

## Memorandum of Association

1. The name of the Company (hereinafter called 'the Association') is Association for Counselling and Therapy Online.

2. The registered office of the Association is at 44 Southerndown Avenue, Mayals, Swansea, SA3 5EL.

3. The Association is established:

i) to promote, maintain, improve and advance online therapy as a recognized modality within the professions of counselling and psychotherapy;

ii) to be the representative body for professional online therapists who are members of the Association; membership of ACTO is open to counsellors and psychotherapists who have completed their general training in the UK, who work to the professional guidelines of a UK accrediting body such as BACP or UKCP and who have undertaken additional training in online therapy; they may conduct their practice either from the UK or abroad;

iii) to act as an advisory body in the education and training of online therapists working in either paid or unpaid settings, whether full or part time with a view to raising the standards in the principles, practice and skills of online therapy for the benefit of the community and in particular for those who are the recipients of online therapy;

iv) to advance the education of the public in the part that online therapy can play generally and in particular to meet the needs of those members of society where development and participation in therapy is impaired by mental, physical or social disadvantage or disability.

In furtherance of the said object but not further or otherwise:

a) to forge links with online therapy associations in other countries and any associations in the UK whose members practise online therapy including the British Association for Counselling and Psychotherapy

b) to protect the rights and status of Association members working from the UK or abroad;

c) to keep a register of members which may include their qualifications, appointments and experience

d) to formulate standards of professional conduct and competence for those engaged in online therapy and incorporating guidelines for online therapy which other UK professional accrediting bodies may have introduced (e.g. BACP Guidelines for Online Therapy)

e) to set up and administer such systems for the registration of online therapists, supervisors, trainers and other persons, organisations or activities related to online therapy as may be deemed appropriate

f) to cause to be written, printed and published or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes

g) to promote and facilitate the dissemination and exchange of information on matters of professional interest among members and others by the holding of online conferences, meetings, seminars for the reading of papers and reports, by the publication, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies.

h) to formulate a development plan which would include establishing services (including advisory services to the public and the membership) for the public good and online therapy in general.

i) to foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research

j) to establish and maintain a library of material relating to online therapy and to afford members facilities for the use of the same

k) to co-operate with any voluntary or statutory body in any charitable project directed to the furtherance of the above objects;

l) in furtherance of any one or more of the objects of the Association:

a. to receive any subscriptions, gifts, endowments or bequests of money, property or other assets whether subject to any special trust or at the discretion of the Executive Committee and used for the furtherance of the Association under the instruction of the Executive Committee and complying to the Association's policy and procedure.

b. to purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal property as instructed by the Executive Committee and with full legal instruction.

c. subject to such consents as may be required by law to sell, lease, let or mortgage or otherwise dispose of any assets belonging to the Association as instructed by the Executive Committee

m) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise

n) to acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Association and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for any one or more objects of the Association

o) to organise, finance, and maintain alone or in conjunction with one or more other professional therapy bodies or other cognate professional bodies, schemes for the regulation and discipline of the Association's members in matters of professional or business conduct

p) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association

q) to borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED

THAT the Association shall not undertake any permanent trading activities in raising funds for the objects of the Association

r) to invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

s) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association

t) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association

u) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit

v) to be subject to the provisions of Clause 4 hereof, to pay reasonable sums or premiums for or towards the provision of pensions for officers or servants (not being a member of the Executive Committee) for the time being of the Association or its dependants

w) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association

aa) to pay out of the funds of the Association the cost, charges and expenses of and incidental to the formation and registration of the Association

bb) to establish where necessary local branches (whether autonomous or not)

cc) to do all such other lawful things as shall further the above objects or any of them.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Executive Committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit or money's worth from 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 or servant of the Association not being a member of its Executive Committee for any services rendered to the Association;

b) of interest on money lent by any member of the Association or the Executive Committee at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Executive Committee or three per cent whichever is the greater;

c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Executive Committee;

d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Executive Committee may be a member holding not more than 1/100th part of the capital of that company;

e) to any member of the Executive Committee reasonable out-of-pocket expenses; and

f) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any one of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association. Provided that any such insurance or indemnity shall not extend to any claim arising from willful fraud or wrongdoing or willful neglect or default on the part of the directors (or any of them).

