

The Companies Act 2006

**Articles
of Association
of**

**ALEXANDER TECHNIQUE
EDUCATION UK LTD**

**a Co-operative Company
PRIVATE LIMITED BY GUARANTEE**

Acknowledgment is given that Articles 1 to 36 are adapted from:

Appendix III, Model Articles of Association for a Workers' Co-operative Company Limited by Guarantee, extracted from the June 2012 Third Edition of *How to set up a Workers' Co-op* written by Footprint Workers' Co-operative Ltd and Seeds for Change Lancaster Co-operative Ltd. 2012 Published by Radical Routes Ltd. 16 Sholebroke Avenue, Chapeltown, Leeds, LS7 3HB

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<http://www.seedsforchange.org.uk/workersco-ops.pdf>

Acknowledgment is given that Articles 32 to 33 are adapted from:

Article 21 of Charitable Companies: Model Memorandum of Association and Model Articles of Association published by the Charity Commission 30 Millbank London SW1P 4DU

<http://www.charity-commission.gov.uk/Library/guidance/gd1textc.pdf>

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Articles 38 and 39 of MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE published by Companies House, Crown Way, Cardiff CF14 3UZ

<http://www.companieshouse.gov.uk/about/modelArticles/modelArticles.shtml>

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1. Defined terms

1.

In the articles, unless the context requires otherwise

"The act" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"the board of directors" or "board" means all those persons appointed or delegated to perform the duties of directors of the co-operative;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"consensus" means a decision made to which all parties explicitly agree to being implemented.

"the co-operative" means the above named company;

"The Co-operative Principles" means the principles as defined from time to time by the International Co-operative Alliance and contained in their Statement of Co-operative Identity. These are reproduced in Annexe A;

"The Co-operative Values" means the values as defined from time to time by the International Co-operative Alliance and contained in their Statement of Co-operative Identity. These are reproduced in Annexe A;

"director" means a director of the co-operative;

"facilitator" has the meaning given in article 14 and article 29 respectively and has equivalent meaning to "chair" in the Companies Acts;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 281 of the Companies Act 2006.

"participate", in relation to a directors' meeting, has the meaning given in article 12;

"proxy notice" has the meaning given in article 35;

"special resolution" is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires a 75% majority of those members present and eligible to vote. In any vote on a special resolution each member shall have one vote.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the co-operative.

2. Purpose of the co-operative and application of income and property of the co-operative

2.

(1) The objects for which the co-operative is established are:

- (a) to found a new professional body, formed in the UK under English law, that shares the ethos of ALEXANDER TECHNIQUE EDUCATION INCORPORATED which is an existing organisation incorporated under the laws of the state of New South Wales Australia in 2002
- (b) to provide a supportive community:
 - (i) to help enhance the understanding and application of the Alexander Technique, and help enhance the capability of members to professionally share the benefits of the Alexander Technique; and
 - (ii) to help enhance the capability of members to earn a living from teaching the Alexander Technique; and
 - (iii) to help individuals and organisations find bona fide teachers of the Alexander Technique; and
 - (iv) to help market the professional services of members; and
 - (v) where individual teachers of the Alexander Technique may organize together such as when there is a need to have a more effective voice in dealing with individuals and governmental and

non-governmental organisations in society at large.

- (c) to be a professional body:
 - (i) that enables Alexander Technique teachers to organise together NOT to DIRECTLY further their own individual status and individual authority in relation to the Alexander Technique community;
 - (ii) enabling Alexander Technique teachers to organise together NOT to DIRECTLY further the status and authority of ALEXANDER TECHNIQUE EDUCATION UK LTD, and of the Alexander Technique community, in relation to governmental and non-governmental organisations;
 - (iii) that lives the vision that *"if Alexander Technique teachers as individuals, Alexander Technique teachers organised as ALEXANDER TECHNIQUE EDUCATION UK LTD and indeed Alexander Technique teachers collectively as the AT community, act in accordance with their own true understanding of the AT principles, the correct status and authority will follow."*

