COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

The Association for Respiratory Technology and Physiology

Charity number: 1117470
Company number: 05987719

GENERAL

1. In “these presents” the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 2006 and any adjustments thereof from time to time in force
"These presents"	These Articles of Association, and regulations of the Company for time to time in force
The Association	The above named Company
The ARTP Council	The Board of Trustees (Directors) for the time being of the Company.
The ARTP Executive	The senior management committee for the time being of the Company
The Office	The registered office of the Company
Director	A member of the ARTP Council
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly on and partly another, and other modes of representing words in a visible form, including electronic communication.
Present/Personally Present	Present in person or present via electronic modes of communication (including telephone conferencing, email and internet and video conferencing)

And words importing the singular number only shall include the plural number, and vice versa.

Words importing person shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these present.

NAME

2. The Name of the Company is The Association for Respiratory Technology and Physiology (hereafter the Association).

3. The Registered Office of the Association will be situated in England.

OBJECTS

4. To advance for the public benefit the service and practice of Respiratory and Sleep Science and allied subjects by:

(a) delivering and promoting education,training and assessment programmes to ensure competence to practice;

(b) establishing relevant standards of practice;

(c) promoting audit and research; and

(d) promoting advances in diagnostic, treatment and care of patients with respiratory disease.

POWERS

5. In furtherance of the above but not otherwise, the Association shall have the following powers:

(a) To communicate with all stakeholders;

(b) To represent the interests of practitioners at all levels;

(c) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects;

(d) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter or use other various modes of communication and to organise lectures, broadcasts, conferences and courses of instruction;

(e) To purchase or otherwise acquire or found, and to carry on schools and training courses, and to run lectures, seminars, conferences, courses and colloquia;

(f) To make appeals for money and solicit subscriptions to the funds of the Association and to receive donations, gifts, endowments, subscriptions, legacies, and receive assets bequeathed, granted, or transferred from persons desiring to promote the objects aforesaid or any of them and to hold in trust for the same;

(g) Subject to such consents as may be required by law to borrow or raise money for the Association on such terms and on such security as may be thought fit, and to operate bank accounts and arrange overdraft and loan facilities.

(h) Subject to such consents as may be required by law to improve, manage, develop, exchange, mortgage, charge, sell, let or otherwise deal with any of the property of the Association;

(i) To deposit or invest funds, employ a professional fund-manager, arrange for the investments or other property of the Association to be held in the name of the nominee: In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

(j) To establish, or support or aid in the establishment and support of any other Association, firm, co-operative or other organisation which shall advance the objects or interests of the Association, and subject to such consents are as required by law to aid in the establishment and support of a trading subsidiary;

(k) To make donations for social or charitable purposes either in cash or assets which the Association may deem expedient and which may be necessary to its objects;

(l) To set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves.

(m) To enter into contracts.

(n) To invest the monies of the Association not immediately required for its own 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 for the time being may be imposed or required by law and subject also as hereinafter provided;

(o) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(p) To carry on any other activities whatsoever which can in the opinion of the Association be advantageously carried on by the Association incidental with or conducive to or ancillary to any of the objects of the Association or its calculated to benefit the Association or enhance the value of or render profitable any of the Association's property or rights or is required by any client or customer or persons (legal or natural) dealing with the Association; and

(q) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

APPLICATION OF FUNDS

6. The income and property of the Association from whatsoever source derived shall be applied solely towards the promotion of its objects set forth in these Articles of Association, and no portion thereof shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the of the Association.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:

(a) Of reasonable and proper remuneration to any member, officer, employee or servant of the Association for any services actually rendered;

(b) To any officer, servant or employee of the Association or any member of the governing body of the Association in respect of reasonable out-of-pocket expenses incurred in or about the carrying out of his/her/their duties as such or the discharge of the business of the Association.

(c) Of reasonable and proper rent for premises demised or let by any member of the Association.

