

CONSTITUTION

OF

CLINICAL HYPNOTHERAPY & PSYCHOTHERAPY ASSOCIATION COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is: Clinical 'Hypnotherapy & Psychotherapy Association Company Limited by Guarantee ("the Association").
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. (a) The principal objectives for which the Association is established are:
 - (i) To continue raising the standards and advancing the field of hypnotherapy in Ireland.
 - (ii) To maintain a code of ethics and practice and a complaints and disciplinary procedure to deal with complaints and issues from all sources.
 - (iii) To ensure ongoing professional development and professional supervision; encouraging high training standards.
 - (iv) To promote the development of a nationally recognised qualification in hypnotherapy; making representation to the government and other appropriate educational bodies.
 - (v) To educate the public about the efficacy of hypnotherapeutic techniques conducted by properly qualified practitioners; bringing the practice of hypnotherapy further into the mainstream.
 - (vi) To promote, within the profession, the latest information and techniques in hypnotherapy through our journal, workshops, seminars and conferences and our continuous professional development
 - (vii) To assist in the advancement of hypnotherapy worldwide through affiliation with other national and international associations.
 - (viii) To seek to fulfill the legislative requirements of the Health & Social Care Professionals Act 2005 for the designation of the profession of Hypnotherapists, Hypno-psychotherapists, Hypno-analysts, and the protection of these titles under the Act
3. (b) As a subsidiary objective of the Association, exclusively for the purpose of attainment of the principal objectives, the Association shall do all such other lawful things as are necessary to the attainment of the principal objectives, and shall apply all income generated thereby to such purpose.

4. The Association adopts the following powers:
- a) To enter into contracts, arrangements and agreements concerning the business of the Association with individuals, companies, associations and bodies of all kinds including governmental, statutory and local authorities, organisations and agencies.
 - b) To make, draw, accept, endorse, issue, discount and otherwise deal in cheques, promissory notes, and other mercantile instruments.
 - c) To accumulate capital for any purpose of the Association and to invest it in such manner as may be thought fit.
 - d) To enter into any partnership, joint venture or international network, and to participate in the establishment or incorporation of any company or other association or organisation calculated to serve, directly or indirectly, the interests or purposes of the Association.
 - e) To engage locally, nationally and internationally in fundraising; to acquire sponsorship and to solicit and accept monies, grants, donations, subscriptions and any material or other benefit calculated to serve any purpose of the Association.
 - f) To give grants, bursaries, scholarships and other awards designed to encourage the development of hypnotherapy and psychotherapy.
 - g) To act as publishers, printers and producers of material in all media on topics related to hypnotherapy and psychotherapy, but not for profit.
 - h) To acquire, develop and protect any copyrights, patents, trademarks and licences and any other form of intellectual property which may seem capable of being used to further the purposes of the Association.
 - i) To acquire, hold and sell property of any kind and to deal in any fashion possible with all or any of the property and rights of the Association.
 - j) To defend and protect the property, interests and reputation of the Association in all appropriate ways, including by the prosecution or defence of any legal proceedings.
 - k) To constitute any trust, act as trustee and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
 - l) From time to time to raise and borrow money for the purposes of the Association on such terms as may be thought fit.
 - m) To give, advance and lend money, with or without security and to subscribe or guarantee money for any purpose compatible with the objectives of the Association.
 - n) To do all such other things (whether or not for gain), and carry on any business incidental or conducive to the attainment of the principal objects, or any of them, or calculated directly or indirectly to contribute to the welfare or improvement of the Association.
 - o) To do all of the above things in any part of the world as principal, agent, or in any other capacity.

5. The liability of the members is limited.

6. The income and property of the Association shall be applied solely towards the promotion of its objectives 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, to members of the Association. No director of the Association shall be appointed to any salaried office of the Association, nor receive any remuneration or other benefit in money or money's worth from the Association for acting as a director. However; nothing herein shall prevent the payment in good faith by the Association of reasonable and proper remuneration to any member, director; officer or servant of the Association for any services actually rendered to the Association, nor any reasonable and proper out-of-pocket expenses incurred by any director in connection with attendance to any matter affecting the business of the Association.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, such amount not exceeding ten euro, as may be required.

8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to those of the Association, 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 that imposed on the Association by clause 6 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some non-profit organisation operating in the field of hypnotherapy or psychotherapy

9. Annual accounts shall be kept and made available to the Revenue Commissioner on request.

ARTICLES OF ASSOCIATION

1. The following regulations shall apply to the company

INTERPRETATION

2. In these Articles:

“Association” shall mean the company known as Clinical Hypnotherapy & Psychotherapy Association CLG, incorporated in Ireland No. 490738 in the Register of Companies.