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

## Articles of Association

### Interpretation

1. In these Articles:

- 'the Association' means the Company.
- 'the Act' means the Companies Act, 1985.
- 'the Committee' means the Executive Committee of the Association known by whatever title it shall from time to time determine.
- 'the Seal' means the common seal of the Association.
- 'Secretary' means any person appointed to perform the duties of the Secretary of the Association.
- 'the United Kingdom' means Great Britain and Northern Ireland.
- Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification

thereof in force at the date at which these Articles become binding on the Association.

- Unless otherwise stated, all meetings of the Association shall be held online.

## **Objects**

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

## **Members**

3. The number of members with which the Association proposes to be registered is unlimited.

4. Membership of the Association may be divided into two or more categories.

4.1 Each category of membership of the Association may have classes and sub-classes as laid down from time to time in the regulations made under Article 61 below.

4.2 Application for membership shall be made to the Membership Secretary of the Association by email and in such form and containing such information as the Executive Committee may from time to time prescribe. The Association may, before any decision on any application is made, require any additional information.

4.3 The Executive Committee or any sub-committee or working group set up for the purpose may decline any application made to the Association for membership. Any decision so made shall be final.

4.4 Every member of the Association shall be bound to further, to the best of their ability, the objects of the Association and shall observe all regulations laid out herein and any regulations made under Article 61.

4.5 A member of the Association shall cease to be a member on the following grounds unless the Executive Committee determines otherwise:

a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose

b) if such member resigns by giving notice by email of resignation

c) if the member becomes of unsound mind

d) if the person is excluded from membership under Article 4.6 below

e) if they otherwise cease to qualify for membership under the Articles.

Provided always that any member who ceases to be a member shall remain subject to any liability imposed on them by the Memorandum and Articles of Association or any regulations made under these Articles.

4.6 Any member of the Association may be excluded from membership of the Association by a resolution of the Executive Committee acting upon the recommendation

of a sub-committee of that Executive Committee whose function is to consider the conduct of such members in accordance with the regulations made under these Articles for the time being in force provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose.

5. Unless the members of the Executive Committee or the Association in General Meeting shall make other provision pursuant to the powers contained in Article 61 , the Executive Committee members may in their absolute discretion permit any member of the Association to retire provided that after such retirement the number of members is not less than three.

### **General Meeting**

#### 6. General Meeting

6.1 A General Meeting of the Association shall be held once in every calendar year as its Annual General Meeting, the date and online location of which shall be determined by the Executive Committee , provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.

6.2 The above General Meeting of the Association shall be called an Annual General Meeting. Any other General Meeting shall be called an Extraordinary General Meeting.

6.3 The Executive Committee may call an Extraordinary General Meeting whenever it thinks fit and an Extraordinary General Meeting shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by the Act.

### **Notice of General Meeting**

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by giving at least twenty-one days' notice by email. Other meetings shall be called by giving at least fourteen days' notice by email. The notice shall specify the date and time period of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in a General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association

8. 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 a General Meeting**

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the following exceptions:

- a) the consideration of the accounts and balance sheet
- b) the consideration of the reports of the Executive Committee
- c) the declaration of the results of elections held pursuant to Article 33

d) the appointment of and the fixing of the remuneration of the Auditors.

10. No poll conducted at any General Meeting shall be considered valid unless votes have been cast by at least 25% of members eligible to vote.

11. The Chairman of the Association shall Chair every General Meeting of the Association, or if s/he shall not be present the Deputy Chairman or any member of the Executive Committee present who has been proposed and seconded by voting members shall Chair the meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on by means of an online poll, with votes being cast:

a) by the Chairman of the meeting; or

b) by three members of the executive committee

13. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct. Every voting member shall be entitled to vote either personally or by proxy. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

14. In the case of an equality of votes the Chairman of the meeting shall be entitled to a further or casting vote.

15. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken immediately.

16. Subject to the provisions of the Act, a resolution by email signed by all the members entitled to receive notice of and to attend and vote at a General Meeting (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Association duly convened and held. Any such resolution by email may consist of two or more documents in like form each signed by one or more members.

Financial resolutions may not be made in this way: these can only be proposed and voted on at the Annual General Meeting.

### **Votes for Members**

17. Every voting member shall have the number of votes laid down by regulations made under Article 61 below or one vote.

Votes may be cast by online poll either personally or by proxy as the Executive Committee in its sole discretion shall determine.

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

18. No member shall be entitled to attend or vote at any General Meeting unless all monies presently payable by her/him to the Association have been paid.

