



Articles of Association of The Spiritualists' National Union

A Company not for profit and Limited by Guarantee
(incorporating amendments to, and including, Annual General Meeting 16th July 2005)

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Articles of Association of The Spiritualists' National Union

A Company not for profit and Limited by Guarantee
(incorporating amendments to, and including, Annual General Meeting 16th July 2005)

PRELIMINARY

1. Interpretation

(1) In these Articles, except where the context otherwise requires, the following words and expressions have the meanings hereby respectively assigned to them:-

(a)	The Union	The above-named Company.
(b)	The Memorandum of Association	The Memorandum of Association of the Union as for the time being in force.
(c)	These Articles	These Articles of Association as for the time being in force.
(d)	Spiritualism Spiritualist	As shown in Clause 3(b) of the Memorandum of Association.
(e)	The Seven Principles	The seven principles of Spiritualism mentioned in Clause 3(b) of the Memorandum of Association.
(f)	Church Mission Church Kindred Body	A Spiritualist church or society or other institution or body of persons for the time being in affiliation with the Union as a Church, Mission Church or Kindred Body respectively, in accordance with Articles 6 and 8.
(g)	Affiliated Body	A Church, Mission Church or Kindred Body.
(h)	Associated Body	A society, institution or other body of persons for the time being in association with the Union in accordance with Articles 7 and 8.
(i)	Branch	As shown by Article 10.
(j)	District Council	As shown by Article 12.
(k)	Accredited Representative	As shown by Article 14.
(l)	Member Class A Member Class B Member Class C Member Class D Member	As shown by Article 4, subject to the provisions of Article 14.
(m)	Church Member	A Spiritualist who is for the time being a full member of an affiliated body.
(n)	Full Member	As shown by Article 6, when used in relation to an affiliated body.

(o)	Honorary Officer Honorary Member Junior Associate	As shown by Article 5.
(p)	National Executive Committee The Officers The President The Vice-President The Treasurer The Chairmen of Standing Committees Ordinary Member of the National Executive Committee Council Member to the National Executive Committee	As shown by Article 27.
(q)	The Council National Councillor District Council National Councillor Lyceum National Councillor Class B National Councillor	As shown by Article 28.
(r)	Auditor	Professional auditor or elective auditor as shown by Article 47.
(s)	The General Secretary	The person appointed as General Secretary under Article 42 to act as Secretary to the Union, or any assistant secretary or other person for the time being performing the duties of General Secretary.
(t)	The Seal	The common seal of the Union.
(u)	Extraordinary Resolution 1948, Special Resolution	As shown by section 141 of the Companies Act
(v)	The Bye-Laws	As shown by Article 55.
(w)	Year Month	Calendar year and month respectively.
(x)	Written In Writing	Include references to printing, lithography, photography and other modes of reproducing words in visible and electronic form, including facsimile transmission, CD-ROM, DVD-ROM, email and publication on the Union's Website on the Internet.
(y)	Communication	As shown by the Electronic Communications Act 2000.
(z)	Electronic Communications	As shown by the Electronic Communications Act 2000.
(aa)	The Act	The Companies Act, 1948.

(2) The Interpretation Act, 1889 shall apply to the interpretation of these Articles as it applies to the interpretation of an Act of Parliament.

COMPOSITION AND MEMBERSHIP

2. Composition

The Union shall be composed of:-

- (a) members;
- (b) honorary officers and honorary members;
- (c) junior associates;
- (d) affiliated bodies (that is to say, Churches, Mission Churches and Kindred Bodies) and their respective members;
- (e) Branches, District Councils, and their respective members; and
- (f) Associated Bodies.

Their respective status, rights, privileges and obligations shall be as provided by or under these Articles.

3. Number of Members

The Union is registered as having not more than 200,000 members, but the National Executive Committee may from time to time register an increase in the number of members.

4. Classes of Members

There shall be four classes of members, namely:-

- (a) Class A members (Church Delegates), being the accredited representatives of Churches elected in accordance with Article 14;
- (b) Class B members (Subscribing Members), being individual Spiritualists elected to membership in accordance with Article 8;
- (c) Class C members (Kindred Body Delegates), being the accredited representatives of Kindred Bodies elected in accordance with Article 14;
- (d) Class D members (Affiliate Members), being full members of a Church who have been registered for membership in accordance with Article 8.

5. Honorary Officers and Members and Junior Associates

- (1) Persons of distinction who are Spiritualists or in sympathy with the work of the Union may be invited by the National Executive Committee to become honorary officers or honorary members of the Union for such periods and with such rights and privileges as the National Executive Committee may from time to time determine. Except as otherwise determined by the National Executive Committee such persons shall be treated as members of the Union for all purposes other than those of Clause 5 of the Memorandum of Association.
- (2) Junior Associateship is open to young people who are in sympathy with the objects of the Union and have reached their 14th but not their 18th birthday. Junior Associates shall have such rights and privileges (other than the right to vote) as may be prescribed in the Bye-Laws or from time to time decided upon by

the National Executive Committee.

6. Affiliated Bodies

- (1) A Spiritualist Church or society or other institution or body of persons (whether incorporated or not) shall be eligible for affiliation as a Church, Mission Church or Kindred Body if it is established for the advancement of Spiritualism and is governed by a written constitution or set of rules which complies with the respective conditions prescribed in the Bye-Laws and, in the case of a Church, has more than twelve full members.
- (2) The Bye-Laws shall prescribe minimum requirements for the constitution of Churches, Mission Churches and Kindred Bodies and in particular shall provide for compliance with the following conditions:-
 - (a) In the case of a Church:
 - (i) Membership must be of two classes, namely, full membership and associate (i.e. probationary) membership.
 - (ii) A permanent record of persons in membership must be maintained.
 - (iii) All full members must be required to signify in writing their adherence to the Seven Principles.
 - (iv) The Church must be controlled on a democratic basis by the full members, through an elected Committee.
 - (v) There must be annually a meeting of full members at which an audited statement of accounts is presented.
 - (b) In the case of a Mission Church or Kindred Body:

All persons who take part in the management or have a right to vote in the affairs of the body must be required to signify in writing their adherence to the Seven Principles.
- (3) The National Executive Committee shall from time to time approve and publish Rules for Churches prepared so as to comply with the Bye-laws.
- (4) All affiliated bodies and their members shall be bound by these Articles and by the Bye-laws in the same manner as if they were members of the Union.
- (5) The books, accounts and vouchers of any affiliated body shall be open to the inspection of the auditors of the Union and of any other accountant or qualified person appointed by the National Executive Committee for the purpose in any particular case, when so requested by the affiliated body or by members thereof, upon such conditions as may be prescribed in the Bye-laws.
- (6) A member of the National Executive Committee, an Officer of the appropriate District Council, the General Secretary, and any other representative of the Union whose credentials are authenticated by a member of the National Executive Committee or by the General Secretary or by an officer of the appropriate District Council, shall be entitled to attend and speak at any general meeting of an affiliated body.
- (7) The National Executive Committee may, after consultation with any District Council concerned, determine, in the case of any Mission Church or Kindred Body, whether or not its members or any of them are to be treated for the purpose of these Articles and the Bye-laws as full members of the body; and, in the case of a Kindred Body, may also determine after such consultation whether or not its

accredited representatives (if any) under Article 14 are, as Class C members, to have the rights and privileges, or such of them as may be specified, equal to those of Class A members under all or any of these Articles; and may from time to time vary any such determination in consequence of any material change in circumstances.

