (determination of proxy).
54. In their application to the meetings of the Council, each of the Articles specified in Article 53 above shall have effect as if, wherever they occur:
- (a) the word "chairman" was substituted by the word "Senior Councillor"; and
 - (b) the word "Member" or "Members" was substituted by the words "Voting Councillor" or "Voting Councillors" as the case may be.
55. Any resolution of the Council for the enactment, amendment or variation of a Council Bye-law shall require a two-thirds majority of the Voting Councillors present or voting by proxy.
56. Subject to Article 52, the chairman, or failing him, the Directors other than Non-Councillor Directors shall exercise the powers of the Senior Councillor at any time when there is no person holding that office but such powers shall only be exercised so as to secure the appointment of a Senior Councillor in accordance with these Articles at the earliest practicable opportunity.

57. The Council may make Bye-laws providing for the establishment of regional sub-committees which may be comprised of Members other than Councillors and, provided they do not have the right to vote, other persons. Such sub-committees shall have no powers other than to discuss matters touching or pertaining to the objects of the Society and the conduct of its affairs and to make recommendations or reports thereon to the Council.
58. The Bye-laws made by Council from time to time pursuant to these Articles shall be maintained as an Appendix to these Articles.

PART V - DIRECTORS

NUMBER OF DIRECTORS

59. The number of Directors shall be a maximum of twelve of whom a minimum of eight shall be Voting Councillors and a maximum of four may be Members other than Voting Councillors nominated by the Board of Directors and otherwise appointed or re-appointed by the Council in accordance with and subject to Articles 63 to 69 below.

POWERS OF DIRECTORS

60. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Directors who may exercise all the powers of the Society. No alteration of the Memorandum or 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 regulation 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 powers exercisable by the Directors.
61. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

62. The Directors may delegate any of their powers to any committee consisting of one or more Directors or other persons. They may also delegate to any Director or, with the consent of the Council on a resolution passed by two-thirds of the Voting Councillors present, any managing Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

63. At every Election Meeting those Directors who have served as such during three consecutive Election Years shall retire from office.

64. If the Council, at the Election Meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the Election Meeting and lost.
65. No Member shall be appointed or re-appointed a Director at any Election Meeting unless not less than 14 nor more than 35 clear days before the date appointed for the Election Meeting, notice executed by three Voting Councillors has been given to the Society of the intention to propose that Member for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Society's register of Directors together with notice executed by that Member of his willingness to be appointed or re-appointed.
66. Not less than seven nor more than 28 clear days before the date appointed for holding an Election Meeting notice shall be given to all who are entitled to receive notice of the Election Meeting of any person (other than a Director retiring by rotation at the meeting) in respect of whom notice has been duly given to the Society by three Voting Councillors of the intention to propose him at the Election Meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Society's register of Directors and a statement, not exceeding five hundred words by that person containing such biographical details and other information as he may wish to include.
67. Subject as aforesaid, the Council may by resolution passed with a simple majority appoint a Voting Councillor who is willing to act as a Director to fill a vacancy or a Member who is willing to fill a vacancy for a Non-Councillor Director.
68. The Directors may appoint a Voting Councillor who is willing to act as a Director to fill a vacancy or a Member who is willing to fill a vacancy as a Non-Councillor Director. A Director so appointed shall hold office only until the next following meeting of the Council. If not re-appointed at such meeting of the Council, he shall vacate his office at the conclusion thereof.
69. Subject as aforesaid, a Director who retires at an Election Meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the Election Meeting appoints someone in his place, or if it does not do so, until the end of the Election Meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

70. The office of a Director shall be vacated if:
 - (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be in the opinion of a suitably qualified medical practitioner suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or any statutory modification or re-enactment of these statutes; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Society; or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated; or
- (f) the Council has passed a resolution of no confidence in him.

DIRECTORS' EXPENSES

71. The Directors and the Councillors may be paid all travelling, hotel and other expenses properly and reasonably incurred by them attendant upon their attendance at meetings of Directors or committees of Directors or general meetings or meetings of the Council or otherwise attendant upon the discharge of their duties.

DIRECTOR'S APPOINTMENTS AND INTERESTS

72. Any Director shall be entitled to make any Contract or arrangement with the Society as authorised by clause 5 of the Memorandum of Association but not otherwise and no such Contract nor any Contract or arrangement entered into by or on behalf of the Society in which any Director is in any way interested shall be liable to be avoided nor should any such Member so contracting or being interested be liable to account to the Society for any profit realised by any such Contract or arrangement by reason of his holding that office or of the fiduciary relation thereby established but the nature of this interest should be declared by him at any meeting of the Directors at which the question of entering into the Contract or arrangement is first considered if his interest then exists or in any other case at the first meeting of the Directors after he becomes so interested Provided nevertheless that a member of the Board of Directors shall not vote in respect

of any Contract or arrangement in which he is so interested and if he shall do so his vote shall not be counted but this prohibition shall not apply to any security or indemnity in respect of money lent by him or to an obligation undertaken by him for the benefit of the Society.