- (d) to be a professional body that, in promoting any standards of Alexander teaching, or, promoting any standards of Alexander teacher training, recognizes:
 - (i) that there are problems with the assumption that complex human capabilities can be unequivocally described and accurately communicated by means of language, and;
 - (ii) that knowledge concerned with sensory experience cannot be conveyed by the written or spoken word, so that it means to the recipient what it means to the person who is trying to convey it, and;
 - (iii) that becoming a capable Alexander Technique teacher/trainer is primarily about the ongoing and continual process of individually learning to live, and then living, the principles of the Alexander Technique, rather than to necessarily be able to exhibit the secondary and derivative behavioural or propositional manifestations at any stage of such a process of learning.
 - (iv) and promotes the freedom to practise Alexander technique teaching; freedom meaning without the need for permission from any individual or any organization, not withstanding student teachers

agreeing to wait until training is successfully completed before teaching without supervision.

- (e) to be a professional body that:
 - (i) ensures any assessment culture that evolves is focussed on the purpose of providing feedback to enhance the performance of learners and to provide feedback to improve the quality of teaching and teacher training; and
 - (ii) guards against the evolution of an assessment culture concerned with proving 'evidence' of learning achievement

- (f) to be a professional body that:
 - (i) chooses to use a FORMATION MODEL of education that places an EMPHASIS on defining some INPUTS to the teaching/training process with the assumption that such processes of learning affect the emerging competence/capability of students/trainees
 - (ii) chooses NOT to use a COMPETENCE MODEL of education which would attempt to define the desired OUTCOMES of teaching/training for assessment to infer competence/capability

- (g) to approve and promote training courses, and to approve and promote individuals who have completed training courses, with the following minimum inputs/structure:
 - (i) a training course shall consist of at least 1600 total class hours over a period of at least three years;
 - (ii) a minimum of 80 per cent of class hours shall consist of practical work in the Alexander Technique;
 - (iii) each working week shall consist of between 12-20 hours of classes and at least 4 days with each day consisting of 3-4 hours of classes;
 - (iv) the ratio of teachers to trainees shall be at least 1:5
 - (v) a training course director must have at least seven years post qualification experience with assistance from at least one teacher having at least five years post qualification experience.

- (h) to promote the educational aspect of the Alexander Technique; and to therefore not seek government

registration as alternative / complementary or conventional healthcare modality.

- (i) to scrutinise and, if appropriate, oppose any government sponsored, or non-governmental, regulation, registration and/or licensing of the modality of Alexander Technique teaching, noting that any such restrictions on freedom to practice must only be related to mitigating the risks associated with previously identified hazards to clients and/or the public in general, and not be related to any supposed enhancements in status or marketability.
- (j) to abide by and implement the co-operative values and the co-operative principles; support and encourage the growth of the co-operative movement; promote the co-operative principles, enterprises and activities; to encourage equality and democracy by acknowledging the validity of all existing Alexander Technique associations whose aims and objectives may differ from, or may be similar to, or may be the same as those of, ALEXANDER TECHNIQUE EDUCATION UK LTD.
- (k) to advance the education of its members in co-operative principles and practice, and to promote the physical, emotional and mental well-being of employees of the co-operative and its subsidiaries by providing employment which is satisfying, safe and useful.
- (l) to have regard to promoting the physical emotional and mental well-being of the community generally, including those persons who, as customers or suppliers of the co-operative, as residents residing in the area where the co-operative is trading, or as employees in other enterprises engaged in similar trading, may be affected by the co-operative's activities.
- (m) to carry on any trade or business whatever which can in the opinion of the directors of the co-operative be advantageously carried on in connection with or ancillary to any of the objects and activities of the co-operative.
- (n) to do all such other activities, enterprises, projects or ventures which can, in the opinion of the directors of the co-operative, be deemed incidental or conducive (either directly or indirectly) to the attainment of the objects of the co-operative or any of them.