(d) To effect such insurances as the Directors thinks fit, including those required by law, and trustee indemnity insurance, excluding:

i)Fines

ii)Costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer

iii) Liabilities to the Association that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interest of the Association or about which the person concerned did not care whether it was in the best interests of the Association or not.

(1) No Director may:

(a) buy any goods or services from the Association;

(b) sell goods, services, or any interest in land to the Association;

(c) be employed by, or receive any remuneration from the Association;

(d) receive any other financial benefit from the Association;

unless:

(i) the payment is permitted by sub-clause (2) of this clause and the

(ii) Directors follow the procedure and observe the conditions set out in sub-clause (3) of this clause; or

(iii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

(2) (a) A Director may receive a benefit from the Association in the capacity of a beneficiary of the Association.

(b) A Director may be employed by the Association or enter into a contract for the supply of goods or services to the Association, other than for acting as a Director.

(c) A Director may receive interest on money lent to the Association at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.

(d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.

(e) A Director may receive rent for premises let by the Director to the Association if the amount of the rent and the other terms of the lease are reasonable and proper payment to a Director.

(3) (a) The Association and its Directors may only rely upon the authority provided by clause 6 if each of the following conditions is satisfied:

(i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.

(ii) The Director is absent from the part of any meeting at which there is discussion of:
• his/her/their employment or remuneration, or any matter concerning the contract; or
• his/her/their performance in the employment, or his/her/their performance of the contract; or
• any proposal to enter into any other contract or arrangement with him/her/them or to confer any benefit upon him/her/them that would be permitted under sub-clause 6(2); or
• any other matter relating to a payment or the conferring of any benefit permitted by subclause 6(2).

(iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

(iv) The other Directors are satisfied that it is in the interests of the Association to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

(v) The reason for their decision is recorded by the Directors in the minute book.

(vi) A majority of the Directors then in office have received no such payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;

(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(4) In sub-clauses (6a)-(3) of this clause 6:

"Association" shall include any company in which the Association:
- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the ARTP Council

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

MEMBERSHIP

7. Such persons as the ARTP Executive shall admit to membership in accordance with law and who agree to act, and in accordance with these presents, shall be members of the Association and sign the register of members.

8. A named referee, who should be an ARTP member or state registered respiratory/sleep healthcare professional, must support all applications.

Reviewed and updated by J Shakespeare, ARTP Chair April 2026

MEMBERSHIP STRUCTURE &TARRIF

9.1 The tariffs for membership subscriptions and the membership structure will be reviewed and agreed annually by the ARTP Council.

9.2 **Honorary Life Members (Honorary Fellows)** Honorary members must have contributed significantly to the field of respiratory and/or sleep science and following nomination must be approved by more than 2/3rds of the voting ARTP Nominations Committee (Life members have voting rights).

9.3 **Member** Members will be comprised of the following subcategories: Registered, Unregistered, Allied Professional, Overseas. All members have voting rights

9.4 **Concessionary Members** Includes the following groups: Practitioner Training Programme (PTP) or Scientist Training Programme (STP) Students, Apprentice, Retired, Early Careers, ≤Band 4, Assistant Practitioner and Spirometry Certified Practitioner. Concessionary members do not have voting rights.

9.5 **Corporate Members**

9.5.1 Corporate membership is open to companies involved in the fields of respiratory/sleep technology, physiology and pharmacology subject to approval by the ARTP Executive ("Corporate Membership (Primary)").

9.5.2 Persons working for companies in a clinical capacity are normally eligible for membership. Persons not working in a clinical capacity that wish to hold a personal membership may be admitted as "Corporate Members (Secondary)" if their company is already a Corporate Member (Primary). (Corporate members do not have voting rights)

10**. Conditions of membership**

10.1 All applications for membership will be reviewed by panel, then auto accepted if the referee is a committee member or manually approved by panel members. Before being admitted as a member, every proposed member shall complete and sign an online application form on the ARTP website, including one referee, which will constitute a written consent to be bound by the terms of the Association's Disciplinary Code and the Association's Codes of Conduct. Members shall be provided with copies of each of these documents on request. The ARTP Administrator shall provide a written report/list of applicants for final approval at each ARTP Council meeting.