19. A member entitled to vote may appoint any other member who is qualified to vote as her/his proxy.

20. An instrument appointing a proxy shall be in such form as the Executive Committee shall from time to time approve.

### **Organisations Acting by Representatives at Meetings**

21. Any organisation which is a member of the Association may by resolution of its Executive Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as that organisation could exercise if it were an individual member of the Association.

### **Executive Committee**

22. There shall be an Executive Committee consisting of Chairman and Deputy Chairman, together with not less than five or more than nine other members.

23. The Executive Committee members are expected to cover all personal costs properly incurred by them in participating at online Executive Committee meetings or General Meetings of the Association or in connection with the business of the Association.

### **Borrowing Powers**

24. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

### **Powers and Duties of the Executive Committee**

25. The business of the Association shall be managed by the Executive Committee which may pay all expenses incurred in the formation of the Association, and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed by these Articles or by any regulation made by the Association in General Meeting.

26. All cheques and other negotiable instruments including online bank transfers, and all receipts for monies paid to the Association, shall be signed drawn accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time determine.

27. The Executive Committee shall cause minutes to be made:

(a) of the names of the Executive Committee members present at each Executive Committee meeting; and

(b) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee.

### **Disqualification of Executive Committee Members**

28. The office of Executive Committee member shall be vacated if the member:

- a. becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
- b. becomes prohibited from being an Executive Committee member by reason of any order made under Section 295 of the Act or by virtue of Section 72 of the Charities Act 1993; or
- c. becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his property and affairs; or
- d. resigns her/his office by written notice to the Association.

### **Election of Honorary Officers & Other Executive Committee Members**

29. Members elected to the Executive Committee shall hold office from the close of the Annual General Meeting at which her/his election was declared to the close of the third Annual General Meeting thereafter (or such shorter period as the Executive Committee may prescribe to secure rotation).

30. One quarter of the members of the Executive Committee shall stand for election each year and can serve for up to two years (or such shorter period as the Executive Committee may prescribe to secure rotation). Retiring members shall be eligible for re-election but no member may serve for a period exceeding seven consecutive years without a two-year break (disregarding any period served as an Honorary Officer).

31. The regulations enacted under these Articles shall prescribe all matters relating to the election of elected members, the procedure for conducting the elections and for the resolution of doubts or difficulty by the Chairman, or some other member nominated by her/him to have a casting vote in the event of a tie.

32. The Association at the meeting at which a Executive Committee member retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Executive Committee member shall, if offering her/himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

33. The Association may from time to time by ordinary resolution increase or reduce the number of Executive Committee members. Irrespective of the total number, 65% of its members must be present in order for a meeting of the Committee to be quorate.

34. Subject to provisions of any regulations made under Article 68 below, the Executive Committee shall have power at any time to appoint any person to be an Executive Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Executive Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Executive Committee member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

35. The Executive Committee may at any time and from time to time by resolution appoint any person whether or not a member of the Association to be Patron of the Association and may determine the period for which s/he shall hold office.

36. There shall be a Chairman elected for a period of two years at the Annual General Meeting. The Chairman, or in her/his absence the Deputy Chairman, shall Chair all General Meetings of the Association and all meetings of the Executive Committee. The Chairman shall be entitled to attend any meeting of all sub-committees and boards of the Association howsoever they may be constituted. The Chairman shall be entitled to delegate to the Deputy Chairman or to any one or more members of the Executive Committee any or all of her/his powers and duties for such period and subject to such conditions and generally as s/he shall think fit. The same individual shall not hold office as Chairman for more than two consecutive terms.

37. There shall be a Deputy Chairman elected for a period of two years at the Annual General Meeting. The same individual shall not hold office as Deputy Chairman for more than two consecutive terms.

38. There may be an Honorary Treasurer appointed each year by the Executive Committee, who shall be a voting member of the Executive Committee whose term of office, subject to annual re-appointment, shall be two years.

39. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Executive Committee member before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member. The Association may by ordinary resolution appoint another person in place of an Executive Committee member removed under this Article.

40. The Executive Committee may resolve that an Executive Committee member should be removed if s/he is absent without permission from three successive meetings provided that due notice is given and the said Executive Committee member be given an opportunity to make representations to a meeting convened by the Executive Committee for that purpose.

