

# C H A R L E S T H E T H I R D

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

Whereas the incorporated association commonly known as the British Association of Sport and Exercise Sciences (hereinafter referred to as “the former Association”) petitioned Us for a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE THAT WE, by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us, Our Heirs and Successors will grant, direct, appoint, and declare as follows:

#### **The Chartered Association of Sport and Exercise Sciences**

1. The persons now members of the former Association and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate by the name of the Chartered Association of Sport and Exercise Sciences and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

#### OBJECTS

2. The objects for which the Association is hereby constituted are:
  - (a) the promotion of research in sport and exercise sciences,
  - (b) the encouragement of evidence-based practice in sport and exercise sciences,
  - (c) the distribution of knowledge in sport and exercise sciences,
  - (d) the development and maintenance of high professional standards for those involved in sport and exercise sciences, and
  - (e) the representation of the interests of sport and exercise sciences nationally and internationally for the benefit of the public interest.

#### POWERS

3. The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
  - (a) To operate as a membership association in pursuit of the above objects.
  - (b) To create By-laws the first of which are attached as a Schedule to this Charter.
  - (c) To arrange or assist others in arranging for meetings, educational courses,



lectures, exhibitions, and social occasions for the interest of members and for the development of their fellowship within the Association.

- (d) To produce and distribute any relevant publications associated with the Objects of the Association and in print or electronic form.
- (e) To establish and operate a relevant library.
- (f) To make provision for lectureships and awards, bursaries, prizes and grants, and to create and manage any trusts or endowments, scholarships and exhibitions for the furtherance of the Objects.
- (g) To create and maintain a Register of Regulated Practitioners in sport and exercise sciences according to the provisions of the By-laws and the Rules.
- (h) To acquire or promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the Association, acquire and hold shares in such companies and carry out, in relation to any such company all such activities as may be associated with a holding Association.
- (i) To borrow money, and to give security in support of any such borrowings by the Association, in support of any obligations undertaken by the Association or in support of any guarantee issued by the Association.
- (j) To employ such staff and advisors as are considered appropriate for the proper conduct of the Association's activities.
- (k) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (l) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, devolved administrations, and others with a view to furthering the Association's Objects.
- (m) To raise or receive funds for the Association's activities.
- (n) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Association, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.

(o) To do anything lawful which may be incidental or conducive to the furtherance of any of the Association's Objects.

Provided that:

- (a) the Association's Objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and
- (b) nothing herein shall prevent any payment in good faith by the Association:
  - (i) of reasonable and proper remuneration to any member, Officer or employee of the Association (not being a director of the Association) for any agreed services rendered to the Association,
  - (ii) to any member, Officer, employee or director of reasonable out-of-pocket expenses,
- (c) the Association shall exercise its powers and influence always with regard to safeguarding the environment.

#### MATTERS RELATED TO APPLICATION OF INCOME AND PROPERTY

- 4.1 The Association, or any person on its behalf, may acquire for the purposes of the Association any lands, tenements or hereditaments or any interest therein; and hold the same in perpetuity or otherwise and from time-to-time grant, demise, alienate or otherwise dispose of the same or any part thereof.
- 4.2 Any person and any body corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Association any lands, tenements, or hereditaments whatsoever, or any interest therein, within Our United Kingdom of Great Britain and Northern Ireland.
- 4.3 The Association may also accept the transfer of the assets, rights and liabilities of the former Company (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Association by any person or Body Corporate or unincorporate) and on such terms as the Association and the former Association may agree and exercised in the best interests of the parties.
- 4.4 In the investment of monies belonging to, or held by, the Association, the Association shall seek such advice as it may see fit. Subject as aforesaid no liability shall attach to any Officer, employee or member of the Association

in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Association.

- 4.5 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Our Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no director shall be appointed to any Office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Association.

#### CHARTER CHANGES

5. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present in person or via electronic means and voting in person, electronically, or by proxy, revoke, amend or add to the provisions of this Our Charter but no such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

#### BY-LAW CHANGES

6. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present in person or via electronic means and voting in person, electronically, or by proxy, revoke, amend or add to the By-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

#### SURRENDER OF CHARTER

7. The members may, by a resolution passed at any General Meeting by not less than two-thirds of the members present in person or via electronic means and voting in person, electronically, or by proxy, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise

deal with the affairs of the Association in such manner as shall be determined by such resolution or, in default of such direction, as the court of law shall think expedient having due regard to the liabilities of the Association for the time being, and if, on the winding up or the dissolution of the Association, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association or associations having objects similar to the objects of the Association which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Association by this Our Charter, such association or associations to be determined by the members at or before the time of dissolution.