10.2 Applicants shall not be admitted to membership of the Association until the first annual subscription has been paid, which is taken as the time of approval by bank card or direct debit. The annual subscription fee is non-returnable. Membership number will be allocated once payment has been received.

10.3.1 Membership subscriptions can be started at any time and will last for 12 months from the date of acceptance and the fee is paid. Membership subscriptions will become due annually on the anniversary date of acceptance. Any member whose subscription has not been received within 3 months of expiration and has received due notification from the ARTP Administrator shall cease to be a member of the Association. Membership may be renewed on payment of the year's subscription. Due notification for the purposes of this clause is 4 weeks written notice.

10.4 Should membership lapse for a period of greater than 12 months, the membership will not be renewable. The lapsed members must make a fresh application for membership to the Association.

10.5 The ARTP Council shall have the power to terminate (in accordance with ARTP Disciplinary Code) the membership of any member who is deemed by the ARTP Council to have brought the Association into disrepute.

11 The liability of the members is limited.

12 Every member of the Association agrees that, if the Association is wound up while she/he/them is or within one year after she/he/them ceases to be a member, she/he/them will contribute to the assets of the Association such amount (not exceeding one pound £1) as may be required for payment of the debts and liabilities of the Association contracted before she/he/them ceased to be a member and the costs, charges and expenses of winding up the same, and the adjustments of the rights of the contributors as between them.

13 Each member will only be entitled to cast one vote when any resolution is put or ballot conducted, irrespective of the amount of monies, assets or guarantees that they have loaned or contributed in any way to the Association.

14 Subject as aforesaid the ARTP Council may make such regulations in respect membership including qualifications conditions and payment of subscriptions and such other matters as they may at their absolute discretion think fit, without discrimination between persons by reference to wealth, politics, race, religion, gender, disability, sexual orientation or other personal circumstance and with adherence to equal opportunities: and provided that any such person has fulfilled the qualification for membership, and paid or has agreed to pay the annual subscription, if any.

15 The rights of the members are personal and not transferable.

CESSATION OF MEMBERSHIP

16 A member shall cease to be a member if:

(a) that individual dies or becomes bankrupt;

(b) that member resigns in writing to the Secretary;

(c) that member fails in the opinion of the ARTP Council to pay the annual subscription or any other monies due to the Association, if any;

(d) that member ceases to fulfil any of the qualifications for membership as specified in Article 9 or by the ARTP Council from time to time;

(e) there is in the reasonable opinion of the Directors good and sufficient reason for the termination of that Member's membership and the Directors so resolve, or,

(f) the Association in a General Meeting resolves to terminate that Member's membership.

(g) According to the bye laws of the organisation and any disciplinary code in operation.

17 A resolution of the ARTP Council to terminate a Member's membership shall not be valid unless the member in question has been given

(a) at least 30 days' written notice of the intention to move the resolution, setting out the substance of the grounds on which the resolution is to be moved, and

(b) an opportunity to make representations to the ARTP Council beforehand; or

(c) an opportunity to make representations to the General Meeting at which that resolution is moved.

GENERAL MEETING

18 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the ARTP Executive, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and within eighteen months after its incorporation.

19 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

20 The ARTP Executive, in agreement with the ARTP Council, may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requistionists, as provided by the Act.

21 Twenty-one days' notice in writing, or communicated in/by electronic form (including telephone conferencing, email, internet) of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in case of special business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to received such notices for the Association; by with the consent of all the members having the right to attend the vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as these members may think fit.

22 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed.

