THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION OF

ASSOCIATION FOR PROFESSIONAL EXECUTIVE COACHING & SUPERVISION LIMITED ("APECS")

adopted on 28th June 2016

1 Other Regulations excluded

Schedule 2 of The Companies (Model Articles) Regulations 2008 is hereby incorporated save as modified by the terms of these articles. In case of conflict the terms of these Articles shall prevail.

2 Interpretation

In these Articles:

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"APECS Accreditation" means confirmation by APECS that an applicant for accreditation by APECS has met the criteria for accreditation published in the APECS Accreditation Guidelines from time to time.

"the Articles" means these Articles of Association of APECS.

"the Board of Directors" means the Directors of APECS appointed in accordance with these Articles who shall be the directors of APECS for all the purposes of the Act.

"the Byelaws" means such Byelaws or Policies as shall be promulgated by the Directors, in their absolute discretion from time to time.

"Corporate Member" means an association, company, partnership or academic institution admitted to membership as an organisation which supports the aims and objectives of APECS.

"Committee" means a committee or any other name of group which the Directors appoint with powers equivalent to a committee as defined in these Articles.

"Director" means a director of APECS and includes any person occupying the position of director, by whatever name called.

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in the Act;
"Member" means any person in one of the following classes of membership who has agreed to become a member and whose name is entered in the Register, or persons who are elected to any other category of membership recommended by the Board of Directors and approved by the Members in General Meeting:

**Voting Members** as defined in Article 4

1. A Founding Accredited Member;
2. Accredited Executive Coaches;
3. Accredited Team Coaches;
4. Accredited Supervisors of Executive Coaches;
5. Fellow
6. Corporate Members – one vote for each Corporate Member

**Non-voting Members** as defined in Article 5

1. Practising Executive Coaches, Team Coaches or Supervisors;
2. Professional Members;
3. Corporate Affiliate Members
4. Studying Members
5. Retired Accredited Members
6. Honorary Members (formerly called Invited Members).

"the Office" means the registered office for the time being of APECS

"the Register" means the register of members of APECS

"the Seal" means the common seal of APECS

"the Secretary" means the Secretary of APECS or any other person appointed to perform the duties of the Secretary of APECS, including a joint, assistant, temporary or deputy secretary

3. **FOUNDING ACCREDITED MEMBERS**

A Founding Accredited Member may resign membership at any time.

4. **VOTING MEMBERS**

The Board of Directors shall admit as a Voting Member of APECS:

4.1 a Founding Accredited Member;
4.2 any Member in the category APECS Accredited as an Executive Coach;
4.3 any Member in the category APECS Accredited Team Coach;
4.4 any Member in the category APECS Accredited Supervisor of Executive Coaches;
4.5 any Member in the category of Fellow
4.6 the duly appointed representative of any association, partnership, company or academic institution that is a Corporate Member appointed in accordance with Article 7.3
5 NON-VOTING MEMBERS

The Board of Directors may from time to time admit as a Non-Voting Member of APECS:

5.1 Any member in the category Practising Executive Coach; Practising Team Coach; Practising Supervisor; or

5.2 Any Member in the category Professional Member; or

5.3 Any Member in the category for Corporate Affiliate Member; or

5.4 Any Member in the category Studying Member; or

5.5 Any Member in the category Retired Accredited Member

6 VOTING

A Voting Member shall be entitled to receive notice of and attend and vote at General Meetings of APECS. A Non-Voting Member shall be entitled to receive notice and to attend but not to vote at general meetings of APECS.

7 MEMBERSHIP

7.1 Any person who wishes to become a Member shall deliver to APECS an application for membership in such form as shall be set out in the Byelaws from time to time together with any form of certificate or declaration, which the Byelaws may prescribe.

7.2 The criteria for admission to and revocation of membership of any person and the terms and conditions of such membership shall be determined by the Board of Directors and set out in the Byelaws

7.3 Any person admitted to membership as a Corporate Member shall be so admitted in the name thereof and may act through any director, other officer or senior executive as it may determine and may from time to time appoint and authorise to act as its representative at meetings of Members of APECS or at meetings of any class of Members of APECS and the person so appointed and authorised shall be entitled to exercise the same powers on behalf of the Corporate Member which he or she represents as that Corporate Member could exercise if it were an individual Member. Each Corporate Member shall forthwith upon becoming a member notify APECS in writing of the individual appointed and authorised to represent it pursuant to this Article 7.3 and shall forthwith notify APECS in writing of any change in the individual so appointed.