73. A General Notice given to the Board of Directors by any member thereof to the effect that he is a member of any specified Company or Firm and is to be regarded as interested in any Contract or arrangement which may thereafter be entered into with that Company or Firm shall be deemed as sufficient declaration of interest in relation to any Contract or arrangement so entered into PROVIDED ALWAYS that an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

74. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
75. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be the greater of one-half the number of Directors appointed at that time or two.
76. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
77. The Directors shall appoint one of their number to be the chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting. A person appointed as chairman shall retire as chairman at the meeting of the Directors next following the expiry of three years from his appointment but he may be re-appointed.
78. The Directors may appoint one of their number or any Voting Councillor to be the Honorary Treasurer. Any person indicating his willingness to serve shall be deemed to have given an undertaking that within such reasonable period as the Directors may determine of his appointment as the Honorary Treasurer he will have resigned or

otherwise procured his release from any office, directorship, trusteeship or membership of the governing body of any Affiliated Group or any other organisation or from the membership of any committee constituted by the Society if so required by the Directors at any time on the grounds that any such office, directorship, trusteeship, membership of any such governing body or membership of any such committee may give rise to a conflict of interest. If the Honorary Treasurer shall fail to comply with such undertaking then, upon a resolution of the Directors, the Honorary Treasurer may be removed from office. A person appointed as the Honorary Treasurer shall retire as the Honorary Treasurer at the meeting of the Directors next following the expiry of three years from his appointment but he may be re-appointed. Save as aforesaid the Honorary Treasurer shall be treated in all respects as if he were a Director and any other provision of these Articles applicable to a Director shall apply to the Honorary Treasurer except and to the extent that such provision may be inconsistent with the provisions of this Article.

79. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
80. A resolution in writing signed by two-thirds of 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) at a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
81. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Society or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Society or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Society or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Society or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society), connected with a Director shall be treated as an interest of the Director: PROVIDED THAT a person shall not be treated as a person connected with a Director if that person is a person with autism and the resolution in question relates to a group or class of persons with autism which includes that person and not to that person individually.

- 82. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 83. The Society may by ordinary resolution suspend or relax to any extent permitted by law and compatible with its charitable status, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 84. Where proposals are under consideration concerning the appointment of two or more Directors to offices with the Society or any body corporate in which the Society is interested, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 85. If a question arises at a meeting of Directors or 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 and his ruling in relation to any Director other than himself shall be final and conclusive.

PART VI - MISCELLANEOUS

SECRETARY

86. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (provided he is not also a Director) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

87. The Directors shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of officers made by the Directors; and
 - (b) of all proceedings at meetings of the Society, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

88. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two Directors.

ACCOUNTS

89. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Directors or by ordinary resolution of the Society.

NOTICES AND OTHER COMMUNICATIONS

90. The Society may, subject to the requirements of the Companies Act 2006 (as may be amended), communicate with Members electronically and may send or supply notices, documents or other information to Members by making them available on a website. Any notice to be given to or by any person pursuant to the Articles shall otherwise be in writing and delivered to the registered office except that a notice calling a meeting of the Directors need not be in writing.
91. Subject to any statutory constraints, the Society may give any notice or provide any document or information to a Member either personally, electronically (including by way of making it available on a website) or by sending it by post in a prepaid envelope addressed to the Member at his registered postal address or by leaving it at that

address. A Member whose registered postal address is not within the United Kingdom and who gives to the Society an electronic address or a postal address within the United Kingdom at which a notice document or other information may be given to him shall be entitled to have it given to him at that address until that permission is changed or withdrawn by the Member, but otherwise no such Member shall be entitled to receive any notice from the Society.

92. A Member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
93. Proof that an electronic message containing a notice document or other information was properly addressed or that an envelope containing such was properly addressed, prepaid and posted shall be conclusive evidence that the notice document or information was given at the expiration of 48 hours after the electronic message was sent or the envelope containing it was posted.
94. Any notice document or information sent or supplied electronically by a Member to an electronic address specified for that purpose by the Society shall be validly sent or supplied.

