

The Companies Acts 1948-1981

Company limited by guarantee

Articles of Association

Of

The Association for the Scientific Study of Anomalous Phenomena

1. In these articles;

‘the Act’ means the Companies Acts 1948 to 1981.

‘the seal’ means the common seal of the company.

‘secretary’ means any person appointed to perform the duties of the secretary of the company.

‘the United Kingdom’ means Great Britain and Northern Ireland.

‘Executive’ means the board of directors of the company.

‘address’ means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity’.

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form.

‘electronic form’ has the meaning given in section 1168 of the Companies Act 2006.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes or representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

Members

2. The company is established for the purposes expressed in the Memorandum of Association.
3. The number of members with which the company proposes to be registered is 500 but the Executive may from time to time register an increase of members.
4. a) The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the company subject to such

rules and on payment of such entrance fees and initial subscriptions as the company in general meeting shall from time to time determine.

- b) The rights and privileges of a member shall not be transferable.
 - c) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the company.
 - d) Every member shall sign a written consent, or provide electronic consent, to become a member.
5. A member shall cease to be a member of the company:
- a) if he fails to pay such annual subscription, if any, as has been prescribed by the Executive, within a period of six months from the date it falls due;
 - b) upon his giving notice in writing to the company that he resigns his membership;
 - c) upon a majority of two-thirds of the directors giving him notice requiring him to resign his membership;
 - d) (if an individual) upon his dying, becoming of unsound mind or bankrupt or his compounding with his creditors;
 - e) (if a corporation) upon its having a winding up petition presented or a receiver being appointed of any of its assets.

Registers

6. The Executive shall cause the following registers to be kept at the Registered Office of the company:
- a) A register of members;
 - b) A register of the interests of the members of the Executive in debentures of the company or its associated companies.
7. The Executive shall cause such registers as are kept under the provisions of article 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the 1948 Act and sections 29 and 34 of the 1967 Act.

General Meetings

8. The company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next provided that so long as the company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

The Annual General Meeting shall be held at such time and place as the Executive shall appoint.

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Executive may, when it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the 1948 Act.

Notice of General Meetings

11. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-eight days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner if any, as may be prescribed by the company in general meeting, to such persons as are, under the articles of the company entitled to receive such notices from the company.

Proceedings at General Meetings

12. All business shall be deemed special that is transacted at an extraordinary general meeting, or an annual general meeting, with the exception of consideration of the income and expenditure accounts, balance sheets, the reports of the Executive and the election of members of the Executive in the place of those retiring.

A general meeting may be held through a video conference facility on a suitable electronic or internet platform where arrangements have been made in advance to allow all participants to be able to see and hear one another simultaneously without the need to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually. A person attending a meeting virtually shall have the same rights to receive notice of the meeting, speak, vote and otherwise participate in the meeting as if he or she would have if attending the meeting in person. This right shall extend to those members who may have nominated a proxy member to represent them or who have returned a proxy voting form for the purpose of proxy voting by post, or by suitable electronic postal means which shall be as valid as a vote cast at a virtual or in person meeting.

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, fifteen members, or 5% of the current membership if less, present in person shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
15. The chairman, if any, of the Executive shall preside as chairman at every general meeting or the company or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, those members of the Executive present shall elect one of their number to be chairman of the meeting.
16. If at any meeting no member of the Executive is willing to act as chairman or if no member of the Executive is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to the chairman of the meeting.
17. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded
 - a) by the chairman; or
 - b) by at least three members present in person or by proxy; or
 - c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll 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 particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the company 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 poll may be withdrawn.

19. Except as provide in article 21, if a poll is duly demanded, it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

of _____ as my/our proxy to vote for me/us on my/our behalf in favour of/against the agenda items as set out below at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the day of, and at any adjournment thereof.

Signed this _____ day of _____

The instrument appointing a proxy shall record the resolutions on which the appointer wishes to vote and shall include means whereby the appointer may give his proxy clear written instructions whether he is to vote for or against each particular resolution. A general proxy shall not be valid.

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by Representatives at Meeting

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

Executive

32. The number of the members of the Executive shall not be more than 20. One half or six members of the Executive, whichever is lower, shall form a quorum.
33. The initial members of the Executive from incorporation until the first annual general meeting shall be determined in writing by the subscribers to the Memorandum of Association.
34. The officers of the company shall be the members of the Executive.
35. No person who is not a member of the company shall in any circumstances be eligible to hold office as a member of the Executive.
36. The Executive shall have power at any time and from time to time, to appoint any member to be a member of the Executive, either to fill a casual vacancy or as an addition to the Executive, but so that the total number of the members of the Executive shall not at any time exceed the number fixed in accordance with these articles. Any member of the Executive so appointed shall hold office only until the next annual general

meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Executive who are to retire by rotation at such meeting.