- (2) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative as set out herein and no portion shall be paid or transferred directly or indirectly to the members of the co-operative except by way of payment in good faith to any member of the co-operative in return for services actually rendered to the co-operative, of reasonable wages, bonuses and repayments of expenses, interest on money lent or reasonable rent on premises demised or let to the co-operative. Interest paid by the co-operative on money borrowed from members shall not exceed such rate as is necessary to attract and retain the capital required to further the co-operative's objects.
- (3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

3. Profit of the co-operative

3.

- (1) The profit of the co-op shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time:
- (a) To a general reserve for the continuation and development of the co-operative;
 - (b) To promote and assist the formation of new co-operatives or common ownership enterprises by donation to such co-operatives or common ownership enterprises, or to common funds to be used exclusively for their benefit;
 - (c) To make payments for social, co-operative, community or charitable objects.
- (2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

4. Dissolution

4.

- (1) In the event of wind up or dissolution of the co-operative the liquidator shall, according to the law, use the assets of the co-operative to satisfy its debts and liabilities. Any balance of assets remaining must not be distributed among the members of the co-operative but shall be transferred by the liquidator to one or several of the following:

- (a) A co-operative or common ownership enterprise having aims similar or compatible to those of the co-operative, and which shall prohibit the distribution of its income among its membership to an extent at least as great as is imposed on the co-operative under Article 2;
- (b) A fund maintained for the benefit or promotion of common ownership enterprises;
- (c) A charity or charities having aims similar or compatible to those of the co-operative in such a manner as the members decide at or before the time of winding up or dissolution.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

5. Liability of members

5.

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the co-operative in the event of its being wound up while she or he is a member or within one year after she or he ceases to be a member, for:

- (a) payment of the co-operative's debts and liabilities contracted before she or he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

6. Directors' general authority

6.

Subject to the articles, the directors are responsible for the management of the co-operative's business, for which purpose they may exercise all the powers of the co-operative.

7. Members' reserve power

Voting

7.

- (1) The members may, by special resolution at a general meeting direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

- (3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

8. Directors may delegate

8.

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions; as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

9.

- (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

10. Directors' decisions

Directors to take decisions by consensus

10.

- (1) Any decision of the directors must be taken by consensus.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the co-operative in general meeting.
- (4) When deciding procedures for reaching consensus the directors may include an option of taking a vote in case of directors' inability to reach any decision by consensus.

- (5) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

11. Calling a directors' meeting

11.

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors.
- (2) Notice of any directors' meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the co- operative not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meetings

12.

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Quorum for directors' meetings

13.

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the directors or two, whichever is greater.
- (3) If the total number of directors for the time being is less than the two, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

14. Facilitation of directors' meetings

14.

- (1) The directors may appoint a member to facilitate their meetings.
- (2) The person so appointed for the time being is known as the facilitator.
- (3) The directors may terminate the facilitator's appointment at any time.
- (4) If the facilitator is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to facilitate it.

15. Conflicts of interest

15.

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the co-operative in which a director is interested, that director is not to be counted as participating in that part of the meeting for quorum or decision making purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the co-operative is to be counted as participating in the decision making process for quorum and decision making purposes.
- (3) This paragraph applies when
 - (a) the board decides to disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the co-operative or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the co-operative or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the co-operative or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting.
- (6) If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for decision making or quorum purposes, the question may, before the conclusion of the meeting, be decided upon by the board.

16. Directors' discretion to make further rules

16.

Subject to the articles, the co-operative in general meeting or the board of directors may make any rule which they think fit about the running of the co-operative.

17. Elected board of directors

17.

- (1) The board of directors shall be elected by and from the membership of the cooperative. Directors shall be appointed by ordinary resolution of members of the co-operative. The maximum number of directors serving on the board shall be determined by a general meeting of the cooperative from time to time.
- (2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

18. Termination of director's appointment

18.

A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (c) a registered medical practitioner who is treating that person gives a written opinion to the co-operative stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (e) notification is received by the co-operative from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) that person ceases to be a member of the co-operative;
- (g) that person is removed from office by an ordinary resolution of the co-operative in general meeting in accordance with these articles and the Companies Acts.