7.4 A Corporate Member admitted to membership shall (subject to Article 7.3) be so admitted on such terms (including, but not limited to, terms as to such Corporate Member’s relationship with APECS and with other Members, as to how the incidents of membership are to apply to such Corporate Member and as to how the rights and obligations of membership are to be exercised by such Corporate Member) as the Board of Directors may determine at its sole discretion.

7.5 An annual membership subscription shall be payable by each Member at such rate or rates or varying rate or rates for different Members or classes of Members as shall from time to time be recommended by the Board of Directors and approved by the Members in general meeting.

7.6 All subscriptions shall be payable in advance on such date in each year as the Byelaws shall set out. Each Member shall pay his first subscription in respect of the then current year forthwith on its being notified that he has been admitted to membership.
7.7 If any Member fails to pay his subscription or any part thereof for any year within two months of the same becoming due, the Secretary shall notify him of the fact, and if any Member fails to pay his subscription for any such year within one further month after being so notified, he shall, at the discretion of the Board of Directors, cease to be a Member and his name shall be removed from the Register. He shall be eligible for re-admission upon payment of all arrears due from him while a Member.

7.8 A Member shall forthwith cease to be a Member upon the happening of any one of the following events:

7.8.1 in the case of any Member:-

7.8.1.1 if such Member is prohibited from being a Member by any order made under any provision of the Act; or

7.8.1.2 if such Member shall in the opinion of the Board of Directors cease to be eligible for membership and the Board of Directors shall so resolve;

7.8.2 in the case of any Corporate Member if such Member becomes insolvent or passes a resolution for voluntary winding-up (except solely for the purpose of solvent reconstruction) or suffers an order of a court for its winding-up to be made or has a Receiver appointed (or carries out or undergoes any analogous act or proceeding under English law or any foreign law) or proposes or enters into any composition with its creditors;

7.8.3 in the case of any Member who is an individual, if he suffers a receiving order to be made against him or he makes any arrangement or composition with his creditors generally or if in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of medical disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs.

7.9 The Board of Directors may at any time, in their absolute discretion, revoke the membership of any Member in accordance with the Byelaws.

7.10 APECS is established for the purposes expressed in its Memorandum of Association. Each Member shall undertake to further to the best of his ability the objects and interests of APECS and shall at all times observe the Articles and shall from time to time notify the Secretary of a place of business or residence to be registered as its address and the Secretary shall maintain in the Register such details together with the names of all Members from time to time.

7.11 Any written complaint received by the Board of Directors against a Member alleging:-

7.11.1 a breach of the APECS Ethical Guidelines issued and in force at any material time; or

7.11.2 conduct which might be considered to be prejudicial to the interests of APECS; or

7.11.3 a breach of any term or condition of any qualification awarded by APECS shall be dealt with in accordance with the Disciplinary Rules and Procedures set out in the Byelaws then in force.

7.12 Any Member who shall for any reason cease to be a Member shall nevertheless remain liable for, and shall pay to APECS all moneys which at the time of such Member ceasing to be a Member may be due from him to APECS, or which may become payable by him by virtue of his liability under the Memorandum of Association of APECS and such Member shall not, unless the Board of Directors shall otherwise decide, be entitled to a return of such part of any membership subscription paid to APECS as shall relate to a period following his ceasing to be a Member.

7.13 The Board of Directors may recommend to the Members in General meeting to consider and if thought fit adopt any additional category of membership or amend an existing category of membership and lay down or amend the rights and obligations of such additional or existing category of membership.
ACCOUNTANTS AND AUDITORS

8.1 For so long as the Act does not require APECS to have its accounts audited, the APECS accounts shall be prepared and published in accordance with the recommendations of the accountants appointed by the Company.

8.2 The directors shall appoint an Accountancy practice that is suitably qualified and member of a professional body with suitable professional insurance to prepare the statutory accounts.