“Acts” shall mean the provisions of the Companies Act 2014 which are hereby adopted, and as may be amended or augmented by subsequent Acts of the Oireachtas.

“Directors” shall mean the directors for the time being of the Association, being the members of the National Executive Committee.

“National Executive Committee” shall mean the board of directors of the Association, acting collectively in accordance with the provisions of these Articles.

“Company Secretary” shall mean any person appointed to perform the duties of Company Secretary of the Association.

“Seal” shall mean the common seal of the Association.

“Registered Office” shall mean the registered office for the time being of the Association.

Unless the contrary intention appears:

(a) expressions referring to writing shall be construed as including references to any mode of representing words in a visible form

(b) words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

(c) words importing the singular number shall include the plural, and vice versa; words importing the masculine gender shall include the feminine gender and the neuter gender; and any reference to persons shall include a corporate body.

MEMBERSHIP

Members

3. The Association shall have a minimum of seven members. There shall be no maximum.

4. The members of the Association shall be those persons who shall be admitted to membership of the Association pursuant to its membership application procedure. Subject to acceptance of their application, membership shall be open to all graduates (and students) of such training institutions as may be recognised by the Association PROVIDED THAT that on becoming members they agree to be bound by the constitution (including these Articles) rules, regulations and standing orders of the Association.

5. There shall be five classes of membership, as follows:

a. Hypnotherapist membership, which shall be open to practising hypnotherapists holding qualifications in hypnotherapy recognised by the Association; such a member may use the designation MCHPA(Hyp).

b. Hypno-psychotherapist membership, which shall be open to practising

hypnopsychotherapists holding qualifications in hypno-psychotherapy recognised by the Association; such a member may use the designation MCHPA(HyPsych).

c. Student membership, open to students studying for a hypnotherapy or hypnopsychotherapy

qualification at training institutions recognised by the Association. Such a member may not use any designation

d. Non-practising Membership, open to qualified hypnotherapists and hypnopsychotherapists who are not practising but wish to retain membership for a limited period after ceasing practise or during a break in practice. The time permitted for a member to remain a non practising member will be determined by the National Executive Committee from time to time. Such a member may not use any designation.

e. Honorary membership which may be granted by resolution of the National Executive Committee to such persons as the committee judges to have made a significant contribution to the development of Hypnotherapy and Hypno-psychotherapy in Ireland or elsewhere. Such a member may use the designation MCHPA(Hon).

6. There shall be an annual subscription payable by members who are not Honorary members, the amount of which shall be fixed by the National Executive Committee from time to time.

7. Membership shall be from calendar year to calendar year, subject to payment of the annual subscription.

Cessation of membership

8. (a) A member may, by notice in writing to the Company Secretary, resign his or her membership of the Association.

(b) Membership of the Association shall cease in the event that a member's subscription is overdue for payment for a period in excess of three months.

(c) Membership of the Association shall automatically cease upon the death of a member.

(d) If any member shall refuse or wilfully neglect to comply with these Articles of Association, or shall be guilty of such conduct as in the opinion of the National Executive Committee renders the member unfit to remain a member of the Association, such member may by ordinary resolution of the Directors be expelled from membership provided he or she shall be given notice of the hearing of the intended resolution and shall be afforded an opportunity to give orally or in writing to the Directors an explanation or defence of his or her conduct.

GENERAL MEETINGS OF MEMBERS

9. The Association shall in each 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 Association and that of the next.

10. The Annual General Meeting shall be held at such time and at such place in the State as the National Executive Committee shall appoint.

11. All general meetings of the Association other than Annual General Meetings shall be called Extraordinary General Meetings, and shall be held in the State.

12. The Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Association. The Directors shall convene an Extraordinary General Meeting upon the requisition of the members of the Association representing not less than one tenth of the total number of members having a right to vote at general meetings;

Notice of General Meetings

13. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. 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, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given to such persons as are, under these Articles, entitled to receive the same.

14. 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

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and shall be specified in the notice convening the meeting. At every Annual General Meeting, all business shall be deemed special and shall be specified in the notice convening the meeting with the exception of the election of Directors in place of those retiring at the meeting; the appointment and remuneration of auditors; consideration of the accounts, the balance sheets and the reports of the Directors and auditors; consideration of recommendations made in the reports of Directors and auditors and any matters arising in relation thereto.