#### CONCLUSION

8. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Association any mis-recital, non-recital, omission, defect, imperfection matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the **thirtieth**

day of **August** Two thousand and **twenty-fourth**

in the year **second** of Our Reign.

BY WARRANT UNDER THE KING'S SIGN MANUAL

## SCHEDULE

### BY-LAWS OF THE CHARTERED ASSOCIATION OF SPORT AND EXERCISE SCIENCES

#### 1. INTERPRETATION

In the Charter, these By-laws and the Regulations the words standing in the first column of the table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Association	The Chartered Association of Sport and Exercise Sciences (CASES).
The Board	The Directors meeting together as the governing body.
General Meetings	Meetings of the Association to which members have a right of access and, for some, a right to vote.
Office/Officer	Any formally defined role and any person appointed to fulfil the duties of that role as set out in the By-laws or Regulations.
In person	Present personally and physically or present by electronic means.
Regulations	Subsidiary rules.
In writing	Written, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form.

Words importing the singular number only shall include the plural number, and vice versa, and

Reference to a gender shall include all genders; and

Words importing persons shall include corporations.

#### 2. MEMBERSHIP

(i) The Association shall consist of such persons and bodies corporate as the Board shall admit into the following membership categories and sub-categories as the Board shall decide from time to time.

(ii) Individual members of the Association shall pay the required subscriptions and other fees that shall be required of them, and they shall be subject to the Association's Code of Professional Conduct, its requirements for Continuing Professional Development, and its professional disciplinary process as set out in Regulations and applicable to their membership category and sub-category.

##### REGULATED MEMBERS

(iii) Regulated Members shall be those who have been admitted to the Register of Regulated Practitioners in Sport and Exercise Sciences ("the Register") having satisfied the Board as to their meeting the required level of academic achievement and experience required for the relevant sub-category. Regulated Members shall be able to exercise a vote at every General Meeting and be nominated for Office within the Association.

(iv) Within the Regulated Member Category there shall be the following sub-categories:

(a) Fellows shall be members who have demonstrated consistent professional achievement, skills, knowledge and service to CASES or the sport and exercise science community. Fellows shall normally hold a postgraduate degree in a related discipline. Fellows may use the post-nominal FCASES

and may use the full descriptor of Fellow of the Chartered Association of Sport and Exercise Sciences.

(b) Professional Members shall be members who are deemed by the Association to have demonstrated the knowledge, skills and understanding necessary to practice safely, effectively and independently as a sport and exercise scientist. Professional Members shall normally hold a postgraduate degree in a related discipline. Professional Members may use the post-nominal MCASES and may use the full descriptor of Member of the Chartered Association of Sport and Exercise Sciences.

(c) Technical Members shall be members who are deemed by the Association to have demonstrated the knowledge, skills and understanding necessary to practice safely and effectively as a sport and exercise scientist. Technical Members may use the post-nominal TechCASES and may use the full descriptor of Technical Member of the Chartered Association of Sport and Exercise Sciences.

(v) For the purpose of admission to the Professional Member or Fellow sub-categories, the Board may make provision for either professional qualifications or professional achievement or a combination of the two to be considered equivalent to a postgraduate degree in a related discipline.

(vi) Subject to the requirements of 2 ii) above, Members having attained an equivalent

membership status with another professional body operating in a field directly related to sport and exercise science, whether in the United Kingdom or abroad, where the Association has entered into an agreement of mutual recognition, shall be entitled to be admitted to the Register and to use the post-nominal and descriptor relevant to the sub-category to which they are admitted.

#### RETIRED AND SPECIAL MEMBERSHIP CATEGORIES

(vii) Retired Members shall be those who are Regulated Members at the time of ceasing active work. Retired Members shall be able to exercise a vote at every General Meeting and be nominated for Office within the Association. Retired Members shall be entitled to use the following post-nominals according to their membership sub-category when transferring to Retired Membership status:

- (a) Fellow: FCASES(Rtd)
- (b) Professional Member: MCASES(Rtd)
- (c) Technical Member: TechCASES(Rtd)

(viii) A Retired Member intending to recommence active work shall notify the Board of their intention. The Board shall make provision for the competence of such members to be confirmed prior to their re-admission to the Register. A Retired Member shall not be entitled to use the relevant descriptor or post-nominal of a sub-category of Regulated Member until their re-admission to the Register has been confirmed in writing.