WINDING UP

95. On the winding-up and dissolution of the Society the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

INDEMNITY

96. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

APPENDIX

*THE BYE-LAWS OF THE COUNCIL OF
THE NATIONAL AUTISTIC SOCIETY
("the Society")*

1. Words and phrases used in these Bye-laws shall have the same meaning as given in the Articles of Association of the Society unless the contrary is stated or the context otherwise requires.
2. There shall be 42 Voting Councillors of whom 28 shall be Regional Councillors and 14 shall be National Councillors, Provided Always:
 - (a) that not more than one Non-Family Member shall serve as a Regional Councillor for any electoral region and if more than one Non-Family Member would otherwise be elected then only that Non-Family Member with the highest number of votes cast in his or her favour shall serve and the other candidate Non-Family Member(s) shall be deemed to be disqualified;
 - (b) not more than six Non-Family Members shall serve as National Councillors and if more than six Non-Family Members would otherwise be elected then only the six Non-Family Members with the highest number of votes cast in their favour shall serve and the other candidate Non-Family Member(s) shall be deemed to be disqualified; and
 - (c) any votes credited to candidates disqualified by virtue of paragraphs (a) or (b) above shall immediately be transferred to the next available preference indicated by the voters.
3. There shall be 12 Electoral Regions comprising the regions given in the first column of the table below, and each Electoral Region shall comprise the counties, districts or boroughs given in the second column with boundaries as shown in the map attached as the annexe to these Bye-laws and each Electoral Region shall be served by the number of Voting Councillors given in the third column:

South West England	(Devon, Cornwall, Somerset, Dorset, Avon and The Channel Islands)	2
South East England	(Hampshire, Isle of Wight, Sussex, Kent, Surrey)	2
Greater London		3
East Anglia	(Bedfordshire, Hertfordshire, Essex, Cambridgeshire) Suffolk, Norfolk)	2

Mid Counties	(Gloucestershire, Oxfordshire, Northamptonshire Berkshire, Wiltshire, Buckinghamshire)	2
West Midlands	(Shropshire, Staffordshire, Hereford & Worcestershire Warwickshire, and the West Midland group of metropolitan authorities)	2
East Midlands	(Derbyshire, Nottinghamshire, Leicestershire, Lincolnshire and the South Yorkshire group of metropolitan authorities)	2
North West England	(Cheshire, Cumbria, Lancashire, the Merseyside and Greater Manchester group of metropolitan authorities and the Isle of Man)	3
North East England	(Northumberland, Durham, Cleveland, Humberside North Yorkshire and the Tyne and Wear and West Yorkshire group of metropolitan authorities)	3
Scotland		3
Wales		2
Northern Ireland		2

4. A candidate seeking election (or re-election) as a Voting Councillor shall be nominated by not less than two Members who in the case of a candidate seeking election (or re-election) as a Regional Councillor to serve in an Electoral Region, shall each have their sole or main residence within that Electoral Region.
5. The Senior Councillor or, failing him, the Directors shall cause a notice that a Council Election has been called to be posted at the Society's principal office and published in the Society's publications "Communication" and "Connect" (or any other suitable journal of the Society) and such notice shall give the date for each procedural step in the Council Election in accordance with Clause 6 below.
6. The dates referred to in Clause 5 above shall be such as to fall within the following timetable:
 - i) the publication of the notice that a Council Election has been called not more than eight weeks following the date the Council Election was called

- | | | |
|------|--|--|
| ii) | the return of nomination forms | not less than two nor more than eight weeks following the date of publication of the notice referred to in paragraph (i) above |
| iii) | the notice of a postal ballot | not less than two nor more than six weeks following the date for the return of nomination forms |
| iv) | the return of ballot papers | not less than two nor more than six weeks following the date notice of postal ballot was posted |
| v) | declaration of the results of the ballot | not more than two weeks following the date for return of ballot papers |
| vi) | Election Meeting pursuant to Article 49 | not less than five nor more than eight weeks following the date the result was declared |

7. In the event of there being more candidates for election as Voting Councillors nominated than there are places to be filled, a ballot shall be held using the single transferable vote method of election. That is to say a vote:

- (a) capable of being given so as to indicate the voter's preference for the candidates in order; and
- (b) capable of being transferred to the next choice when the vote is not required to give a prior choice the necessary quota of votes or when, owing to the deficiency in the number of votes given for a prior choice, that choice is eliminated from the list of candidates.

Any votes credited to candidates disqualified by virtue of Bye-law 2(a) or 2(b) above or which fall to be allocated pursuant to Article 45 shall immediately be transferred to the next available preference indicated by the voters.

The rules to be used for conducting a single transferable vote election shall be those recommended by the Electoral Reform Society from time to time.

8. Each candidate for election as a Voting Councillor may, on submitting his nomination forms, include a short statement containing biographical details and other information relating to his candidature provided that such statement shall not exceed three hundred words.