Provided that:

- (i) Every person so treated as a full member and every person whose membership is taken into account in determining the number of accredited representatives to which the body is entitled shall have signified in writing his adherence to the Seven Principles, and
- (ii) Every person whose membership is taken into account in determining the number and selection of accredited representatives to which the body is entitled shall have a right to participate either directly or indirectly in the nomination, election or removal of such accredited representative on a basis of equality with other such persons.
- (iii) Any determination of the National Executive Committee hereunder or any subsequent variation thereof shall be open to revision by any general meeting held within thirteen months after such decision, and the National Executive Committee shall give effect to any direction thereon given by the meeting. Subject to any direction and such conditions as may be prescribed in the Bye-laws, every such decision of the National Executive Committee shall be final.

7. **Associated Bodies**

A society or other body of persons (whether incorporated or not) shall be eligible to become an Associated Body if its objects are such as to promote those of the Union, subject to such conditions as may be prescribed in the Bye-laws.

8. **Application for Membership, etc.**

- (1) Every person who is for the time being a full member of a Church and is not a Class B member shall be eligible to be a Class D member and shall be registered as such by the Church with the General Secretary upon request by the member. Registration shall be in such form as may from time to time be prescribed by the National Executive Committee. No person whose Class B membership has been terminated by the National Executive Committee pursuant to Article 16 other than on the grounds of overdue subscription shall be eligible to be a Class D member.
- (2) An application for acceptance into Class B membership, junior associateship, affiliation or association shall be made to the General Secretary in such form as may from time to time be prescribed by the National Executive Committee and shall contain such information as the National Executive Committee may reasonably require.
- (3) Every applicant for election to Class B membership must be over the age of 18 and shall be required to signify in writing his adherence to the Seven Principles, and the application must be accompanied by one year's subscription.
- (4) Every applicant for election as a junior associate must have reached his 14th but not his 18th birthday and shall be required to sign a declaration of his or her desire to serve God and the Spirit World.

- (5) Every application for acceptance into affiliation as a Church must be accompanied by at least one calendar quarter's subscription.
- (6) All applications shall be submitted to the National Executive Committee, who may accede to, defer or reject any application without explanation:

Provided that:

- (i) no application shall be considered at any meeting of the National Executive Committee unless a majority of the National Executive Committee members present is satisfied that sufficient notice of the application has been given; and
- (ii) the decision of the National Executive Committee on any application shall, if so requested by any member present, be taken by ballot, in which case two adverse votes in five shall reject.

- (7) An application for affiliation may be accepted on a provisional basis, on condition that all the conditions prescribed in Article 6 and in the Bye-laws are complied with within a period not exceeding six months and subject to review at the end of that period. A body accepted on this basis shall not be entitled to appoint any accredited representatives under Article 14 during such period.
- (8) An application for Class B membership may be accepted on a provisional basis for not less than twelve months, on condition that all the conditions prescribed in Article 8 and in the Bye-laws are complied with within that period. A Class B member accepted on this basis shall not be entitled to exercise a right to vote during such period.
- (9) When an application is rejected, any subscription already paid shall be refunded.
- (10) The decision of the National Executive Committee on any application shall be open to revision by any general meeting held within thirteen months after such decision, and the National Executive Committee shall give effect to any direction thereon given by the meeting. Subject to any such direction and to such conditions as may be prescribed in the Bye-laws, every such decision of the National Executive Committee shall be final.
- (11) Upon being accepted into Class B membership, junior associateship, affiliation or association, as the case may be, each Class B member, junior associate, affiliated body and Associated Body shall be issued with up-to-date copies of the Memorandum and Articles of Association and Bye-laws of the Union.

9. Subscriptions

- (1) Each Class B member, each junior associate, each affiliated body and each Associated Body shall be liable to pay to the Union an annual subscription of amount provided for in this Article. The first subscription shall be payable on acceptance into membership, affiliation or association, and subsequent subscriptions shall be payable on such dates as may be prescribed in the Bye-laws. The Bye-laws may make provision for payment by instalments.
- (2) The minimum annual subscription of a Class B member shall be of such amount as may be decided from time to time by resolution (of which notice shall have been given as for a special resolution) passed by a two thirds majority of the Class B members present and voting at a general meeting of the Union and having the consent of the National Executive Committee, and the subscription of a Class B

member who is also a Church member may be lower than that of other Class B members:

Provided that no person who was a Class B member on the 1st of July 1950 and has remained a Class B member continuously since that date shall be obliged to subscribe more than twenty-five pence annually unless he agrees in writing to do so.

Until otherwise decided as aforesaid, the amount shall be three pounds.

- (3) The minimum annual subscription of a junior associate shall be of such amount as may be decided from time to time by the National Executive Committee, not exceeding one half of the amount payable by a Class B member.
- (4) The minimum annual subscription of a Church shall be of such amount and shall be calculated on such basis (having regard to the membership of the Church) as may be decided from time to time by resolution (of which notice shall have been given as for a special resolution) passed by a two thirds majority of the Class A members present and voting at a general meeting of the Union. Until otherwise decided as aforesaid, the amount shall be fifty-five pence in respect of each full member of the Church at the 31st December in the preceding year, or (for the year in which it is accepted into affiliation and for the following two years) such lower amount as the National Executive Committee may decide.
- (5) The first subscription of a Class B member or a Church shall be a full year's subscription except that a Church which is accepted into affiliation on or after the 1st April in any year shall pay for that year a reduced subscription calculated pro rata from the first day of the calendar quarter in which it was accepted.
- (6) The annual subscription of a Mission Church, Kindred Body or an Associated Body shall be of such amount as may from time to time be decided in each case by the National Executive Committee, having regard to the basis that applies to Churches.
- (7) The National Executive Committee may in any case of hardship reduce the amount of subscription.
- (8) When any subscription has been overdue for two months or more, notice of the fact may be given by post to the member or Body concerned. If the subscription has not been paid within two months after the service of such notice, a second notice may be sent intimating that if payment is not made within a further fourteen days all rights and privileges of membership, affiliation or association (as the case may be) will be suspended. If payment is not made in accordance with such notice, such rights and privileges shall be suspended accordingly, subject to restoration on such conditions as the National Executive Committee may decide in each case.

