

THE COMPANIES ACT 1948-1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE INTERNATIONAL CEREBRAL PALSY SOCIETY

INTERPRETATION AND GENERAL

1. In these Articles:-

"the Statutes" means the Companies Act 1948, and every other Act for the time being in force concerning companies and affecting the Society.

"these Articles" means these Articles of Association of the Society.

"the Society" means the International Cerebral Palsy Society.

"the Executive Committee" means the Executive Committee for the time being of the Society.

"Secretary" means any or person appointed to perform any of the duties of the Secretary of the Society.

"Member" means a member of the Society as defined in Article 4.

"The Office" means the registered office of the Society.

"The United Kingdom" means Great Britain and Northern Ireland.

Word denoting the singular number only shall include the plural number and vice versa.

Word importing the masculine gender only shall include the feminine gender and importing persons shall include corporations.

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Statutes in force at the date at which these Articles become binding to the Society.

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

MEMBERS

3. The number of members with which the Society proposes to be registered is 187 but the Executive Committee may from time to time register an increase of members. The first Members shall be all the members of the unincorporated association known as The International Cerebral Palsy Society as at the date of incorporation.

4. There shall be the following classes of members:-

i) Organisational Members

National Voluntary or Government Organisation of standing in any country concerned with the problems of the Cerebral Palsied subject to election by the Executive Committee or by the Society in General Meeting who shall be

entitled to determine the criteria for admission to membership. Each Organisational Member shall be entitled to send one representative to any General Meeting.

ii) Associate Organisational Members

Any organisations with a proper interest concerned with the problems of the Cerebral Palsied who desire to further the aims of the Society subject to election by the Executive Committee or by the Society in General Meeting who shall determine the criteria for admission to membership. Each Associate Organisational member shall be entitled to send one representative to any General Meeting.

iii) Ordinary Members

Persons with a proper interest concerned with the problems of the Cerebral Palsied who desire to further the aims of the Society subject to the approval of their membership application by the Secretary in accordance with criteria and procedures laid down by the Executive Committee. All elections of such persons shall be reported to and noted by the Society in General Meeting.

iv) Life Members

Persons who have made an outstanding contribution to the field of Cerebral Palsy may be nominated by the Executive Committee for election by the Society in General Meeting as Life Members. No more than three persons shall be nominated in any period of twelve months. Such persons elected shall not be required to pay subscription, but may attend all General Meetings of the Society, and shall be entitled to vote thereat as an Ordinary Member.

v) Any person so elected shall become a member upon either signing or delivery to the Office of the Society a written consent to become a Member or testify such consent by any Member of the Society (other than a Life Member) shall not pay his annual subscription (as and if determinant pursuant to the provision of Article 59 thereof) within 24 months of the date upon which payment is due, he shall automatically cease to be a Member unless the Executive Committee shall resolve otherwise.

vi) Any category of member whose annual subscription has not been received during the twelve month period preceding the date of the General Meeting or at the General Meeting itself shall not be entitled to vote thereat.

5. The rights and privileges of all Individual Members including Life Members shall be personal to such Members and not transferable or transmissible.

6. A member shall forthwith cease to be a member upon the happening of any of the following events:-

- i) If he becomes bankrupt or compounds with his creditors.
- ii) If he becomes of unsound mind.
- iii) If he resigns his membership by writing under his hand left

- at the Office of the Society.
- iv) If the Executive Committee resolves that he cease to be a member for good cause shown.

GENERAL MEETINGS

- 7. The Society shall in each year hold a General Meeting at its Annual General Meeting in addition to any other Meetings in that year, and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
- 8. All General Meetings (other than a meeting convened by requisitions) shall be held at such time and place as the Executive Committee shall appoint.
- 9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 10. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on any requisition made in accordance with the Statutes or in default may be called by such requisitionists as thereby provided. Any meeting convened by such requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

- 11. All General Meetings of the Society shall be called by not less than 90 days notice in writing to be given to each member. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and the hour of the Meeting and in the case of special business the general nature of that business.

Every notice of an Annual General Meeting shall specify the Meeting as such and every notice of a meeting convened for passing a special or extraordinary resolution shall state the intention to propose such resolution as a special or extraordinary resolution as the case may be:

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

- a) In the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and
- b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five percent of the total voting rights at that meeting of all members.

12. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate any resolution passed or proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the receipt and consideration of the income and expenditure account and balance sheet of the Society, the reports of the Executive Committee and the auditors, and the election of officers in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds business. Save as herein as otherwise provided seven members present in person and entitled to vote shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened by or upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day of the next week at the same time and place or to such other day and such other time and place as the Executive Committee shall determine within half an hour from the time appointed for the meeting the members present, not being less than five, shall be a quorum.
16. The Chairman of the Executive Committee, or failing him the Vice-Chairman, shall preside as Chairman at every General Meeting of the Society.
17. If the Chairman or the Vice-Chairman of the Executive Committee shall not be present within fifteen minutes after the time appointed for the holding of the meeting or if neither of them shall be willing or able to act as Chairman the members present shall elect one of their numbers to be Chairman of the Meeting.
18. The Chairman may with the consent of the Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
19. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands of the members present unless a poll is demanded before or on the declaration of the result of the show of hands.
 - a) by the Chairman of the meeting or
 - b) by at least two members present in person or
 - c) by a member or members present in person and representing one tenth of the

total voting rights of all the members having the right to vote at the meeting.

21. If a poll is duly demanded it shall be taken in such a manner as the Chairman directs, but the Chairman shall appoint two scrutineers for the purpose of the poll. Such scrutineers shall not be appointed from the Officers of the Society or members of the Executive Committee or in the case of elections from any person having accepted candidacy. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
23. A poll demanded on any question other than the election of the Chairman shall be taken at such time and place as the Chairman of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

24. On a show of hands every member who is present or by representative shall have one vote. On a poll every member present in person by representative or by proxy shall have the number of votes according to his category of membership as hereinafter provides:

Each of the duly appointed representatives of the Organisational Members shall have four votes. Each of the duly appointed representatives of the Associate Organisational Members shall have two votes. Each Ordinary Member shall have one vote.
25. Notwithstanding any of the above, the election of officers to the Executive Committee in the place of those retiring shall be by postal voting only to all members of the Society entitled to vote; the postal voting to be carried out in such a way as the Executive Committee directs. The result of such a vote to be announced at the General Meeting.
26. On a postal vote for election of officers in the place of those retiring, every member of the Society entitled to vote shall have the number of votes according to their category of membership as hereinafter provides:

Each of the duly appointed representatives of the Organisational Members shall have four votes. Each of the duly appointed representatives of the Associate Organisational members shall have two votes. Each Ordinary Member shall have one vote.
27. In the case of an equality of votes a hat draw to fill the remaining vacancies between those candidates whose votes tie shall take place at the General Meeting following the announcement of the result of the postal vote.
28. On a poll votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under hand of the appointer of his attorney duly authorised in writing, or if such an appointer is a corporation under

its common seal if any, if none, then under the hand of some officer duly authorised in that behalf.

30. The instrument appointing a proxy and the power of attorney or any other authority (if any) under which it is signed or a notarially certified copy thereof, shall be handed to the Secretary or the Chairman at least four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months of its execution.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of proxy provided that no intimation in writing of the death or revocation shall have been received by the Secretary or the Chairman at least one hour before the time appointed for holding the meeting or adjourned meeting.
32. Any instrument appointing a proxy may in the following form or in any other form approved by the Executive Committee: -

"I,
of
a member of the International Cerebral Palsy Society
hereby appoint
of
and failing him
of
my proxy to vote for me and on my behalf at the General Meeting of the Society to be held on the day of 20 and at every adjournment thereof.
AS WITNESS My hand this day of 20 ".

THE EXECUTIVE COMMITTEE

33. Unless otherwise determined by the Society in General Meeting the Executive Committee shall be comprised of the following persons:-

The Chairman
The Vice-Chairman
The Hon. Treasurer together with six members of the Society

and the First Executive Committee shall be determined in writing by the subscribers to the Memorandum & Articles of Association or a majority of them.

i) The Executive Committee of Cerebral Palsy-European Communities Association shall be invited to nominate an observer to attend meetings of the Executive Committee of ICPS. Such person will not be entitled to vote thereat.

34. At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee shall elect from amongst themselves a Chairman, a Vice-Chairman and Honorary Treasurer known as the Honorary Officers for the

coming year. No member may hold any one office for more than three consecutive years.

i) Where special circumstances exist the Executive Committee may, at their discretion, extend the term of office of their Honorary Officers by one year only.