PROCEEDINGS AT GENERAL MEETINGS

23 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 50 persons or 10%, whichever is the greater shall be a quorum.

24 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other cases it shall stand adjourned to the same day in the next week, at the same place, or at such other places as the ARTP Council may determined.

25 The Chair (if any) of the ARTP Executive shall preside as Chair at every General Meeting, but if there be no such Chair, or if any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some members of the ARTP Executive, or if no such member be present, or if all members of the ARTP Executive present decline to take the chair, they shall choose some members of the Association who shall be present to preside.

26 The Chair may, with the consent of any 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.

27 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy and representing one tenth of the total voting right of all members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Association shall be conclusive evidence the act without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

28 Subject to the provisions of Article 27, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29 No poll shall be demanded on the election of a Chair of the meeting, or on any question of adjournment.

30 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question by which a poll has been demanded.

VOTES OF MEMBERS

31 Subject as hereinafter provided; every member shall have one vote.

32 Save as herein expressly provided, no matter no member other than a member duly registered, who shall have paid every subscription and the sum (if any) which shall be due and payable to the Association in respect of theirmembership, shall be entitled to vote on by question either personally or by proxy for another member, at any General Meeting.

33 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A Corporation may vote by its duly authorised representative appointed as provided by the Act. A proxy need not be a member.

34 The instrument appointing a proxy shall be in writing under the hand of the appointor or theirattorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer authorised in that behalf.

35 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarised certified copy thereof shall be deposited at the office not less than fortyeight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes vote, or in the case of the poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument proposes to vote, or in case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid after the expiration of twelve months from the date of its execution

36 Any instrument appointing a proxy shall be in the following form or as bear thereto, as circumstances will admit:

"I, ,

"of ,

"a member of ,

"hereby appoint '

"of "

and failing him/her/them, ,

"of , '

"to vote for me and on my behalf at the
(Annual or Extraordinary, or Adjourned, as the case may be)
General Meeting of the Association to be held on the day of ,

"As witness my hand this day of ' 20 '

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ARTP COUNCIL

37 Until otherwise determined by a General meeting, the number of members of the ARTP Council shall not be less than 5 or more than 10.

38 The ARTP Council shall consist of up to 10 members, 6 Directors being the officers set out below elected by the membership and 4 Directors being appointed by the ARTP Council ("the Independent Directors") on the recommendation of the ARTP Executive to fulfil specific skills criteria on the ARTP Council as set by the ARTP Council from time to time. The officers:

- Chair
- Vice Chair
- Secretary
- Treasurer
- President
- President-elect

39. The Treasurer, Secretary & Vice Chair will be elected by a ballot of the full (voting) membership of the Association in accordance with by-laws set by the ARTP Council from time to time.

40. Officers will (unless the ARTP Council decides otherwise) serve for a term of 2 years from the end of the AGM at which they were appointed. A Director may be eligible for re-election and undertake a maximum two terms of office, unless a further term is required in extraordinary circumstances.

41. On completion of their term of office the Vice Chair will take over the Chair role.

42. The ARTP Executive will nominate and the ARTP Council will appoint the President-elect. The ARTP Executive can choose to nominate an individual from a physiological/scientific background who they believe would be an appropriate representative of the Association. The President-elect does not necessarily have to be a member of ARTP prior to being nominated.

43. The ARTP Council shall be entitled to appoint up to 4 Directors to fulfil such skills criteria as the ARTP Council shall consider necessary from time to time. The ARTP Executive shall assist the ARTP Council in recruiting such Directors. The term of Office for such Directors shall be 2 years. At the conclusion of his term of office a Director who is willing to continue in office may, if the ARTP Councils thinks fit, be re-appointed for a further term.