10. Branches

Branches of the Union may be set up and dissolved from time to time. The constitution, functions, powers and responsibilities of each Branch shall be prescribed in the Bye-laws or by resolution of the National Executive Committee after consultation with the Council.

11. The Spiritualists' Lyceum Union

- (1) There shall be a Branch called the Spiritualists' Lyceum Union, with the special

responsibility for the education and training of the young and such other functions and responsibilities as may be prescribed in the Bye-laws or by resolution of the National Executive Committee after consultation with the Lyceum Central Committee.

- (2) The constitution and powers of the Spiritualists' Lyceum Union shall be prescribed in the Bye-laws, which shall in particular make provision for:-
 - (a) the acceptance into membership of lyceums and other organisations for adults and children and of individual subscribers;
 - (b) the holding of annual Lyceum conferences; and
 - (c) the establishment of a Central Committee and of Lyceum District Councils.
- (3) All property and funds from time to time given or subscribed to and for the express benefit of the Spiritualists' Lyceum Union shall (together with the property and funds transferred to the Union by the British Spiritualists' Lyceum Union upon its amalgamation with the Union or its equivalent) be held by the Union upon trust to be applied for the purpose of the Spiritualists' Lyceum Union in accordance with these Articles and the Bye-laws as from time to time in force.

12. District Councils

- (1) The Churches shall be grouped into District Councils by the National Executive Committee, who may from time to time vary such grouping after consultation with the Council.
- (2) Each District Council shall consist of not less than fifteen Churches, together with such other persons or bodies as may be admitted in accordance with the Bye-laws. The Bye-laws shall include provisions for the conduct of meetings of District Councils and the election of officers and committees.
- (3) The District Councils and their officers and committees shall have such functions, powers and responsibilities as may be prescribed in the Bye-laws or otherwise delegated to them by the National Executive Committee. In the exercise of their functions, powers and responsibilities, they shall conform to such regulations and directions as may from time to time be imposed either generally or specially by the National Executive Committee.

13. Finance of District Councils

- (1) District Councils shall, subject to the conditions prescribed in the Bye-laws, have control over their own finance, notwithstanding that their property and funds (except where vested expressly upon separate trusts) form part of the assets of the Union.
- (2) Subject to such conditions as may be prescribed in the Bye-laws the Union shall from time to time pay to each District Council such proportion of the subscription paid by the Churches comprising the District Council as may be determined by or under the Bye-laws, and such proportion of the subscription paid by Class B members allocated to the District Council as may be so determined.

14. Accredited Representatives

- (1) Churches, Kindred Bodies, Branches and District Councils shall be entitled to accredited representatives on the basis of the following provisions:-

- (a) Churches shall be entitled to accredited representatives (in these Articles called "Class A members") in each year on the basis of the number of full members in membership on the 31st December of the preceding year as follows:-
 - (i) A church with not less than 13 and not more than 75 full members may have one Class A member.
 - (ii) A church with more than 75 full members may have one Class A member for every 50 full members; if the excess over the next lower multiple of 50 is 26 or more it shall for this purpose be counted as 50, and if it is 25 or less, it shall be ignored.
- (b) A Kindred Body shall be entitled to such number (if any) of accredited representatives (in these Articles called "Class C members") as may from time to time be decided in each case by the National Executive Committee.
- (c) A Branch of the Union shall be entitled to such number (if any) of accredited representatives as may from time to time be decided in each case by the National Executive Committee.
- (d) A District Council shall be entitled to one accredited representative for every 1,500 full members of Churches in the District Council as shown in the last published annual report of the Union; for this purpose any incomplete fraction of 1,500 shall be counted as 1,500.
- (e) Every accredited representative must be a full member of the Church or other body which he represents, except that an accredited representative of a District Council must be a full member of one of the Churches in the District Council, and a Class B member.
- (f) Accredited representatives may be elected and removed from office in such manner as may be determined by or under the constitution of the Church or other body electing them. Any such election or removal shall not be effective until written notice thereof (authenticated in such manner as the National Executive Committee may require) has been received by the General Secretary.
- (g) An accredited representative may, subject to such conditions as may be prescribed in the Bye-laws by instrument in writing, appoint another duly-qualified person as his proxy to attend and vote and use his credential card at any meeting of the Union. A proxy so appointed shall, at and in relation to that meeting, have all the rights of the accredited representative appointing him (but without prejudice to the exercise of such rights by the accredited representative in person), and accordingly in these Articles, where the context admits, any reference to an accredited representative or to a member, Class A member or Class C member, shall be construed as including a reference to a proxy so appointed. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I,
"of,
"a member of,
"hereby appoint,

"of,
"and failing him,
"of,
"to vote for me and on my behalf at the (Annual
"or Extraordinary or Adjourned, as the case
"may be) General Meeting of the Association to
"be held on the day of
"and at every adjournment thereof.
"As witness my hand this day of 19 ."

(h) No person may at the same time represent (either as accredited representative or as proxy) more than one Church or other body; no accredited representative may be a proxy for another, and no person may be a proxy for more than one accredited representative. No member of the National Executive Committee or Council may be an accredited representative or proxy.

(2) The Church or other body electing an accredited representative shall be responsible for any financial obligations to the Union incurred by him in that capacity, and such responsibility shall continue notwithstanding that the office of accredited representative may for the time being be vacant.

15. Credential Cards

(1) Credential cards, valid for such periods as may be prescribed in the Bye-laws, shall be issued upon fulfilment of the following conditions:-

- (a) In the case of a Class A member, the payment by his Church of all its outstanding subscriptions, the submission of the prescribed annual return duly completed, and the fulfilment of such other conditions as may be prescribed in the Bye-laws.
- (b) In the case of a Class B member, the payment of all his outstanding subscriptions.
- (c) In the case of a Class C member, the payment by the Kindred Body which he represents of all its outstanding subscriptions and the fulfilment of such other conditions as may have been agreed with the National Executive Committee.
- (d) In the case of a Class D member, the payment of all his outstanding Church subscriptions.
- (e) In the case of a Branch of the Union, the fulfilment of such conditions as may from time to time be laid down by the National Executive Committee.
- (f) In the case of a District Council, the receipt by the General Secretary of its audited statement of accounts for the preceding year, and such other information as may be prescribed in the Bye-laws.
- (g) In the case of a member of the Council or National Executive Committee, the declaration of his election or appointment or continued membership of these bodies.

(2) Credential cards shall be issued by the General Secretary, except those for Class D members, which shall be issued by the appropriate Church.