SURPLUS ON WINDING-UP

9 If upon the winding up or dissolution of APECS there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of APECS, but shall be given or transferred to some other institution or institutions having objects similar to the objects of APECS and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on APECS under or by virtue of the provisions of its Memorandum of Association. Any such institution or institutions must be determined by the Members at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

STRUCTURE

10.1 Members of APECS may be formed into Centres within geographical regions as shall from time to time be determined by the Board of Directors.

10.2 The establishment, constitution, regulation, operation and discontinuance of Centres shall be prescribed in the Byelaws.

HONORARY OFFICERS

11 There may be an honorary President and such other honorary officers as APECS by its Board of Directors may from time to time deem desirable and provide for in the Byelaws.

GENERAL MEETINGS

12 APECS shall in each calendar 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 notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting in each year shall be held at such time and place as the Board of Directors shall determine. All General Meetings, other than Annual General Meetings, shall be called General Meetings.

NOTICES OF GENERAL MEETINGS

13.1 In the case of an Annual General Meeting or of a General Meeting convened for the purpose of passing a special resolution or a resolution appointing a person as a Director, 21 clear days' notice at the least, and in any other case 14 clear days' notice at the least, specifying the place, the day and the hour of meeting and in the case of special business the general nature of such business shall be given to Voting Members but with the consent of all Voting Members or (in the case of meetings to be convened otherwise than as Annual General Meetings) of Voting Members together representing not less than ninety-five per cent of the total voting rights of all the Members for the time being, a meeting may be convened on shorter notice, and in such manner as such last-mentioned Members may approve.

13.2 The accidental omission to give such notice to, or the non-receipt of such notice by any person entitled to receive such notices, shall not invalidate any resolution passed or proceeding had at any such meeting. Every notice convening an Annual General Meeting shall describe the meeting as such.
13.4 In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

13.5 An Extra-ordinary General Meeting may be called by a majority of the Directors giving 21 days' notice or by ten voting members submitting a request in writing to the Chairman of APECS or to the Office.

14 PROCEEDINGS AT GENERAL MEETINGS

14.1 All business that is transacted at an Annual General Meeting shall be deemed general except where specified as special in the Act.

14.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be not less than three Directors and five other Voting Members present in person or by proxy.

15 WRITTEN RESOLUTIONS

15.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution by a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the Office within the period of 21 days following the date of circulation.

16.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

16 BOARD OF DIRECTORS

16.1 The number of Directors shall be not less than three and not more than nine.

16.2 A Director whether or not he or she is a Member shall be entitled to receive notice of, attend and speak but (if he is not a Voting Member) not vote at General Meetings of APECS.

16.3 The following persons shall be eligible for election or appointment as a Director:-

16.3.1 any individual Voting Member

16.3.2 any individual authorised pursuant to Article 7.3 to represent a Corporate Member that is a Voting Member;

16.3.3 any person working in executive coaching or retired from executive coaching or in any allied and complementary business activity considered by the Board of Directors to be capable of promoting the best interests of APECS and furthering its objectives

16.4 a Director who is the authorised representative of a Corporate Member that is a Voting Member shall cease to be a Director if such Corporate Member gives notice in writing to APECS that it no longer supports his membership of the Board of Directors of APECS or the Corporate Member ceases to be a member of APECS.
17.1 The Board of Directors may from time to time appoint any Director or any other person to the office of Chief Executive and/or such other office in the management of the affairs of APECS as they may decide for such period and on such terms as they think fit (subject to the provisions of the Act) and may revoke such appointment. During such appointment, the Chief Executive shall be entitled to attend all meetings and shall be entitled to vote at and be counted in the quorum of any such meeting. Any Director appointed as Chief Executive shall be entitled to one vote and shall be counted once only.

17.2 The Board of Directors may vest in the Chief Executive or such other officer such of the powers vested hereby in the Directors as they may think fit and such powers may be made exercisable for such period or periods, and on such conditions and subject to such restrictions, and generally on such terms as to remuneration and otherwise, as they may determine provided always that a Chief Executive or such other officer shall not be deemed to be a Director for the purposes of the Act or the Articles.

17.3 The remuneration of a Chief Executive or such other officer may be made payable by way of salary or otherwise as may be thought expedient and it may be made a term of his appointment that he shall receive a pension, gratuity or other benefit on his retirement.