44. The ARTP Council may from time to time co-opt a person to serve as a member of the ARTP Council, either to fill casual vacancy or to replace a retiring or disqualified Director, A Director so appointed shall retain their office only until the next Annual General Meeting, but he shall then be eligible for re-election or re-appointment,

POWERS AND DUTIES OF THE ARTP COUNCIL

45 The ARTP Council (being the Directors and charity trustees of the Association) shall be responsible for the governance and overall control of the Association and, in particular, shall:

(a) set and oversee the strategic direction of the Association;

(b) ensure that the Association acts in furtherance of its charitable objects and in compliance with all applicable legal and regulatory requirements;

(c) approve annual plans, budgets, and major policies;

(d) monitor financial performance, risk, and internal controls;

(e) ensure appropriate systems of governance, accountability, and assurance are in place;

(f) appoint, support, and hold to account the ARTP Executive;

(g) retain ultimate responsibility for the affairs of the Association.

The ARTP Council shall not be responsible for the day-to-day management of the Association, which shall be delegated to the ARTP Executive in accordance with these Articles.

46 The members of the ARTP Council may act notwithstanding any vacancy in their number, provided that if the number of Directors falls below the minimum prescribed, they shall act only for the purpose of:

(a) appointing further Directors; or
(b) convening a General Meeting,

and for no other purpose.

ARTP EXECUTIVE

47. There shall be an ARTP Executive, being the senior management body of the Association, responsible for the day-to-day management and delivery of the Association's activities.

48. Subject to the oversight of the ARTP Council, the ARTP Executive shall:

(a) implement the strategy and policies approved by the ARTP Council;

(b) deliver the Association's education, training, professional and other programmes;

(c) manage the operational and financial affairs of the Association within budgets approved by the ARTP Council;

(d) develop business plans, budgets, and proposals for approval by the ARTP Council;

(e) manage staff, contractors, and volunteers;

(f) identify and manage operational risks and report these to the ARTP Council;

(g) provide regular reports to the ARTP Council on performance, finances, and risk.

49. The ARTP Executive shall exercise such powers as are delegated to it by the ARTP Council from time to time.

50. The ARTP Executive shall be accountable to the ARTP Council, and the ARTP Council may:

(a) issue directions to the ARTP Executive;
(b) amend or revoke any delegation of authority;
(c) require the ARTP Executive to report on any matter.

DELEGATION

51. The ARTP Council may delegate any of its powers to:

(a) the ARTP Executive; and/or
(b) committees established by the ARTP Council,

on such terms as it thinks fit.

Any such delegation shall be subject to:

(i) clearly defined terms of reference;
(ii) financial limits and controls;
(iii) reporting and accountability requirements; and
(iv) the right of the ARTP Council to amend or revoke the delegation at any time.

PROCEEDINGS OF THE ARTP COUNCIL

52. The ARTP Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and shall determine the quorum necessary for the transaction of business. Unless otherwise determined, three Directors shall form a quorum.

53. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

54. The ARTP Council shall focus on matters of strategy, governance, oversight and assurance and shall not ordinarily be involved in day-to-day operational decision-making, except where necessary to fulfil its legal duties.

55. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the ARTP Council.

56. A meeting of the ARTP Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the ARTP Council.

57. The ARTP Council may permit persons who are not Directors to attend meetings as observers on such terms as it decides. Observers may participate in discussions but shall not vote.

58. The ARTP Council shall ensure that proper minutes are kept of all meetings and decisions.

59. A resolution in writing signed by all Directors shall be as valid as if passed at a duly convened meeting.

PROCEEDINGS OF THE ARTP EXECUTIVE

60. The ARTP Executive shall meet as frequently as is necessary for the proper management of the Association.

61. The ARTP Executive shall determine its own quorum unless otherwise specified by the ARTP Council.

62. Questions arising at meetings of the ARTP Executive shall be decided by a majority of votes.

63. The ARTP Executive shall keep proper records of its meetings and decisions and shall report regularly to the ARTP Council.