16. Termination of Membership, etc.

(1) A Class A member or Class C member shall cease to be such upon the occurrence of any of the following events, namely:-

- (a) Death.
- (b) Receipt by the General Secretary of written notice of resignation.
- (c) Receipt by the General Secretary of written notice (authenticated in such manner as the National Executive Committee may require) of his removal from office or of the election of a successor.
- (d) Cessation of affiliation of the Church or Kindred Body which elected him.
- (e) Cessation of the entitlement to an accredited representative of the Church or Kindred Body which elected him. In a case where the number of accredited representatives to which a Church or Kindred Body is entitled is reduced the representative last elected shall cease to be a member.
- (f) Resolution of the National Executive Committee pursuant to paragraph (7) of this Article.

(2) A Class B member or junior associate shall cease to be such upon the occurrence of any of the following events, namely:-

- (a) Death.
- (b) Receipt by the General Secretary of written notice of resignation.
- (c) Resolution of the National Executive Committee pursuant to paragraph (7) of this Article.
- (d) In the case of a junior associate, becoming a Class B member or the expiry after attaining the age of 18 years of the period in respect of which the subscription has been paid.

(3) A Class D member shall cease to be such upon the occurrence of any of the following events, namely:-

- (a) Death.
- (b) Loss of the qualifications which entitled him to membership.
- (c) Receipt by the General Secretary of written notice of resignation.
- (d) Resolution of the National Executive Committee pursuant to paragraph (7) of this Article.
- (e) Becoming a Class B member.

(4) An affiliated body shall cease to be in affiliation upon the occurrence of any of the following events, namely:-

- (a) Dissolution.
- (b) Resolution of the National Executive Committee pursuant to paragraph (7) of this Article.

(5) An Associated Body shall cease to be in association upon the occurrence of any of the following events, namely:-

- (a) dissolution;
- (b) withdrawal in accordance with the Bye-laws;
- (c) resolution of the National Executive Committee, pursuant to paragraph

(7) of this Article.

- (6) If at any time the number of full members of a Church shall be reduced to twelve or less, that Church shall thereafter have the status of a Mission Church, subject to restoration when the number once again exceeds twelve.
- (7) The National Executive Committee may by resolution terminate the membership or junior associateship of any person or the affiliation or association of any body, as the case may be, in any of the following circumstances, namely:-
 - (a) If the annual subscription of any person (being a Class B member or junior associate) or of such body, as the case may be, is twelve months or more overdue.
 - (b) If so recommended by a tribunal or arbitrator appointed in pursuance of Article 54 or of the Bye-laws to consider a dispute or complaint directly involving the person or body.
 - (c) If in the opinion of the National Executive Committee either:-
 - (i) such person no longer adheres to the Seven Principles, or such body is no longer an effective organisation or no longer satisfies the requirements for eligibility for affiliation or association; or
 - (ii) the continued membership or junior associateship of such person or the continued affiliation or association of the body with the Union will be harmful or potentially harmful to the Union for the furtherance of its objects; or
 - (iii) the conduct of such person or affiliated or associated body constitutes serious misconduct harmful or potentially harmful to Spiritualism, to the Union, or to an affiliated or associated body or Branch or district council thereof.

Provided that:-

- (i) A resolution passed in pursuance of sub-paragraph (c) hereof shall be effective only if supported by three-fourths of the number of members present and the person or body concerned has been given:-
 - (a) not less than twenty working days' notice of the date, time and place of the meeting of the National Executive Committee at which the resolution is to be put and of the grounds therefor, together with reasons and supporting evidence;
 - (b) the opportunity to make written representations thereon within that period; and
 - (c) the opportunity to make oral representations thereon at such meeting of the National Executive Committee.
- (ii) Any resolution under this Article shall take effect forthwith but shall be open to revision by any general meeting held within thirteen months after the date of such resolution and the National Executive Committee shall give effect to any direction thereon given by the meeting.

(8) The termination of membership, junior associateship, affiliation or association from any cause shall not affect:-

- (a) The right of the Union to enforce payment of debts and the fulfilment of other obligations incurred before the date of termination; or
- (b) The jurisdiction of any tribunal or arbitrator in any matter which arises out of events prior to the date of termination.

MEETINGS

17. Annual General Meetings

- (1) The annual general meeting of the Union shall be held each year in the month of July or at such other date as may be decided by the National Executive Committee, provided that one annual general meeting is held in each calendar year and that the date is not more than 15 calendar months from the date of the previous annual general meeting.
At such meeting a statement of the accounts of the Union and a report of the work of the Union for the year ended on the preceding 31st December shall be submitted to the members together with an interim report covering the six months immediately prior to such meeting.
- (2) Whenever possible the annual general meeting shall be followed immediately by a national consultative conference. The programme and procedure of such conferences shall be decided by the National Executive Committee.

18. Extraordinary General Meetings

The National Executive Committee may, whenever they think fit, convene an extraordinary general meeting, and shall convene such a meeting on a requisition, stating the purpose for which the meeting is desired, and signed by members of the Union representing not less than one tenth of the total voting rights of all the members having at the date of the requisition a right to vote at general meetings of the Union. In default, such a meeting may be convened in such a manner as is provided in section 132 of the Act.

19. Notice of Meetings

- (1) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Union other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least.
- (2) 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 hour of meeting. It shall be accompanied by an agenda and, in the case of an annual general meeting, by a copy of the statement of accounts, and of the annual report to be submitted.
- (3) Such notice shall be given in the manner mentioned in Article 48 to every Class B and Class D member, junior associate, affiliated and associated body, Branch and district council and to the auditors; but the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any such person or body

shall not invalidate the proceedings at that meeting.

20. Business of Meetings

- (1) The agenda of every annual general meeting shall include the consideration of the statement of accounts and of the reports of the National Executive Committee and Council and of the auditors, the declaration of election of President and Vice-President, the appointment (if required) and the fixing of the remuneration of the auditors and the election of an elective auditor.
- (2) The General Secretary shall place on the agenda any motion of which notice is given to him by any Class B member, affiliated body, Branch or District Council or by the National Executive Committee or Council of the Union, subject to such reasonable restrictions as to form, length of notice and otherwise as may be prescribed in the Bye-laws.
- (3) At an extraordinary general meeting no business shall be transacted other than that specified in the agenda. At an annual general meeting business other than that specified in the agenda may be transacted unless the Chairman decides that by reason of the nature of its subject-matter no vote ought to be taken thereon until notice has been given to the National Executive Committee or to all Class B members, affiliated bodies, Branches and district councils.