(ix) Honorary Fellows shall be members who have demonstrated consistent professional achievement, skills, knowledge and service to CASES and the sport and exercise science community but have previously chosen not to submit to reaccreditation with the former Association. Honorary Fellows shall normally hold a postgraduate degree in a related discipline. Honorary Fellows may use the post-nominal HonFCASES and may use the full descriptor of Honorary Fellow of the Chartered Association of Sport and Exercise Sciences. Honorary Fellow is a closed sub-category which shall be open only to non-accredited Fellows of the former Association.

(x) Companions shall be members who have been recognised by the Board as having provided exceptional contribution or service to CASES or to the field of sport or exercise science. There shall be no subscription required for Companions.

#### NON-REGULATED MEMBERS

(xi) Non-regulated Members shall be those possessing or working towards a qualification in sport and exercise science or working in a field directly related to sport and exercise science. Non-regulated Members shall be able to exercise a vote at every General Meeting and be nominated for Office within the Association. Non-regulated Members shall not be entitled to the use of post-nominals or a descriptor by virtue of their membership of the category.

(xii) Within the Non-regulated Member Category there shall be the following sub-categories:

- (a) Ordinary Members shall be those possessing an undergraduate, postgraduate or doctoral

degree in a field related to sport and exercise science; or a degree in another area but working within the sport and/or exercise sciences field.

(b) Graduate Members shall be those who are currently studying towards a doctoral degree or those who have completed in the last three years a bachelor's or master's degree in a discipline related to sport and exercise science.

(c) Student Members shall be those studying towards a relevant qualification as set out in the Association's requirements for Continuing Professional Development, and with an interest in the field of sport and exercise science.

#### AFFILIATE MEMBERS

(xiii) Affiliate Members shall not have a vote at General Meetings nor be nominated as a candidate for Office within the Association. Affiliate Members shall not be entitled to the use of post-nominals or a descriptor by virtue of their membership of the category.

(xiv) Within the Affiliate Member Class there shall be the following sub-categories:

(a) Associate Members shall be those with an interest in sport and exercise science who do not qualify for any other category or sub-category of membership.

(b) Overseas Members shall be those whose permanent residence is outside the United Kingdom but who otherwise meet the criteria for the sub-category Ordinary

Member within the Non-regulated Member category.

#### ORGANISATIONAL MEMBERS

(xv) Organisational Members shall consist of bodies corporate which have been admitted to membership within the following categories. Organisational Members shall pay such fees and subscriptions as may be required of them.

(a) A Registered Laboratory shall be a laboratory which is led by a Fellow or Professional Member of the Association and has been assessed as demonstrated a consistently high standard and appropriateness of facilities, equipment, procedures and staffing in accordance with the Regulations.

(b) Universities and colleges providing undergraduate or postgraduate degree courses which have been accredited as meeting the criteria for endorsement and covering the necessary foundation of sport and exercise science knowledge, technical skills and professional development competencies required to succeed in the field.

(c) An Affiliate Organisation shall be any organisation working in a field associated with sport and exercise science. The Board may make regulations regarding sub-categories of Affiliate Organisation.

#### GENERAL MATTERS RELATED TO MEMBERSHIP

(xvi) Every application for membership shall be in such form as shall be required by the Directors.

(xvii) Resignation of Members in any category shall be signified in writing to the Association, but the person so resigning shall be liable for payment of the annual subscription (if any) for the current year, and any other outstanding debts to the Association, together with any arrears to the date of such resignation. However, the Board may expel a Member subject to the requirements of its professional disciplinary process. Non-payment of subscription or death shall also terminate membership.

(xviii) The Royal Charter pertains to CASES as an organisation and does not confer "Chartered" status to individuals or organisational members. For the avoidance of doubt, none of the membership categories listed in this section shall entitle any member to refer to themselves as or otherwise imply that they are individually Chartered. This shall not affect an individual's right to use the descriptor "Chartered" where permitted through that individual's membership of a different organisation.

#### 3. DIVISIONS

(i) The Board shall make Regulations for the creation, conduct and management of at least three and not more than seven Divisions which shall be groups of related subject matters. Each Division shall appoint a Chair and other Officers to such positions as are set out in the Regulations and are necessary for the effective operation of the Division. Division Chairs shall normally serve for a term of three years, which may be renewed once.

(ii) Divisions shall have broad subject discipline focus, such that all categories of Member shall be entitled to join one or more Divisions according to their areas of personal and/or professional interest.