18 APPOINTMENT, ROTATION AND REMOVAL OF DIRECTORS

18.1 at each Annual General Meeting one third of the Directors for the time being or if their number is not a multiple of three then the number nearest to one-third shall retire from office and be eligible for re-appointment by ballot.

18.2 Each Director shall (subject to Article 18.1) be appointed as a Director for a maximum period of three years but shall be eligible for re-appointment pursuant to Article 18.3 for one further period of three years.

18.3 The Directors to retire in each year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree to the contrary) be determined by lot.

18.4 A Director retiring by rotation at an Annual General Meeting shall be eligible for appointment to the office of Director subject to Article 18.2

18.5 A Voting Member may nominate a person who is willing to act as a Director not less than twenty-one nor more than thirty-five days before the date appointed for a General Meeting, the nomination shall be submitted in writing to the Office stating the particulars of the person to be nominated as a Director and signed by a Voting Member by which such person is being nominated as a Director and signed by that person signifying his willingness to be so nominated and appointed as a Director.

18.5 The Directors may propose a person who is willing to act as a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

18.6 Any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the conclusion of the next following Annual General Meeting and shall be eligible for appointment at that Annual General Meeting.

18.7 APECS may by ordinary resolution of which special notice has been given in accordance with the Act remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between APECS and such Director. Such removal shall be without prejudice to any claim which such Director may have for damages for breach of any contract between him/her and APECS.
18.9 The profiles of nominees for Director shall be circulated with the notice for the Annual General Meeting.

18.10 The appointments for Director will be determined by ballot. If there are more candidates than places available, then the appointments will be made in order of the highest net votes ‘for’ until all the vacancies have been filled.

19 MINUTES

19.1 The Directors shall cause minutes to be made:

19.1.1 of all appointments of officers made by the Board of Directors;

19.1.2 of the names of Directors present at each meeting of the Board of Directors and of committees of the Directors; and

19.1.3 of all resolutions and proceedings at all meetings of APECS and of the Board of Directors and of committees of the Directors.

19.2 Any such minutes shall be conclusive evidence of any such proceedings if they purport to be approved by the Chairman of the meeting at which the proceedings were had or by the Chairman of the next succeeding meeting.

20 THE SEAL

The Board of Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors, and every instrument to which the Seal shall be affixed shall be signed by two Directors or by one Director and the Secretary.

21 SECRETARY

Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Directors for such term, at such remuneration and on such conditions as it may think fit, and any Secretary so appointed may be removed by the Board of Directors in its sole discretion.

222 ACCOUNTS

22.1 The Board of Directors shall cause accounting records to be kept in accordance with the requirements of the Act.

22.2 No Member shall (as such) have any right of inspecting any accounting records or other book or document of APECS except as conferred by statute or authorised by the Board of Directors or by ordinary resolution of APECS.

22.3 The Board of Directors shall from time to time, in accordance with the Act cause to be prepared and to be laid before APECS in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act.

22.4 Copies of any documents required by law to be annexed thereto shall not less than 21 days before the date of the meeting before which they are to be laid be sent to all persons entitled to receive such copies in accordance with the Act provided that the foregoing shall not require any copy of such document to be sent to any person of whose address APECS is not aware.
23.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

23.2 APECS may give any notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the Member. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

23.3 Subject as provided in this Article, any Member described in the Register as having an address not within the United Kingdom or an address to which notices may be sent using electronic communications may give to APECS an address within the United Kingdom at which all notices shall be served on him, and all notices served at such address shall be deemed to be well served. In this regulation "address", in relation to electronic communications includes any number or address used for the purposes of such communications.

23.4 Any Member present either in person or by proxy at any General Meeting of APECS shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was convened.

23.5.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

23.5.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Act.

23.5.3 In accordance with the Act notice shall be deemed to be given:

23.5.3.1 Forty eight hours after the envelope containing it was posted; or

23.5.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

23.5.4 In reckoning the period for any notice given under these Articles the day on which notice is served, or deemed to be served, and the day for which such notice is given, shall be excluded.

24 INDEMNITY AND INSURANCE

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of APECS shall be indemnified out of the assets of APECS against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of APECS.