35. The Society in General Meeting may from time to time authorise the payment of reasonable and proper remuneration to any officer or servant of the Society and authorise the payment of interest on money lent by any member of the Society or of its Executive Committee at a rate of 2 per cent less than the maximum lending rate prescribed for the time being by the Bank of England or 3 per cent whichever is the greater or of reasonable and proper rent for premises demised or let by any member to the Society. Members of the Executive Committee shall also be paid out of pocket expenses incurred in connection with the affairs of the Society. A person who is not a member of the Society or a representative of an Organisational Member (including Associate) of the Society and any paid employee, whether full time or part time employed by any person in respect of fees or other remuneration from the Society, shall not in any circumstances be eligible to hold office as a member of the Executive Committee.

36. POWERS OF THE EXECUTIVE COMMITTEE

Management of the affairs of the Society shall be vested in the Executive Committee. The Executive Committee, in addition to the powers and authorities expressly conferred upon it by these Articles, may pay all expenses incurred in registering and setting up the Society and may exercise all such powers and do all such things as may be exercised or done by the Society in General Meeting but subject nevertheless to the provisions of the statutes and of these presents and to any regulations (not being inconsistent with the aforesaid provisions) from time to time made by the Society in General Meeting. Provided that no such regulations shall invalidate any prior act of the Executive Committee which would have been valid if such regulations had not been made.

37. i) The Executive Committee may in the absence of the Chairman, or failing him, the Vice-Chairman, elect a Chairman from amongst their number.

ii) The Executive Committee shall have the following special powers:-

a) to enable the Society better to fulfil its aims and objectives, functions and organisations of the Society may be divided up into divisions of activity, each having a Committee made up of Organisational Members representatives controlled and organised in such manner as the said Committee shall see fit. Any such divisions shall be made by the Executive Committee.

b) the Executive Committee may establish and set up Regional Committees in respect of particular geographical areas and regions. Such regional Committees shall be entitled to elect one of their members to be Chairman, subject to the approval of the Executive Committee who may at its own absolute discretion accord to that person the title of Regional Delegate.

- c) at the first meeting to the Executive Committee it may appoint Committees consisting wholly or partly of members or others, as it shall think fit, with power to revoke the appointment at any time of any such person and shall unless provided for by these Articles determine the number of members and the respective functions and powers of such Committees.
38. The Executive Committee may exercise all powers of the Society to raise or borrow money and to mortgage or to charge its undertaking and property and to issue debenture. The Executive Committee shall be entitled to delegate such of its powers as it thinks fit to Committees set up by it and all acts and procedures of such Committees to whom powers are delegated, must be reported back to the Executive Committee as soon as possible.
39. All cheques, draft bills of exchange and other negotiable instruments and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Executive Committee shall from time to time by resolution determine.
40. The Executive Committee shall cause Minutes to be made in the Books provided for the purposes:-
- a) of all appointments of Officers by the Executive Committee
 - b) of all names of members of the Executive Committee present at each meeting of the Executive Committee and of any Committee of the Executive Committee.
 - c) of all resolutions and proceedings and all meetings of the Society and of the Executive Committee and of Committees of the Executive Committee; and every member of the Executive Committee present at any meeting of the Executive Committee or any Committee shall sign his/her name in a book to be provided for that purpose.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

41. The Office of a Member of the Executive Committee shall be vacated:-
- i) If a receiving order is made against him or he makes any arrangement or composition with his creditors,
 - ii) if he becomes of unsound mind
 - iii) if he is absent for two consecutive meetings, and such absences are unexcused, the Chairman shall have the authority to excuse any such absence by a member of the Executive Committee
 - iv) if by notice in writing to the Society he resigns his office.
 - v) if he ceases to hold office by reason of an order made under Section 188 of the Statutes.

- vi) if he ceases to hold office by notice of any provision of the Statutes including a resolution passed pursuant to the provisions of Section 184 of the Statutes.
42. Unless and until otherwise determined by the Society in General Meeting by Ordinary Resolution, no Member of the Executive Committee shall vacate or be required to vacate his office as a Member on or by reason of his attaining or having attained the age of seventy. Such Member of the Executive Committee, if retiring under the provisions of this Article, shall be eligible for reappointment and any other person of or over that age recommended or nominated for election as member of the Executive Committee shall be eligible and in neither case shall special notice of a resolution be needed for the reappointment or appointment, nor notice of the age of such Member or other person be required.