21. Quorum for Meetings

- (1) No business shall be transacted at any general meeting unless a quorum of members entitled to vote at that meeting is present at the time when the meeting proceeds to business; 20 such members present in person (or in the case of Class A or Class C members, by proxy), of whom not less than 10 are Class A members, shall be a quorum.
- (2) If within an hour from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned for such a period not exceeding two hours as may be agreed on by a majority of those present and entitled to vote. If on re-assembling a quorum is still not present, the meeting shall be from time to time further adjourned to such time or times on the same day as may be similarly agreed upon. Should a quorum not be present on the final re-assembly, the Officers shall issue notices reconvening the meeting at a later date. If within an hour from the time appointed for the meeting on such later date a quorum is not present, if convened upon the requisition of members, it shall be dissolved, and in any other case the members present and entitled to vote shall be a quorum.

22. The Chair

- (1) The President of the Union shall preside as chairman at every general meeting, unless he is absent or unwilling, in which event the members of the National Executive Committee who are present shall choose one of their number to be chairman of the meeting.
- (2) If at any meeting no member of the National Executive Committee is willing to act as chairman or if no member of the National Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman of the meeting.
- (3) Notwithstanding the foregoing sub-paragraph (2), the National Executive Committee, or in case of emergency the Officers, may appoint from the Class B

members having not less than six years' such membership immediately preceding the date of appointment a chairman for any general meeting if such a course is deemed expedient by a majority of the National Executive Committee or of the Officers, as the case may be.

23. Adjournment

The chairman may (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.

24. Right to Vote

(1) Subject to the provisions of this Article, every member shall have one vote.

(2) The following provisions shall have effect:-

- (a) Every member of the National Executive Committee and Council and every accredited representative of a Branch or District Council shall (subject to the following provisions hereof) have one vote in addition to the persons entitled under paragraph (1).
- (b) On a show of hands, in a ballot at a meeting and in a postal vote an accredited representative who is also a Class B member and a member of the National Executive Committee or Council who is also a Class B member may vote under both qualifications.
- (c) On a show of hands, in a ballot at a meeting, in a postal vote on a resolution or for the election of President or Vice-President each vote cast by an accredited representative shall be calculated as five votes.
- (d) Only Class A, Class B and Class C members may vote upon an extraordinary resolution or special resolution.
- (e) Class D members shall not be entitled to vote.

- (3) The Chairman of a general meeting may, at the instance of not less than ten Class A and/or Class C members, declare that any particular resolution proposed to be put to the meeting is one which concerns Churches only, and upon such declaration being made only Class A and Class C members shall be entitled to vote upon the resolution
- (4) The Chairman of a general meeting may, at the instance of not less than ten Class B members, declare that any particular resolution proposed to be put to the meeting is one which concerns Class B members only, and upon such declaration being made only Class B members shall be entitled to vote upon the resolution.
- (5) The right to vote shall be conditional upon the holding and (in the case of voting at a meeting) the production of a current credential card or of proof (to the satisfaction of the chairman) of the right to hold such a card.
- (6) In the case of equality of votes, whether on a show of hands, a ballot or a postal vote, the chairman of the meeting at which the show of hands or ballot takes place, or the resolution which is the subject of the postal vote was passed, shall be entitled to a second or casting vote.

25. Voting at Meetings

(1) In any voting at a general meeting the question shall be decided by the votes of those present and voting; proxies shall be permitted only as prescribed in Article

14.

(2) Voting shall be by show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded by the chairman, or:-

- (a) if the question is the election of the chairman of the meeting or the adjournment of the meeting, by a majority vote of those present and voting; or
- (b) on any other question, by not less than five persons having the right to vote at the meeting or by a member or members representing one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(3) Unless a ballot be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a specified majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a ballot may be withdrawn.

(4) A ballot demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

(5) A ballot demanded on any other question shall be taken in such manner as the chairman may direct, and the result shall be declared before the conclusion of the meeting. Any business other than that upon which a ballot has been demanded may be proceeded with pending the taking of the ballot and the declaration of the result thereof.

26. Postal Votes

(1) The operation of any resolution carried by less than a two thirds majority at a general meeting shall be subject to confirmation by a simple majority on a postal vote of the persons having the right to vote at the time of the meeting on such resolution if:-

- (a) within three days from the date of the conclusion of the meeting a notice in writing signed by five persons having the right to vote at the time of the meeting on such resolution and intimating intention to obtain signatures to a requisition for such a postal vote is received by the General Secretary; and
- (b) Within six weeks from the date of the conclusion of the meeting a requisition for such postal vote, signed by not less than fifty persons having the right to vote at the time of the meeting on such resolution, of whom not less than thirty are Class A and/or Class C members, is received by the General Secretary.

(2) The operation of any resolution carried at a general meeting at which less than fifty members are present, or at which less than twenty-five Class A and Class C members are present, shall be subject to confirmation by a sufficient majority on a postal vote of the persons having the right to vote at the time of the meeting on such resolution, unless either:-

- (a) the precise terms of the resolution were included in the agenda accompanying the notice of the meeting; or

- (b) it is decided by the unanimous vote of those present at the next meeting of the National Executive Committee that such a postal vote is unnecessary.
- (3) Postal votes shall be taken in such manner and at such time (subject to any relevant provisions of the Bye-laws) as the Officers direct, and the result of the vote shall be deemed to be the resolution of the meeting from which the vote originated.
- (4) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a postal vote, but not to vote thereon.

NATIONAL EXECUTIVE COMMITTEE

27. Composition of the National Executive Committee

- (1) The direction of the affairs of the Union shall be administered by a National Executive Committee consisting of such Officers and such number of other members as is hereinafter provided. This National Executive Committee shall meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (2) The following provisions as to the number and method of appointment of members of the National Executive Committee shall have effect until amended or replaced by resolution (of which notice shall have been given as for a special resolution) passed by a two thirds majority of those present and voting at a general meeting of the Union:-
 - (a) The National Executive Committee shall consist of:-
 - (i) Four Officers, namely, the President, the Vice-President (Administrative), the Vice-President (Spiritual) and the Treasurer of the Union;
 - (ii) The Chairmen of such Standing Committees as may be provided for in the Bye-laws;
 - (iii) such other Ordinary Members as may be provided for in the Bye-laws;
 - (iv) the Council Member to the National Executive Committee.
 - (b) The President and Vice-Presidents shall be elected from among Class B members who are full members of affiliated bodies. They shall be elected in alternate years, the President in one year, the Vice-Presidents in the alternate year, each serving for a term of two years. The election shall be by postal vote of eligible Class A, B and C members.
 - (c) The Treasurer shall, subject to the provisions of sub-paragraph (f) below, be appointed annually by the continuing or incoming President and Vice-Presidents as the case may be, in consultation with the outgoing President or Vice-Presidents, from among Class B members who are full members of affiliated bodies and have been duly nominated for this office.
 - (d) The Chairmen of the Standing Committees shall, subject to the provisions of sub-paragraph (f) below, be appointed annually by the continuing or incoming Officers of the Union as the case may be, in consultation with the outgoing Officers, from among Class B members who are full members of affiliated bodies and have been duly nominated

for these offices. None of the Chairmen of the Standing Committees shall be members of the Council.