16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Eight members present in person shall be a quorum.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the National Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

18. The Chairman of the National Executive Committee shall preside as chairman at every general meeting of the Association. In his absence, the Vice-Chairman of the National Executive Committee shall preside. If there is no such person present and willing to act within 15 minutes after the time appointed for the holding of the meeting, the Directors present shall elect one of their number to be chairman of the meeting. If there are no Directors present and willing to act, the members present shall elect a chairman from their number, by simple majority vote.

19. The chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 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 any adjourned meeting.

20. At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless before the declaration of the result of a show of hands, a poll is demanded:

- a. by the Chairman ; or
- b. by at least three members present.

Upon a show of hands, the votes shall be counted by the Company Secretary, or, in the absence of the Company Secretary, by a person appointed by the meeting for the purpose. When counted, the number of votes for and against the resolution shall be announced by the Chairman and verified by the person who counted them, and thereupon shall be entered in the minutes of the meeting as a record of the decision. Such record shall be conclusive evidence of the outcome of the vote.

21. If a poll is duly demanded it shall be by secret ballot. The votes shall be counted by the Company Secretary, or, in the absence of the Company Secretary, a person appointed by the meeting for the purpose. When counted, the number of votes for and against the resolution shall be announced by the Chairman and verified by the person who counted the votes and thereupon entered in the minutes of the meeting as a record of the decision. Any business, other than that upon which a poll has been demanded, may proceed pending the taking of a poll.

Votes of Members

22. At every general meeting of the Association, every Hypnotherapist and hypnopsychotherapist member shall each have one vote. Non-practising members, Student members and Honorary members shall be entitled to attend and speak at general meetings but shall not be entitled to vote.

23. Where there is an equality of votes, whether on a show of hands or on a poll, a casting vote may be exercised by the Chairman of the National Executive Committee; in his or her absence by the Vice-Chairman, and in his or her absence by the chairman of the meeting.

24. Votes must be given in person, and not by proxy.

25. A member may not vote if the subscription of such member is unpaid and in arrears for more than three months.

DIRECTORS

The National Executive Committee

26. There shall be a minimum of three Directors and a maximum of nine. The Directors shall comprise the National Executive Committee of the Association.

27. Up to seven members of the Association may be elected as Directors by the members of the Association, acting in general meeting.

28. Up to two additional persons (who may or may not be members of the Association) may be co-opted as Directors by the National Executive Committee for a specified period of time not exceeding two years, to serve a specific temporary need of the National Executive Committee. Such co-option may not be renewed.

Rotation of Elected Directors

29. At the Annual General Meeting in every year, provided there shall be no fewer than four elected Directors, two of them shall retire from office. If there shall be four, or fewer, then one of them shall retire from office.

30. The Directors to retire in any year shall be the longest-serving, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

31. A retiring elected Director shall be eligible for re-election for a term or terms of office which, when aggregated with previous consecutive terms of office, do not exceed six years, but this time limit shall not prevent a retiring Director from offering himself or herself for re-election when two years have elapsed since the expiration of such Director's last term of office.

32. For the purposes of these articles, the term of service of a Director shall be deemed to commence on the date of the Annual General Meeting at which, or closest to which such person is elected, co-opted or appointed, and a "year" for this purpose shall mean the period between one Annual General Meeting and the next.

33. For the purpose of calculating length of office, terms served on the Committee of the Association before incorporation shall be disregarded.

34. The Association may from time to time by ordinary resolution in general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

35. The Directors shall have the power at any time, and from time to time, to appoint any member of the Association to be a Director to fill a casual vacancy arising in the number of elected Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for election.

Disqualification and Removal of Directors

36. A person shall not be eligible to act as a Director and, if a Director, shall be disqualified and shall be deemed to have resigned, if::

- i. the Director fails to attend four meetings of the National Executive Committee in any calendar year, unless the remaining Directors shall unanimously agree to excuse such failure; or
- ii. the Director is prohibited from holding the office of director by reason of any order made under the Acts, or any other statutory provision; or
- iii. the Director is appointed to an executive position in the Association; or
- iv. the Director resigns his office by notice to the Association.
- v. the Director who has been found by the board through proper investigation to have contravened the confidentiality or conflict of interest policies of the company.

37. The Association may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Companies Act 1963 remove any Director before the expiration of his or her period of office, notwithstanding anything in these Articles or in any agreement between the Association and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him/her and the Association.