(iii) The first Divisions after incorporation by Royal Charter shall be those which have been approved at the most recent Annual General Meeting of the former Association.

#### 4. DIRECTORS

(i) The governing body of the Association shall be the Board of Directors subject only to challenge by the voting members in General Meeting.

Subject to the By-laws, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

(ii) The number of Directors shall be not less than six and not more than thirteen, including the Independent Directors. With the exception of Independent Directors, Directors shall be Fellows, Professional Members, Technical Members, Honorary Fellows, Companions or Ordinary Members of the Association.

(iii) The Board shall comprise a Chair, the Chair of each Division as appointed above, and between two and four Independent Directors, who shall be appointed by the Board and who may not necessarily be members of the Association.

(iv) The Chair of the Association shall be elected by a motion of the Annual General Meeting as described in 11(x). The term of Office of the Chair shall commence either:

- (a) At the next Annual General Meeting to take place after the election of the Chair; or
  - (b) One year from the date of Annual General Meeting at which the Chair was elected; or
  - (c) When a vacancy for the role of Chair occurs for any other reason.
- (v) For the period between the election and commencement of the term of Office of the Chair, the elected person shall serve as Chair-elect of the Association. For this period the Chair-elect shall be a Director of the Association. The Chair of the Association shall normally serve for a term of three years, which term may be renewed once by a motion of the Annual General Meeting as described in 11(x).
- (vi) The Chair of the Association shall cease to be the Chair of a Division, if relevant, upon commencement of the term of Office of the Association Chair.
- (vii) The Board shall select from among the Directors a Deputy Chair and a Senior Independent Director. The term for each of these roles shall normally be renewable annually by the Board.
- (viii) In the event of a vacancy for the role of Chair while there is no Chair-elect, the Board shall select an interim Chair from among its Directors to serve until the date of the next AGM.
- (ix) The appointed Independent Directors shall serve for such periods as are agreed by the Board of Directors, which shall not normally exceed three years, but which may be renewed once.
- (x) At meetings of the Board, the quorum shall be at least half of the current number of Directors,
- subject to a minimum of three in person including electronic participation.
- (xi) In the event of any vacancy occurring on the Board, the Directors may fill such vacancy at their discretion and the person so appointed shall serve until the end of the term of Office of the person causing the vacancy.
- (xii) Subject to the provisions of these By-laws, the Board may regulate its proceedings as it deems fit. Questions arising at a meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.
- (xiii) The Board shall have power to appoint from time to time such Standing Committees as it may deem desirable composed of Directors and non-Directors, as appropriate, and may delegate its powers to such committees or such other persons as it may determine but it shall not purport to delegate any of its liability for the results of such delegation. The Board shall make Regulations as to the procedures and conducts of committees appointed under this By-law.
- (xiv) The Board may appoint Advisory Groups to consider and advise the Board on such matters as the Directors may decide. The constitution, membership and arrangements for the operation of such Groups shall be decided by the Directors and published in the Regulations.
- (xv) The first Directors after incorporation by Royal Charter shall be those who have been elected to serve on the Board for the period during which incorporation shall take place. Unless they cease to hold Office in line with 4(xvii) below they shall serve for a period equal to the remainder of the term of office had they continued as Directors of the former Association.
- (xvi) The Board shall keep a record in writing of any decision for at least 10 years from the date of the decision recorded.
- (xvii) Directors cease to hold Office if they:
- (a) reach the end of their term in Office;
  - (b) resign as Directors by notice in writing to the Association (but only if at least three Directors remain when the notice of resignation is to take effect);
  - (c) resign as Members of the Association where membership is a requirement in accordance with 4(iii) (but only if at least three Directors remain when the notice of resignation is to take effect);
  - (d) are removed by a unanimous decision of the other Directors at a meeting attended by the subject Director having been given the opportunity to discuss the matter with the Directors;
  - (e) are absent from three consecutive meetings of the Directors without notice and/or the consent of the Chair/the majority of the remaining Directors;
  - (f) are incapable physically or mentally of acting as a Director and may remain so for more than three months as confirmed by a registered medical practitioner;
  - (g) are convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the



reputation of the Association; or  
(h) die.

5. FINANCIAL DIRECTOR

One of the appointed Independent Directors must provide the expert financial oversight required by the Board. Such person should be appointed on the basis of significant and relevant experience to provide the Board with the benefit of professional financial expertise.