- (e) Ordinary Members shall be appointed annually by the National Executive Committee from among Class B members who are full members of affiliated bodies. None of the Ordinary Members shall be members of the Council.
- (f) The Council Member to the National Executive Committee shall be elected annually by the members of the Council from among National Councillors other than the Officers of the Union.
- (g) If in respect of any office which is subject to appointment by the President and Vice-Presidents or Officers a vacancy remains unfilled at the end of three months from the conclusion of the annual general meeting at which the vacancy arose, it shall be filled by the National Executive Committee by co-option of a qualified member whether or not nominated.

(3) No person shall hold at any time both the office of President and Vice-President. If a person is nominated for both positions he shall notify the General Secretary in writing which position he decides he will hold in the event of him being elected to both positions, and failing such notification being received within ten days of the notification of nomination he shall be deemed to have decided to hold the office of President.

(4) No person shall be disqualified for being or becoming a member of the National Executive Committee by reason of his attaining or having attained the age of seventy years or over.

THE COUNCIL

28. Composition of the Council

- (1) The National Executive Committee shall be advised by a Council consisting of such number of National Councillors as is hereinafter provided.
- (2) The following provisions as to the number and method of appointment of National Councillors shall have effect until amended or replaced by resolution (of which notice shall have been given as for a special resolution) passed by a two thirds majority of those present and voting at a general meeting of the Union:-
 - (a) The National Councillors shall consist of:-
 - (i) the Officers of the Union;
 - (ii) a representative from each District Council;
 - (iii) a representative from the Spiritualists' Lyceum Union; and
 - (iv) a Class B representative.
 - (b) Each District Council National Councillor shall be elected by District Council members in general meeting and shall hold office for such period (not exceeding two years) as may be prescribed in the Bye-laws.
 - (c) The Lyceum National Councillor shall be appointed by the Central Committee of the Spiritualists' Lyceum Union and shall hold office for such period (not exceeding two years) as may be prescribed in the Bye-laws.

- (d) The Class B National Councillor shall be elected from among themselves by a postal vote of Class B members and shall hold office for such period (not exceeding two years) as may be prescribed in the Bye-laws.
- (e) In this Article the expression "year", in relation to a period beginning with an Annual General Meeting, means the period ending with the close of the Annual General Meeting in the following year.

ADMINISTRATION

29. Qualifications for Office

Subject to the provisions of these Articles, the qualifications and conditions of eligibility for the several positions on the National Executive Committee and Council, the procedure governing nomination of candidates and the conduct of elections, the filling of vacancies and the duties and functions of members of the National Executive Committee and Councillors shall be prescribed in the Bye-laws.

30. Vacation of Office

- (1) Except as may be provided in the Bye-laws, the retiring members of the National Executive Committee or Councillors shall vacate office and the persons elected or appointed shall take office from the conclusion of the annual general meeting.
- (2) The persons holding office at the date of the adoption of these Articles shall continue to hold their respective offices until the close of the periods for which they were last elected or appointed.

31. Cessation of Membership of the National Executive Committee or Council

The office of a member of the National Executive Committee or Council shall be vacated:-

- (a) if for any reason he loses the qualifications which entitled him to be elected; or
- (b) if by notice in writing to the Union he resigns; or
- (c) if he becomes of unsound mind; or
- (d) if a resolution of which special notice has been given in accordance with section 142 of the Act has been passed at a general meeting removing him from office; or
- (e) if he accepts or continues to hold a post which has been declared under Article 39 to be incompatible with the office; or
- (f) if he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1976; or
- (g) if he is directly or indirectly interested in any contract with the Union and fails to declare the nature of his interest in manner required by section 199 of the Act; or
- (h) if a receiving order is made against him or he makes any arrangement or composition with his creditors.

32. Vacancies in the National Executive Committee or Council

- (1) A casual vacancy in the National Executive Committee or Council may be filled either by holding an election or by appointment as may be prescribed in the Bye-laws.

- (2) The continuing members of the National Executive Committee or Council may act notwithstanding any vacancy in it so long as a quorum can be obtained.
- (3) If a quorum is not obtainable, the continuing members of the National Executive Committee or Council may act for the purpose of filling any vacancy by arranging for elections or appointments as appropriate to fill vacancies, or of summoning a general meeting of the Union, but for no other purpose.
- (4) A person chosen to fill any vacancy shall vacate office on the date on which the person he replaced was due to vacate office.

33. Powers of the National Executive Committee and Council

The National Executive Committee may exercise all such powers and do all such things as may be exercised or done by the Union which are not in these Articles or by statute expressly directed or required to be exercised or done by the Union in general meeting, subject nevertheless to the provisions of any statute and of these Articles and to any regulations (being not inconsistent with the aforesaid provisions) as may from time to time be prescribed by resolution of the Union in general meeting; but no regulations so made shall invalidate any prior act of the National Executive Committee which would have been valid if that regulation had not been made.

34. Attorney

The National Executive Committee may not at any time by power of attorney appoint any company, firm or person or body of persons to be the attorney or attorneys of the Union for any purpose.

35. Meetings of the National Executive Committee and Council

- (1) The Council shall meet for the despatch of business not less than twice annually.
- (2) The Officers may, and the General Secretary on the direction of the Officers shall, at any time summon a meeting of the National Executive Committee or Council.
- (3) The President shall preside as chairman at every meeting of the National Executive Committee or Council, unless he is absent or unwilling to preside, in which event the Vice-President (Administrative) shall preside, unless he also is absent or unwilling, in which event the Vice-President (Spiritual) shall preside, unless he also is absent or unwilling, in which event the members of the National Executive Committee or Councillors present shall choose one of their number to be chairman of the meeting.
- (4) Questions arising at any meeting shall, except where otherwise provided in these articles or in the Bye-laws, be decided by a majority of votes of those present and voting. In the case of an equality of votes the chairman shall have a second or casting vote.

36. Quorum for National Executive Committee and Council Meetings

The quorum necessary for the transaction of the business of the National Executive Committee may be fixed by the National Executive Committee, but shall not be less than the smallest number constituting a majority of its members, including two Officers. The quorum necessary for the transaction of business of the Council shall be ten, including two Officers.

37. Validity of Acts of the National Executive Committee

All acts done by any meeting of the National Executive Committee or of a committee

appointed by the National Executive Committee or of any Branch or District Council or any committee thereof, or by any person acting as a member of the National Executive Committee or member of such committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the National Executive Committee, member of committee or other 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 qualified.

38. Resolutions by Correspondence

A resolution in writing signed by all the members of the National Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the National Executive Committee duly convened and held. If no reply is received by the General Secretary from any member within fourteen days after the giving to him by the General Secretary of a notice specifying the proposed resolution, the signature of such member shall not be required to make such resolution effective, provided always that it is actually signed by a sufficient number of members to form a quorum.