ROTATION OF EXECUTIVE COMMITTEE

43. A member of the Executive Committee shall hold office for three years and must then retire. A retiring member of the Executive Committee shall be eligible for re-election.
44. In case of a vacancy occurring, this can be filled by the Executive Committee electing a person thereto. The term of the person so appointed is equal to the remainder of the term of office of the person in whose place he/she was elected.
45. The Executive Committee members shall be elected from members of the Society or representatives thereof. The first of the members shall be nominated by the subscribers to the Memorandum. Persons for nomination as members of the Executive Committee shall be nominated and proposed by members of the Society and their nominations shall be received by the Secretary at least 30 calendar days before the AGM of the Society. Not more than one member domiciled in a particular country shall be declared elected to the Executive Committee.

If by reason of the number of votes cast more than one person from a particular country becomes eligible for election, only that person receiving the greatest number of votes shall be elected. A tie shall be dealt with by a further vote.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

46. The Executive Committee may meet either in person or by teleconference or other electronic means as agreed by the Executive Committee for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes present at the time of such vote, providing a quorum is present. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
47. At least 30 days notice in writing, including e-mail or other electronic means, shall be given of meetings of the Executive Committee by the Secretary to each Member of the Executive Committee. The Chairman or the Secretary or any four Members of the Executive Committee shall have the right to request a meeting of the Executive Committee at any time and the Secretary shall, upon such request, summon a meeting of the Executive Committee.

48. The continuing Members of the Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the fixed quorum of three, the continuing Members of the Executive Committee may act for the purpose of increasing the number of the Members of the Executive Committee by filling vacancies or for summoning a General Meeting of the Society, but for no other purpose.
49. If the Chairman or Vice-Chairman of the Executive Committee is not present within thirty minutes after the time appointed for the Meeting, the Members of the Executive Committee present shall choose one of their number to be Chairman.
50. A resolution in writing by mail, e-mail or teleconference voting, signed by all the Members of the Executive Committee for the time being shall be as valid and effectual as if it had been passed at a Meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members of the Executive Committee or may be approved by mail, e-mail or by teleconference voting, signed by the member or members giving the approval.

SECRETARY

51. The Secretary shall act as the Secretary of the Society and the provisions of Sections 177 and 179 of the Statutes shall apply and be observed. Any provisions of the Statutes or these Articles requiring or authorising a thing to be done or to a Member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Member as aforesaid and as, or in the place of, the Secretary. The Executive Committee shall be entitled to appoint an Assistant Secretary who shall exercise such of the functions of Secretary as shall be delegated to him/her by the Secretary. The Executive Committee shall from time to time be entitled to give the Secretary and the Assistant Secretary a different title or designation and change the same from time to time.
52. The first Secretary shall be Anita Susan Loring who shall subject to the discretion of the Executive Committee be responsible for the day to day management of the Society. In the case of absence of the Secretary, the Chairman or Vice-Chairman shall be charged with the day to day management of the Society in the Secretary's absence.

THE SEAL

53. The Executive Committee shall provide for safe custody of the Seal which shall only be used by the authority of a resolution of the Executive Committee and every instrument to which the Seal be affixed shall be signed by a Member of the Executive Committee and shall be counter-signed by the Secretary or Assistant Secretary or by a second Member of the Executive Committee.

ACCOUNTS

54. The charity's trustees shall comply with the accounting requirements of the Charities Act
and the Companies Act, relevant to the income/expenditure level with regard to:
 - the keeping of accounting records for the charity;

- the preparation of annual statements of account for the charity;
- the auditing or independent examination of the statements of account of the charity;
- the preparation of an Annual Report and the sending of it together with the statement of account to the Charity Commission; and
- the preparation of an Annual Return and its transmission to the Commission;

Accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

ANNUAL SUBSCRIPTION

55. Every class of Member of the Society (other than Life Members) shall pay a subscription which shall, as to the time of payment and amount thereof, (which may be varied for each class of membership) be determined from time to time by the Executive Committee.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

57. A notice may be served by the Society upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his/her registered address as appearing in the Registers of Members. Notice is deemed given as a date of posting.
58. Any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.
59. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly insured and put into the post office as a prepaid letter.

WINDING UP

60. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITIES

61. Subject to the provisions of the Statutes, every Member of the Executive and every officer servant of the Executive Committee, shall be entitled to be indemnified out of the assets of the Trust against all losses or liabilities by him or about the execution of his office or otherwise in relation thereto.

Names, addresses and Descriptions of Subscribers

As on Pages 3. and 4. of the Memorandum of Association.