41. The Executive Committee may resolve that an Executive Committee member be removed from office for good cause provided that a three quarters majority vote of members present and voting is achieved and provided that due notice is given and the said Executive Committee member be given an opportunity to make representations to a meeting convened by the Executive Committee for that purpose.

### **Proceedings of the Executive Committee**

42. The Executive Committee shall meet together at least quarterly for the dispatch of business and may adjourn, and otherwise regulate its meetings, as it thinks fit. At least 65% of Executive Committee members must be present for a meeting to be quorate. Questions arising at any meeting shall be decided by a majority of votes of Executive Committee members present and voting. In the case of an equality of votes the Chairman shall have a second or casting vote. An Executive Committee member may, and the Secretary on the request of an Executive Committee member shall, at any time summon an Executive Committee meeting.

43. Subject to any provision in the regulations enacted under these Articles, the Executive Committee shall regulate its own proceedings and shall prescribe its own quorum.

44. The Executive Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members, for the purpose of

increasing the number of members to that number or of summoning a General Meeting of the Association, but for no other purpose.

45. The Executive Committee may appoint on such terms as it thinks fit such sub-committees and boards as it thinks fit.

46. Any sub-committee or board appointed by the Executive Committee may be composed of members of the Executive Committee or members of the Executive Committee and other persons (whether or not members) or of other persons (whether or not members).

47. All acts done by any meeting of the Executive Committee or of a sub-committee, or by any person acting as a Executive Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member 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 Executive Committee member.

48. A resolution by email, signed by all the Executive Committee members entitled to receive notice of a Executive Committee meeting, shall be as valid and effectual as if it had been passed at a Executive Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Executive Committee members.

49. The Secretary shall be appointed by the Executive Committee for such term at such remuneration and upon such conditions as the Executive Committee may think fit; and any Secretary so appointed may be removed by it: provided always that no Executive Committee member may occupy a salaried position of Secretary.

50. A provision of these Articles requiring or authorising a thing to be done by or to a Executive Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Executive Committee member and as, or in place of the Secretary.

### **Accounts**

51. The accounting records shall be kept at the registered office of the Association or, subject to Section 227 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Officers of the Association.

52. The 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 Executive Committee members, and no member (not being Executive Committee member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.

53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report and the Executive Committee's report, shall not less than fourteen days before the date of the meeting be available to every member via the ACTO members forum.

## **Notices**

54. A notice may be served by the Association to any member or other person either personally, by post or by email. If any such notice or other document is served by post or email it shall be sent to the last address of the member concerned which is recorded by her/him with the Association. It shall be deemed wherever that address may be to have been served on the third working day following that on which it was sent.

55. Notice of every General Meeting shall be given in any manner herein before authorised to:

- a. every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for her/his death or bankruptcy would be entitled to receive notice of the meeting;
- b. the Auditor for the time being of the Association; and
- c. each Executive Committee member.

No other person shall be entitled to receive notices of General Meeting.

56. Any notice or other document, required by these Articles, the regulations enacted under these Articles, or any regulation thereunder, to be sent to any member may be a written or printed notice, and (save where provision to the contrary is made) may be sent to a member either separately or with or as part of a publication of the Association.

57. In these Articles or any regulations made hereunder the expression 'notice' includes a voting paper which is distributed by electronic means e.g. online poll or email poll.

## **Amendment**

58. The provision of the Articles may, by special resolution in General Meeting, be added to, amended or revoked. Such amendment shall require the number voting in favour of the resolution to be not less than three quarters of the number of members present who were entitled to vote and voting.

59. Any amendment requires a resolution by email duly proposed and seconded. A resolution must be received by the Secretary not less than twenty-eight clear days before the date proposed for the General Meeting. At least twenty-one clear days' notice by email of such meeting, together with a copy of the resolution or resolutions to be proposed, shall be sent by the Secretary to each member of the Association.

60. Clause 7 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

## **Regulations**

61. Regulations

a. The Executive Committee may from time to time make such regulations as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may thereby regulate:

i. the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated, membership fees, subscriptions or other fees or payments to be made by members.

ii. the conduct of members of the Association in relation to one another, and to the Association's employees.

iii. the procedure at General Meeting and meetings of the Executive Committee and sub-committees in so far as such procedure is not regulated by these Articles.

iv. And, generally, all such matters are commonly the subject matter of Association regulations.

b. the Association General Meeting shall have power to alter or repeal the regulations and to make additions to them and the Executive Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such regulations, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of the Association.