39. Functions of Members of the National Executive Committee

The National Executive Committee may from time to time allocate responsibilities and functions to Officers and members and may in particular determine in the case of any post (paid or unpaid) under the Union or a Branch or District Council, or any company, trust, fund or other body or institution which is under the control of the Union or a Branch or District Council, whether it is compatible with the office of and may be held by a member of the National Executive Committee.

40. Cheques, etc.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Union, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the National Executive Committee shall from time to time by resolution determine.

41. Minutes

The National Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all elections and appointments made by the National Executive Committee or by postal votes conducted by or under the authority of the National Executive Committee;
- (b) of the names of the members present at each meeting of the National Executive Committee and Council and of any committee appointed by the National Executive Committee;
- (c) of all resolutions and proceedings at all meetings of the Union and of the National Executive Committee and Council and of committees appointed by the National Executive Committee;
- (d) of all resolutions passed otherwise than at a meeting, by virtue of any provisions of these Articles or of the Bye-laws.

42. General Secretary and Staff

- (1) Subject to sections 21 and 22 of the Companies Act 1976 the General Secretary of

the Union shall be appointed by the National Executive Committee for such term, at such remuneration, and upon such conditions as are consistent with the provisions of clause 4 of the Memorandum of Association, but otherwise as they may think fit; and any Secretary so appointed may be removed by them. The National Executive Committee may likewise appoint and remove, or authorise the appointment and removal of, such other officers and servants as they may think fit.

- (2) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the National Executive Committee and the General Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the National Executive Committee and as, or in place of, the General Secretary.
- (3) Anything required or authorised to be done by or to the General Secretary may, if the office is vacant or there is for any other reason no General Secretary capable of acting, be done to or by any assistant or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Union authorised generally or specially in that behalf by the National Executive Committee.

43. The Seal

The National Executive Committee shall provide for the safe custody of the Seal of the Union, which shall be used only by the authority of the National Executive Committee. Every instrument to which the Seal shall be affixed shall be signed by one member of the National Executive Committee and countersigned by the General Secretary.

44. Expenses of National Executive Committee, Council, and others

Every person who incurs expense in:-

- (a) attending a meeting of the National Executive Committee or Council or of a committee appointed by the National Executive Committee or by the Union; or
- (b) carrying out the duties of his office; or
- (c) performing any work delegated to him by the National Executive Committee

shall have refunded to him the reasonable expenses so incurred.

The National Executive Committee may, if it thinks fit, charge to the funds of a District Council or Branch of the Union, or to any funds held in trust or managed by the Union, any portion of such expenses which has been incurred in connection with the work of such District Council, Branch or fund.

ACCOUNTS

45. Keeping of Accounts

The National Executive Committee shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

46. Place Where Accounts to be Kept

- (1) The accounting records shall be kept at the registered office of the Union or subject to section 12(6) and (7) of the Companies Act 1976 at such other place or

places as the National Executive Committee think fit, and shall always be open to the inspection of members of the National Executive Committee.

- (2) The National Executive Committee shall from time to time determine whether and at what times and places under what conditions and regulations the accounts and books of the Union or any of them shall be open to the inspection of members (not being officers of the Union), and no member (not being an officer) shall have any right of inspecting any account or book or document of the Union, except as conferred by statute or authorised by the National Executive Committee or by the Union in general meeting.
- (3) The members of the National Executive Committee shall from time to time in accordance with sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and printed and to be laid before the Union in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- (4) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Union in general meeting, together with a copy of the auditors' report and the report of the National Executive Committee, shall not less than 21 days before the date of the meeting be sent to every Class B and Class D member of the Union, affiliated and associated body, Branch and district council and to the auditors and every holder of debentures of the Union.

47. Auditors

- (1) At every annual general meeting auditors shall be appointed in accordance with section 161 of the Act, section 14 of the Companies Act 1967 and sections 13 to 18 of the Companies Act 1976, the members of the National Executive Committee being treated as the Directors mentioned in those sections, to hold office as professional auditor or auditors from the conclusion of that, until the conclusion of the next, annual general meeting.
- (2) In addition to the professional auditors there shall be two honorary elective auditors, who shall be elected at the annual general meeting (one in each year) and shall hold office for two years. Their qualifications, functions and duties, and the procedure governing their nomination for office and election shall be prescribed in the Bye-laws.
- (3) No member of the National Executive Committee, no Councillor, no servant of the Union or of any Branch or District Council, and no partner or employee of any such person shall be qualified for appointment or election as auditor.
- (4) The National Executive Committee may fill any casual vacancy in the office of auditor, but while any such vacancy continues, the surviving or continuing auditor or auditors, if any, may act.
- (5) The remuneration of the professional auditors shall be fixed by the Union in general meeting or in such manner as the Union in general meeting may decide, but the remuneration of a professional auditor appointed by the National Executive Committee or by the Secretary of State may be fixed by the National Executive Committee or by the Secretary of State, as the case may be. For this purpose any sums paid by the Union in respect of professional auditors' expenses shall be deemed to be included in the expression "remuneration".
- (6) Every auditor of the Union shall have a right of access at all times to the books, accounts and vouchers of the Union and of any Branch or District Council, and

shall be entitled to require such information and explanation as he thinks necessary for the performance of the duties of the auditors. Such right shall extend to any duly-appointed agent of the professional auditors.

(7) The professional auditors shall make a report to the members as required by the Companies Acts and the elective auditors shall make such report to the members as the circumstances may require.

NOTICES

48. Notices by and to the Union

- (1) A notice may be given by the Union to any member or junior associate by addressing it to him at his address as appearing in the register of members, and leaving it thereat or sending it through the post in a prepaid letter or giving it using electronic communications to an address for the time being notified to the Union by the member or junior associate as the case may be.
- (2) A notice may be given by the Union to a Church or other body by addressing it to its secretary or other appropriate officer, either by name (as appearing in the Union's register of Churches and other bodies) or by his office, and either at his own address (as appearing in the said register) or at the address of the Church or other body, and leaving it thereat or sending it through the post in a prepaid letter or giving it using electronic communications to an address for the time being notified to the Union by the secretary or other officer as the case may be.
- (3) Service of any notice to a Class D member shall be deemed to have been effected when a single notice addressed to all Class D members within a Church of which he is a member is left thereat or sent thereto through the post in a prepaid letter or given using electronic communications to an address for the time being notified to the Union by the secretary or other appropriate officer of the Church.
- (4) A notice or requisition to the Union or the National Executive Committee or the General Secretary may be given by sending it through the post in a prepaid letter addressed to the registered office of the Union, or by depositing it thereat and obtaining a receipt for it from a servant of the Union, or by giving it using electronic communications to an address for the time being notified by the Union.
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Service of any notice shall be deemed to have been effected when it is left or deposited as aforesaid or at the expiration of forty-eight hours after the letter containing it is posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent.