6. THE CHIEF EXECUTIVE

The Directors shall appoint a Chief Executive, by whatever title, to be the Association Secretary and to attend all Board meetings, to advise the Directors and to implement their decisions. The Chief Executive shall not be a Director but shall have the right to attend any meeting of the Board and its Standing Committees and Advisory Groups, and the duty to advise Directors and committee members and implement their decisions.

7. REGULATIONS

The Board may make from time to time such Regulations as it deems necessary for the proper conduct and management of the Association, and which shall not be inconsistent with the Charter of Incorporation and these By-laws.

8. PATRONS

The Board may appoint one or more Patrons to serve for such periods and with such duties as it may decide.

9. INDEMNITY

Directors and Standing Committee members and any members of staff shall not incur personal liability in respect of any loss or damage resulting from their authorised actions done in good faith for the benefit of the Association.

10. CONFLICTS OF INTEREST

(i) Directors shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Association.

(ii) Directors in such a situation shall declare their interest or possible interest at a relevant Board meeting or by notice in writing to all the other Directors.

(iii) The Board shall decide how this conflict shall be managed:

(a) it can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or

(b) it can allow the conflicted person to remain but not vote and/or speak, or

(c) it can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

11. THE CALLING AND CONDUCT OF GENERAL MEETINGS

(i) The Association shall hold each year a General Meeting as its Annual General Meeting in addition to any other General Meetings in that

year and shall specify it as such in the notices calling it.

(ii) All individual members within the categories of Regulated Member and Non-regulated Member shall be entitled to attend General Meetings. However, only the following categories of member shall be able to request a meeting in writing in accordance with 11(iii) or to vote on any motion in accordance with 11(x):

(a) Fellow and Professional Member

(b) Technical Member

(c) Honorary Fellow

(d) Companion

(e) Ordinary Member

(iii) The Annual General Meeting shall be held each year not normally more than fifteen months after its predecessor, for election to any vacancies in Board membership for the coming year, for receipt of the Annual Report and Accounts and for the conduct of any other business for which notice has been duly given. There may be other General Meetings held during each year which shall be called by the Association Secretary on the instruction of the Directors or at the request in writing of twenty members.

(iv) Attendance may be in the physical presence of those entitled to attend and/or by electronic means, and proxy voting shall be allowed. If electronic voting is allowed by the Directors, they must be satisfied that the voting means are secure including that there shall be no duplication of voting.

- (v) Notice of any General Meeting shall be published at least fourteen days before the date of the meeting and shall also be sent to the Auditors or Financial Examiner. Such notice shall give the date and place of the meeting, and the purpose for which it is called shall be explicitly stated.
- (vi) 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.
- (vii) The quorum for meetings called by the Board shall be ten members in person and for meetings called by members the quorum shall be thirty members, and the quorum must include at least half of the number of Directors. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.
- (viii) The Chair may adjourn a quorate meeting, with its consent, (and shall, if so directed by 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. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- (ix) The Chair of any General Meeting of the Association shall be the Association Chair or, if absent, the Association Deputy Chair, or, if

absent, a Director selected by those Directors who are present.

- (x) At any General Meeting a motion put to the vote shall be decided by a show of hands and the proxy votes unless a poll is demanded by any one member. The Chair shall decide how that poll shall be conducted.

## 12. ACCOUNTS

- (i) The Directors shall cause accounting records to be kept at such place as the Board shall deem fit, and the accounts shall always be open to the inspection of the Directors, and of members by arrangement with the Chief Executive.
- (ii) At the Annual General Meeting the Directors shall lay before the members an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to accompany the same shall be sent not less than fourteen clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

## 13. AUDIT OR FINANCIAL EXAMINATION

- (i) Once at least in every year the accounts of the Association shall be audited or examined, as

the case may be, and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors or Financial Examiners.

- (ii) Auditors or Examiners, who shall be qualified accordingly, shall be appointed by the Annual General Meeting on the recommendation of the Directors who shall also decide their remuneration.

## 14. LANGUAGE

English shall be the normal language for written communications of, and with, the Association, and for all publications of the Association. Where a publication is made primarily for use in or relating to Wales, the Association will aim to provide a Welsh translation version alongside.

## 15. THE COMMON SEAL

The Common Seal of the Association shall be affixed only to such documents as the Directors may decide and in the presence of two Directors and the Association Secretary.

## 16. NOTICES

A notice may be served by the Association upon any member, personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as given by the member, or by electronic means as agreed by the member. Normally, it shall be assumed that receipt of such notices, by whatever means of distribution, shall be received within forty-eight hours of dispatch.