Powers and Duties of Directors.

38. The business of the Association shall be managed by the National Executive Committee, which may exercise all such powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, being not inconsistent with the aforesaid provisions as may be given by the Association in general meeting but no direction given by the Association in general meeting shall invalidate any prior act of the National Executive Committee which would have been valid if that direction had been given.

39. All cheques and other negotiable instruments, and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the National Executive Committee shall from time to time by resolution determine.

40. The National Executive Committee shall cause minutes to be made in books or other acceptable media provided for the purpose:

(a) of all appointments of directors, officers, executives and administrators made by the National Executive Committee;

(b) of the names of the Directors present at each meeting of the National Executive Committee, and of any committee or subcommittee of the National Executive Committee;

(c) of proceedings and resolutions at all general meetings of the Association, and meetings of the National Executive Committee and of committees and sub-committees of the National Executive Committee.

41. No Director shall be entitled to any fees, salaries, wages or income for holding such office. The Directors may however be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the National Executive Committee or any committee or sub-committee thereof or general meeting of the Association or otherwise in connection with the business of the Association.

42. A Director who is interested, directly or indirectly, in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Directors in accordance with Section 194 of the Companies Act 1963. A Director shall not vote in respect of any contract in which he or she is interested, or on any matter arising in connection with the same.

Proceedings of Directors

43. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. They shall meet on at least four occasions in every calendar year. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman of the National Executive Committee, and in his or her absence, the Vice-Chairman, shall have a second or casting vote.

44. The Directors shall from amongst their number appoint a Chairman. The director so appointed shall hold that post for a period of no longer 6 months, when the Directors will appoint another director to that role for a period of 6 months. No director may hold the post of chairman for more than 6 months in 24, unless:

a) the number of directors falls below 4, in which case the chairman's post will be rotated on a 6 monthly basis among all directors

b) the number of directors is more than 6, in which case the chairman may be re-

elected to the post after a 6 month period in which he or she has held that position, provided that such re-election is achieved on a first count vote which is unanimous. The Directors may remove a chairman from that post by resolution passed at a duly convened meeting of the directors.

They shall appoint a Vice-Chairman and Treasurer. The position and duties of treasurer may be held and exercised by any member of the Committee other than the Chairman or Vice Chairman. They may appoint additional Officers as they see fit.

45. They shall appoint a Company Secretary who may or may not be a member of the Committee. The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by a duly passed resolution of the National Executive Committee.

46. The duties of the respective Directors and officers appointed to the aforementioned roles shall include, but shall be limited to the following:

(a) It shall be the duty of the Chairman; to preside at meetings of the National Executive Committee and at general meetings of the Association; to deliver the Directors' Report at the Annual General Meeting; to consult with the appropriate administrative personnel, if any, or Company Secretary concerning the convening of meetings of the National Executive Committee and to settle the agenda for the same; to undertake any duties assigned to him or her by resolution of the National Executive Committee, such assignment of duties to remain only until the next general meeting of the Association or until changed or removed by a duly passed resolution of the National Executive Committee.

(b) It shall be the duty of the Vice-chairman to undertake the functions of the Chairman on any occasion when the Chairman is unavailable or unable to act; to undertake any duties assigned to him or her by resolution of the National Executive Committee, such assignment of duties to remain only until the next general meeting of the Association. or until changed or removed by a duly [assed resolution of the National Executive Committee.

(c) It shall be the duty of the Company Secretary to act as Company Secretary for the purposes of the Acts; to ensure that all meetings of the Association shall be properly convened, conducted and minutes prepared, and to oversee the performance of the statutory duties of the Association. The Company Secretary shall be supported in this role by the appropriate administrative personnel, if any.

(d) It shall be the duty of the Treasurer to supervise the maintenance of the financial records of the Association; in consultation with the appropriate administrative personnel, if any, to produce an annual budget and regular management accounts for the approval of the National Executive Committee; to liaise with the auditors of the Association relating to the conduct of the audit and the preparation of the accounts to be laid before the Annual General Meeting of the Association. The Treasurer shall be entitled to seek the advice and assistance of the company accountants or auditor of the Association whenever necessary; to undertake any duties assigned to him or her by resolution of the National Executive Committee, such assignment of duties to remain only until the next general meeting of the Association, or until changed or removed by a duly passed resolution of the National Executive Committee.