TRUST

49. Trustees

- (1) When and so often as it shall in the opinion of the National Executive Committee become necessary or advisable for trustees to be appointed as the original trustees

of any property or fund for the purposes of either Clause 3(h) or Clause 3(s) of the Memorandum of Association, the National Executive Committee shall by resolution appoint the persons to act as such trustees and the property or fund shall be vested in them accordingly upon the appropriate trusts.

- (2) When and so often as any trustee of any property or fund for the purposes of either Clause 3(h) or Clause 3(s) of the Memorandum of Association shall die or cease to be a trustee by virtue of Article 49 hereof, the National Executive Committee may by resolution select the person or persons to be appointed as new trustee or new trustees in his or their place and the person or persons so selected shall be duly appointed new trustee or new trustees, either by the surviving or continuing trustees or trustee (excluding any trustee whose place is being filled) or the personal representative of the last surviving trustee, or by deed under the Seal of the Union.
- (3) The Union or any other trust corporation may itself be appointed as trustee (either alone or jointly with another person or persons) under the foregoing provisions. In any other case the number of trustees originally appointed shall be not less than three, and when the number is reduced below three a new trustee or new trustees shall be nominated and appointed forthwith so as to make up not less than that number.
- (4) A person (other than the Union itself or a trust corporation) shall not be eligible to be a trustee under the foregoing provisions unless at the date of his appointment he is, and throughout the period of five years immediately preceding that date he has been, either a Class B member or a full member of an affiliated body.

50. Trusts for other Bodies

- (1) Any property or assets vested in the Union or in trustees for Spiritualist Societies, Churches, Institutions or other bodies under Clause 3(h) of the Memorandum of Association shall be held upon the following trusts or terms:-
 - (a) On those provided by the trust instrument under which the trust in question was originally or actually created and subject thereto.
 - (b) On those from time to time legally and consistently imposed or stipulated for by the Union.
- (2) The Bye-laws shall contain provisions requiring that in the case of any such trust as aforesaid any person who is suitable and eligible in accordance with these Articles and the Bye-laws and is nominated for the purpose by the Church or other body concerned shall be duly appointed or selected as trustee.

51. Cessation of Trusteeship

The appointment and office of a trustee appointed under these Articles shall ipso facto be terminated on the happening of any of the following events, namely:-

- (a) Death.
- (b) Becoming bankrupt, or having a receiving order made against him, being convicted of a felony, or becoming insane.
- (c) The expiration (where there will remain not less than two continuing trustees, or a trust corporation, able and willing to act) of two months' written notice to the General Secretary of his (the trustee's) intention to retire from his office.
- (d) Ceasing to be either (i) a Class B member or (ii) a Church Member.

- (e) The passing of a resolution by the National Executive Committee removing him from office in accordance with the Bye-laws.

52. Indemnification of Trustees

The Union shall at all times indemnify and keep indemnified trustees appointed under these Articles and each of them from and against all distresses, actions, proceedings, losses, claims, demands, expenses, damages and costs which may be levied, brought or made against them or him or which they or he may pay, sustain or incur by reason or in respect or arising out of their or his office as such trustees or trustee, except insofar as such distresses, actions, proceedings, losses, claims, demands, expenses, damages and costs result from the wilful act or default of such trustees or trustee respectively or from an act done by them or him otherwise than by written consent of the Union or from their or his failure to comply with the written instructions of the Union.

53. Administration of Trust Property

The Bye-laws may contain provisions regulating the administration and management of any trust property or fund for which trustees have been or may be appointed under these Articles.

MISCELLANEOUS

54. Settlement of Complaints

- (1) Provision shall be made in the Bye-laws for the settlement of complaints.
- (2) Provision shall be made in the Bye-laws for the appointment by the National Executive Committee of an Arbitration Committee to deal with complaints in relation to matters for which responsibility is not assigned under the Bye-laws to another body. No member of the National Executive Committee, the Council or the Appeals Board shall be a member of the Arbitration Committee.
- (3) Provision shall be made in the Bye-laws for the hearing of appeals by an Appeals Board appointed by the National Executive Committee. No member of the National Executive Committee, the Council or the Arbitration Committee shall be a member of the Appeals Board.

55. Bye-Laws

- (1) The National Executive Committee shall have power to make, and from time to time amend or repeal, Bye-laws, rules or regulations providing for or prescribing any matter required or permitted by these Articles to be provided for or prescribed in the Bye-laws, and any other matter for which these Articles make no provision, provided that such Bye-laws shall not be inconsistent with the provisions of these Articles or the Companies Acts.
- (2) Any such Bye-laws, rules or regulations made, amended or repealed shall be deemed to be effective as soon as they have been notified to Class B members, affiliated and associated bodies, Branches and district councils.
- (3) Any Bye-laws, rules or regulations in operation at the time of coming into force of this Article shall remain in force until amended or replaced in accordance with the provision of this Article.
- (4) In case of any conflict between the provisions of the Bye-laws, rules or regulations and the provisions of these Articles or of the Memorandum of

Association, the latter shall prevail.

(5) Any such Bye-law, rule or regulation may from time to time, by the Union in general meeting, be:-

- (a) amended or repealed by special resolution; or
- (b) repealed with ordinary resolution, if not less than three months' notice of the intention to propose such resolution shall have been given to the General Secretary, who shall include notice of such proposed resolution in the agenda of the meeting.

56. General Indemnification

The members of the National Executive Committee and Council shall be indemnified out of the funds of the Union against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any contract, matter or thing which shall be made, done, entered into or executed by them respectively on behalf of the Union and shall be reimbursed by the Union all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Union or otherwise in the execution of their respective offices except such costs, losses or expenses as shall happen through their wilful neglect or default; and no member of the National Executive Committee or Council shall be chargeable for any money which he shall not actually receive, or be answerable for the act, receipt, neglect or default of any other member of the National Executive Committee or Council or any banker, broker, collector, agent or other person appointed by the National Executive Committee with whom or into whose hands any property or moneys of the Union may be deposited or come or for the insufficiency of the title to any property which may from time to time be purchased, leased, taken or acquired by order of the National Executive Committee on behalf of the Union or for the insufficiency of any security or investment in or upon which any of the moneys of the Union shall be invested by order of the National Executive Committee or for any loss or damage which may happen in the execution of his office, unless the same shall happen through his own wilful neglect or default.

57. Alteration of Articles

Subject to the provisions of the Act, the Union in general meeting may from time to time by special resolution repeal, alter or add to any of the provisions of these Articles. Any alteration or addition so made shall be subject to modification in like manner.

58. Winding Up

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