19. Directors' remuneration

19.

- (1) Directors may undertake any services for the co-operative that the board decides.
- (2) Directors are entitled to such remuneration as the directors determine
 - (a) for their services to the co-operative as directors, and
 - (b) for any other service which they undertake for the co-operative.
- (3) Subject to the articles, a director's remuneration may
 - (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

20. Directors' expenses

20.

- The co-operative may pay any reasonable expenses which the directors properly incur in connection with their attendance at
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or

- (c) separate meetings of the holders of debentures of the co-operative, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the co-operative.

21. Accounts

21.

- (1) The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view
- (2) The Directors must keep accounting records as required by the Act.
- (3) Accounts shall always be open to the inspection of all members and other persons authorised by the co-operative in a general meeting.

22. Membership

22.

- (1) Only experienced bona fide teachers of the Alexander Technique may be members, but any or all teachers of the Alexander Technique having completed a minimum 1600 hours of training undertaken for a minimum of 4 days a week over a minimum of three years with a maximum student to trainer ratio of 5 to 1 may be members of the co-operative. However:
 - (a) student teachers of the Alexander Technique may transfer to full membership on successful completion of their training.
- (2) No person shall become a member, or a student member, of the company, or transfer from student member to full member of the company, unless:
 - (a) that person has submitted a completed application for membership in a form approved by the directors, or by the co-operative in general meeting, together with the application fee;
 - (b) the directors, or the co-operative in general meeting, have approved the application; and
 - (c) the membership fee has been paid.
- (3) Each member, and student member, shall pay annually a subscription to the company
- (4) The application fee, membership fee and level of

subscription shall be fixed, from time to time, by the directors, or co-operative in general meeting, who may raise, lower or waive such fees or subscription.

23.

- (1) Members agree to take an active interest in the running of the co-operative, including but not limited to attendance at general meetings.
- (2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

24.

- (1) A person ceases to be a member as soon as:
 - (a) the member has failed to pay outstanding membership fees within three months of due date; or
 - (b) notification is received by the co-operative from the member that the member is resigning; or
 - (c) subject to any disciplinary procedure adopted by the co-operative that person's membership is terminated by a resolution of the co-operative in general meeting provided that the concerned member shall be given not less than twenty-eight days notice of the date, time and place of the meeting and the alleged conduct notifying the member of his/her or its rights to attend the meeting and to make representations to it; or
 - (d) that person dies.
- (2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

25. General Meetings

25.

- (1) In the case that not all members are directors of the co-operative, there shall be held at least two general meetings annually.
- (2) Members in general meeting may require directors to prepare and present to the members such regular financial reports, results and cash flow predictions showing the current financial position of the co-operative.
- (3) Members in general meeting may require directors to prepare and present to the members such accounts of the co-operatives activities as to measure the social, co-operative, environmental and ethical impact of the co-operative's activities.

- (4) All members in general meeting shall have the opportunity to review the management of the business and the general meeting shall ensure that the co-operative is functioning in accordance with the co-operative values and principles.

26. Calling a general meeting

26.

- (1) The board of directors may call a general meeting
- (2) The members may require the directors to call a general meeting of the co-operative. The directors are required to call a general meeting once the co-operative has received requests to do so from at least 5% of members.
- (3) A request for a general meeting from at least 10% of members may specify
 - (a) its date and time; and
 - (b) where it is to take place.

27. Attendance and speaking at general meetings

27.

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to participate in decision making at a general meeting when
 - (a) that person is able to participate in decision making during the meeting on resolutions raised at the meeting, and
 - (b) that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting.
- (3) The co-operative in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or participate in the decision making at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and participate in decision making at that meeting, they are (or would be) able to exercise them.

28. Quorum for general meetings

28.

- (1) No business is to be transacted at a general meeting if the persons attending it, or represented by proxy, do not constitute a quorum.
- (2) The quorum for general meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 5% of the members or three members, whichever is greater. If at the time of a general meeting the co-operative has less than three members then the quorum shall be all members.