DISQUALIFICATION OF DIRECTORS

56 The office of a Director shall be vacated:

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(b) Is removed from office by resolution of the Association in General Meeting in accordance with Section 168 of the Act;

(c) Ceases to hold office under the Act or is prohibited by law from being a director or disqualified from acting as a director or a charity trustee under the Charities Act 2011.

(d) Fails to declare her/his interest in any contract.

(e) If she/he becomes of unsound mind.

(f) Where, membership is a qualification for a Director, if she/he ceases to be a member of the Association.

(g) If by notice in writing to the Association he resigns his office

(h) If the unanimous opinion of the remaining Directors he is not acting in the best interests of the Association.

(i) In accordance with any disciplinary code, and so long as the code is not repugnant to anything contained herein.

(j) At the end of his term of office unless he is re-elected or re-appointed

57 (a) A Director shall not vote in respect of any contract in which s/he is directly interested or any matter arising there from and if s/he does so vote her/his vote shall not be counted. A Trustee shall withdraw from meetings when the item is under discussion and voting takes place.

(b) Where, for whatever reason, a Director has any form of indirect interest in relation to a transaction or arrangement with the Association (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Directors not having a conflict provided that the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict and the Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Association to authorise the transaction. The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

ACCOUNTS

58 The ARTP Council shall cause books of accounts or accounting records to be kept in accordance with the requirements of the Companies Act.

59 The books of accounts shall be kept at the office, or, subject to the provisions of the Companies Act, at such place to places as the ARTP Council shall think fit, and shall always be open to the inspection of the officers of the Association.

60 The ARTP Council shall from time to time determine whether and what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the ARTP Council or by the Association General Meeting.

61 At the Annual General Meeting in every year the ARTP Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with proper balance sheet made up as the same date. Copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to Association the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 136 of the Act, be sent to all other Persons entitled to receive notices of General meeting in the manner in which notices are hereinafter directed to be served.

SECRETARY

62 Subject to section 271 of the Act 1976 the Secretary shall be appointed by the ARTP Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The ARTP Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

SEAL

63 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the ARTP Council, and in the presence if at least two members of the ARTP Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

NOTICES

64 A notice may be served by the Association upon any member, either personally or by sending to through the post in a prepaid letter addressed to such member at his registered address as appearing of members, or via an electric mode of communication

65 Any member described in the register of members by address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him at such address, but save as aforesaid and as a provided by the Act, only those members who are described in the register by an address within the United Kingdom shall be entitled to receive notices from the Association.

66 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, or electronically sent, and on proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

INDEMNITY

67 Every member, Trustee, Secretary, and other persons and officers for the time being of the Association shall be indemnified out of the assets of the Association against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her his office subject to the provisions of section 532 of the Act, except to the extent that such losses or liabilities shall be attributable to;

(a) fraud or other matters in respect of which the member concerned shall be convicted of criminal offence; or,

(b) negligence; or,

(c) actions knowingly beyond the scope of a specific authority or limit thereon the part of the person in question.

STANDING ORDERS

68 Subject to Article 68.4;

68.1 the ARTP Council may from time to time make, alter, add to or repeal standing orders for the proper conduct and management of the Association and the Association in General Meeting may alter, add to or repeal the standing orders.

68.2 The ARTP Council must adopt such means as they think sufficient to bring the standing orders to the notice of the members.

68.3 Standing orders are binding on all members and Directors.

68.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles.

DISSOLUTION

69 In the event of the winding up or dissolution of the Association, after the satisfaction of all its debts and liabilities, any assets remaining shall not be paid to or distributed amongst the members of the Association. Instead it shall be given or transferred to some other institution or institutions having objects similar to some or all of the objects of the Association, and which prohibits the distribution of its income and property amongst its or their members to an extent at least as great as the distribution of the income and property of the Association is hereby prohibited. The body to which the surplus property is to be paid or transferred shall be determined by the Association in general meeting or, insofar as the assets are not transferred, shall be applied to some charitable purpose with the approval of the Charity Commissioners for England and Wales.