Rotation of Members of the Executive

37. Members of the Executive shall retire at the second annual general meeting following his or her election; as such a portion of the Executive should retire at each annual general meeting.
38. Members of the Executive shall serve a fixed term of two years, where a year is defined by the period between two annual general meetings. A retiring member of the Executive shall be eligible to stand for re-election.
39. Nominations for the election of the Executive shall be invited by the secretary of the company not less than eight weeks before the annual general meeting.
40. No person other than a member of the Executive retiring at the meeting shall, unless recommended by the Executive for election, be eligible for election to the Executive at any general meeting unless, not less than six weeks before the date appointed for the meeting, there shall have been given to the secretary notice in writing signed by at least two members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.
41. A list of candidates standing for election shall be sent to all members not less than two weeks before the annual general meeting. All candidates shall be listed in alphabetical order of surname under the heading of the post for which they are standing, with an opportunity for candidates to present reasons why members should elect them.
42. For the posts of members of the Executive, members may place crosses against the names of candidates of their preference, up to the number of Executive vacancies to be filled. If there are fewer or equal number of candidates standing as members of the Executive than vacancies to be filled, each candidate shall be deemed to be elected and members voting will be informed accordingly.
43. All members shall be entitled to return one ballot paper. All ballot papers shall be anonymous and enclosed in sealed envelopes bearing the name of the voter on the back flap. This would be for a physical meeting, or alternatively ballot papers could be sent in suitable electronic format decided beforehand by the Executive, to the secretary care of ASSAP's registered office and be delivered to the secretary by e-mail to the secretary's designated registered ASSAP e-mail address.
44. The ballot will close forty-eight hours before the time set for the annual general meeting. The secretary will check the names on the flaps of the envelopes against the current list of members and remove any that are invalid. The remainder shall be opened only by the appointed scrutineers at the annual general meeting. This would be for a physical meeting. Where ballot papers are returned through suitable electronic means, the secretary shall check that the e-mail address from which the ballot was sent by e-

mail corresponds to the e-mail address of an appropriately registered member and again remove any that are invalid and pass them on to the appointed scrutineers for counting.

45. The members present at the annual general meeting shall appoint from among their number two scrutineers, who are not members of the Executive or of its sub-committees and who are not standing for election. The scrutineers will open the envelopes, extract the ballot papers and determine the result of the election on a simply majority basis. This would be the case for a physical meeting. Alternatively, the Executive may decide to conduct a ballot at a general meeting through suitable postal, including suitable electronic postal, means, or through the operation of a secret electronic poll or ballot held at the meeting, the result of this poll to be made available to the chair of the meeting and to the secretary and the scrutineers who shall be appointed beforehand for this task and shall tally the votes so cast and combine them with the postal and electronic postal and proxy votes previously delivered to the secretary as appropriate, such that one member shall have only one vote. The form of a predetermined ballot will take shall be given to members with the ballot paper for the ballot concerned so as to provide for an unambiguous set of instructions on how a member might cast his/her vote.
46. The result of the election shall be reported to the annual general meeting and in the first newsletter to be published thereafter.

Removal of Members of the Executive

47. The company may by extraordinary resolution passed in general meeting, or in line with any complaint or disciplinary procedures, remove any member of the Executive before the expiration of his period of office notwithstanding anything in these articles, and may by an ordinary resolution appoint another qualified member in the place of the member of the Executive who has been removed. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Executive on the day on which the member of the Executive in whose place he has been appointed was last elected a member of the Executive.

Proceedings of Executive

48. The Executive may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit, including the use of meeting using Internet based applications. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
49. The Executive shall appoint from among their numbers such officers as they consider appropriate.
50. The Executive shall appoint annually to the post of ombudsman a member (who may be a member not elected to the Executive) who will be responsible for resolving disputes within the company.

51. The Executive may delegate any of their powers to committees consisting of such members of the Executive as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive. Any such committees shall make regular reports in full back to the Executive.
52. The Executive shall cause proper minutes to be made of all appointments of officers made by the Executive and of the proceedings of all meetings of the company and of the Executive and of committees of the Executive and all business transacted at such meetings and any such minutes of any meetings, if purporting to be signed by the chairman of such meeting, or the chairman of the next succeeding meetings, shall be sufficient evidence of the same without any further requirement of proof of the facts therein stated.
53. Where the Executive meets using an Internet based text application full records of the text shall be kept and shall constitute verified minutes. Any proper minutes produced from such records shall be electronically signed by the chairman.
- 53a. A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants so that all participants may see and hear one another simultaneously.
- 53b. No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. ['Present' includes being present virtually by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.]
- 53c. A resolution in writing or in electronic form agreed by a simple majority of all the trustees shall be as valid and effectual as if it had been passed at a meeting of the trustees.

Secretary

54. The secretary shall be appointed by the Executive.
55. A provision of the 1948 Act or these articles requiring or authorising a thing to be done by or to a member of the Executive and the secretary shall not be satisfied by it being done by or to the same person acting both as a member of the Executive and as, or in place of, the secretary.

The Seal

56. The members of the Executive shall provide for the safe custody of the seal which shall only be used by the authority of the Executive or of a committee of the Executive authorised by the Executive in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Executive and shall be countersigned by the secretary or by a second member of the Executive or by some other person appointed by the Executive for the purpose.

Accounts

57. The Executive shall cause proper books of account to be kept with respect to:

- a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the company; and
- c) the assets and liabilities of the company.

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

58. The books of account shall be kept at the registered office of the company or at such other place or places as the Executive think fit and shall always be open to the inspection of the members of the Executive during their working hours and by such other persons authorised by the company in general meeting. Every member of the company shall have the right to inspect any account or book or document of the company save as decided by the company in general meeting.

59. The Executive shall from time to time in accordance with their statutory obligations cause to be prepared and to be laid before the company, in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by statute.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company meeting shall, not less than two weeks before the date of the meeting, be sent to every member of the company.

Notices

61. Any notice to be given to or by any person pursuant to the articles: (1) must be in writing; or (2) must be given in a suitable electronic form. The charity may give any notice to a member either: (a) personally; or (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or (c) by leaving it at the address of the member; or (d) by giving it in electronic form to the member's registered e-mail address. A member who does not register an address or e-mail address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity. A member present in person or virtually at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given: (a) 48 hours after

the envelope containing it was posted; or (b) in the case of an electronic form of communication, 48 hours after it was sent.

62. Notice of every general meeting shall be given in any manner herein before authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the company at an address within the United Kingdom for the giving of notices to them. No other person shall be entitled to receive notices of general meetings.

Adopted 10th June 1981

Amended 24th November 2007 (Dave Wood and Nicky Sewell)

Amended 1st February 2025 (secretary Matthew Simon)