29. Facilitating general meetings

29.

- (1) The meeting must appoint a member to facilitate the meeting, and the appointment of the facilitator of the meeting must be the first business of the meeting.
- (2) The person facilitating a meeting in accordance with this article is referred to as "the facilitator of the meeting".

30. Attendance and speaking by directors and non-members

30.

- (1) The co-operative in general meeting may permit other persons who are not members of the co-operative to attend and speak at a general meeting.

31. Adjournment

31.

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the facilitator of the meeting must adjourn it.
- (2) The facilitator of the meeting may adjourn a general meeting at which a quorum is present if
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the facilitator of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (3) The facilitator of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the facilitator of the meeting must
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the co-operative must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - (a) to the same persons to whom notice of the co-operative's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

32. Decisions at general meetings

Voting at general meetings

32.

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded in accordance with these articles.
- (2) The declaration by the person who is facilitating the meeting of the result of a vote on a show of hands shall be conclusive unless a poll is demanded.
- (3) The result of the vote on a show of hands must be recorded in the minutes of the cooperative but the number or proportion of votes cast need not be recorded.
- (4) On a vote on a resolution on a show of hands at a meeting every member present shall have one vote.
- (5) On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote. This is subject to subsection (6).
- (6) On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if—
 - (a) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and

- (b) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it.

33. Poll votes

33.

- (1) A poll on a resolution may be demanded at a general meeting, either before or immediately after a decision has been confirmed by the facilitator.
- (2) a poll may be demanded by the person facilitating the meeting; or
- (3) as required by the Acts, a poll may be demanded by
 - (a) five or more members present in person or by proxy and having the right to vote at the meeting; or
 - (b) ten percent of the membership.
- (3) (a) A demand for a poll may be withdrawn if the poll has not yet been taken, but only with the consent of the person who is facilitating the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (5) (a) A poll must be taken as the person who is facilitating the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (6) (a) A poll demanded on the election of a person to facilitate a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is facilitating the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately
 - (i) at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (ii) where it is decided that a poll is to take place in these circumstances all the members of the cooperative are entitled to vote.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

- (7) In the case of a poll being taken each member shall have one vote.

34. Content of proxy notices

34.

- (1) A member who is absent from a general meeting may appoint any member, or any other person, to act as their proxy.
- (2) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the co-operative in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (3) The co-operative may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (4) Proxy notices may specify how the proxy appointed under them is to represent their views or in the case of a poll to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (5) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote in any poll on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

35. Delivery of proxy notices

35.

- (1) A member who is entitled to participate in any decision at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the co-operative by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the co- operative a notice in writing given by or

on behalf of the person by whom or on whose behalf the proxy notice was given.

- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

36. Means of communication to be used

36.

- (1) Subject to the articles, anything sent or supplied by or to the co-operative under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the co-operative.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the co-operative that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

37. Directors' Indemnity

37.

- (1) Subject to paragraph (2), a relevant director of the co-operative may be indemnified out of the co-operative's assets against—
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the co-operative,
 - (b) any liability incurred by that director in connection with the activities of the co-operative in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the co-operative.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

- (3) In this article—
 - (a) a “relevant director” means any director or former director of the co-operative.

38. Directors' Insurance

38.

- (1) The directors may decide to purchase and maintain insurance, at the expense of the co-operative, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
 - (a) a “relevant director” means any director or former director of the co-operative.

Annexe A: Statement on the Co-operative Identity (being a part of the Articles of Association of ALEXANDER TECHNIQUE EDUCATION UK LTD)

Statement on the Co-operative Identity

Definition

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

Values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Principles - The co-operative principles are guidelines by which co-operatives put their values into practice.

1st Principle: Voluntary and Open Membership

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2nd Principle: Democratic Member Control

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner.

3rd Principle: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-

operative; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter to agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

5th Principle: Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public – particularly young people and opinion leaders – about the nature and benefits of co-operation.

6th Principle: Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7th Principle: Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.