(e) It shall be the duty of other officers appointed by the committee to carry out the duties assigned to them by the National Executive committee and recorded in the minutes at a duly convened committee meeting.

47. Any two Directors may, and the Company Secretary on the requisition of two Directors shall at any time summon a meeting of the National Executive Committee. If the National Executive Committee so resolves, it shall not be necessary to give notice of a meeting to any Director who being resident in the State is for the time being absent from the State.

48. The quorum necessary for the transaction of the business of the National Executive Committee may be fixed by the National Executive Committee and unless so fixed shall be four.

49. The Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or summoning a general meeting of the Association, but for no other purpose.

50. The Chairman shall act as Chairman of National Executive Committee meetings, and in his absence, the Vice-Chairman shall act. If at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting.

51. The National Executive Committee may delegate any of its powers to committees or subcommittees consisting of such member or members of the National Executive Committee and/or such other persons as it thinks fit; and any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the National Executive Committee. The National Executive Committee shall determine the remit of the committee or sub-committee, the manner in which it will report to the National Executive Committee and the term for which the committee or subcommittee shall serve. Following the expiry of the term of office of a committee or subcommittee, it may be reconstituted by the National Executive Committee, but no member of a committee or sub-committee may serve as such member for a period exceeding six years.

52. The National Executive Committee may appoint a Complaints and Disciplinary Committee to deal with complaints made to the Association about members and to establish and maintain suitable procedures for the handling of the same. In the event that such committee is not separately constituted, the National Executive Committee shall itself discharge this function.

53. A committee or sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

54. A committee or sub-committee may meet and adjourn as it thinks proper. Questions arising at a committee meeting shall be determined by a majority of votes of the members of the committee or sub-committee present, and when there is an equality of votes, the question under consideration shall be referred to the National Executive Committee for determination.

55. All acts done by the National Executive Committee or of a committee or subcommittee of the National Executive Committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

56. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the National Executive Committee, shall be as valid as if it had been passed at a meeting of the National Executive Committee duly convened and held.

ADMINISTRATION PERSONNEL

57. The National Executive Committee may delegate certain of its functions to a person or persons appointed by it to act in any capacity designated and defined by the committee, and who shall be known by an appropriate title to be determined by the committee on the appointment of such person or persons. The National Executive Committee shall determine the terms of engagement or employment of such person or persons, and shall determine the role and reporting structure through which the person or persons so engaged shall operate. Any such person appointed may or may not be a member of the Association, but if a member, shall forfeit the entitlement to vote at general meetings of the Association while so engaged.

SEAL

58. The company seal of the Association shall be used only by the authority of the National Executive Committee.

ACCOUNTS

59. The National Executive Committee with the assistance of the Treasurer shall cause proper books of accounts to be kept relating to:

- i. all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- ii. all sales and purchase of goods by the Association; and
- iii. the assets and liabilities of the Association.

60. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

61. The books of account shall be kept at the Registered Office or, subject to the provisions of the Acts, at such other place as the National Executive Committee considers fit, and shall at all reasonable times be open to the inspection of the Directors.

62. The National Executive Committee shall from time to time determine whether and to 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 Directors, and no member (not being a Director) shall have any rights of inspection of any account or book or document of the Association except as conferred by statute or authorised by the Directors or by the Association in general meeting.

63. The National Executive Committee shall from time to time in accordance with the provisions of the Acts, cause to be prepared and to be laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required the Acts to be prepared and laid before the Annual General Meeting of the Association.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Association together with a copy of the Directors' report and auditors' or accountant's report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Acts to receive them.

Audit

65. Auditors may be appointed if an ordinary resolution at a general meeting of the company so directs, and their duties regulated in accordance with the provisions of the Acts. If the company has availed of an audit exemption for the purposes of mandatory reporting, this shall not prevent the appointment of auditors who will be engaged to report to the members.

NOTICES

66. A notice convening a general meeting shall be delivered by the Association to any member either by post to his registered address or by email to an email address supplied by the member.

67. A notice of any other description, including a notice convening a meeting of the National Executive Committee may be delivered by hand/courier, by ordinary pre-paid post by fax or by e-mail.

68. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

69. Notice of every general meeting shall be given in the manner hereinbefore authorised for general meetings to:

- i. every member of the Association;
- ii. every Director; and
- iii. the auditor of the company, if one has been appointed.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

70. Every Director and other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by such person in defending any proceedings, whether civil or criminal, in relation to his or her acts while acting bona fide in such office and in which judgement is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the Court under the Acts.
