

# THE SOCIETY OF TEACHERS OF SPEECH AND DRAMA

## THE ARTICLES OF ASSOCIATION

(adopted at the AGM on 13.2.99 and amended at the AGM 2000, 2002, 2013, 2016 & 2021)

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 2006.
These presents	The Articles of Association for the time being of the Association
Association	The above-named Association
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association
Month	Calendar month
In writing	Written, printed, photographed, lithographed or visibly expressed in all or any of these or any other modes of representing or reproducing words
Meeting	The meeting of members in person or by electronic means
The United Kingdom	Great-Britain and Northern Ireland Channel Islands and the Isle of Man

Speech & Drama includes the” Study and practice of teaching methodology in training for speech, voice, presentation skills and dramatic art in every form and by those and other means to advance the study and knowledge of voice and speech problems.

Member: A person who has been accepted by the Council to one of the appropriate membership categories.

Words importing the singular number only shall include the plural number and vice-versa;

Words importing the masculine gender only shall include the feminine; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of the members with which the Association was registered was 160, but the Council may from time to time register a further increase of members.

3. The Association is established for the purposes expressed in the Memorandum of Association.

### MEMBERS

- There shall be five categories of Membership, which may be applied for, namely:- (A) Full Member (MSTSD); (B) Associate (ASTSD) (C) Student (SSTSD); (D)) Corporate, and (E) Friend

Members in categories(A) to (C) may use the letters, as designated above, that represent their level of Membership. Overseas Members may use the letters appropriate to their level of Membership. The rights and privileges of all Members shall be personal and not assignable or transmissible by operation of law.

#### (A) Full Member (MSTSD)

Full Members shall consist of

(i)Such persons as the Council shall from time to time elect from amongst persons holding one or more Speech and Drama Internal or External Teaching Diplomas, or former Teaching Diplomas, recognised by The Society.

(ii) Such persons as the Council shall from time to time elect from amongst persons holding a BA or BA(Hons), B.Ed, or PGCE with a major or minor in Drama.

(iii) Such persons as the Council shall from time to time elect from amongst the following, namely:- (a) lecturers in Speech and Drama at Colleges of Higher Education and in the Universities; and (b) teachers who have successfully completed within higher education a three year or longer course in which speech and drama is a major element.

**(B) Associate (ASTSD)**

**Associate members shall consist of:**

(i) Teachers with a minimum of three years experience but without formal teaching qualifications in Speech and Drama recognised by The Society and recommended by a Member of Council who has seen evidence that their work is of a standard acceptable to The Society

Associate members, after three years membership, may apply for Full membership, if they so wish. They must submit a term's scheme of work including lesson plans to two designated members of Council who will be allocated to review their work and to make recommendations to the Council. Council must be unanimous in their approval of the upgraded membership.

**(C) Student Member (SSTSD)**

Student Members shall consist of:-

- Those persons studying for one of the teaching qualifications recognised by The Society. Students should be sponsored by their tutor.
- Those persons studying for a Teaching Diploma recognised by The Society. .
- Full time students working towards a B.Ed, BA or BA(Hons) with Drama as one of the modules.

Student membership will run for a maximum of four years from the date of acceptance.

After this period of time has elapsed it is expected that the student will have passed the necessary teaching qualification. The Council may agree to an extension of this limited period if the student is still studying for the required teaching qualification.

**(D) Corporate**

**Corporate members shall consist of:**

Corporate Education Establishments, Drama Schools, Colleges and Business Companies or other such bodies as Council deems appropriate and are interested in The Society and supportive of its aims and objectives. One member of the Governing Body of each Corporate Member may be elected to attend and vote on its behalf at all meetings of The Society.

**(E) Friend**

**Friend members shall consist of:**

Those individual persons interested in The Society and supportive of its aims and objectives. They should NOT be teaching the subject and may NOT use their membership for advertising purposes.

**Additional Memberships.**

**Adjudicator (FSTSD(Adj), MSDTS(Adj), ASTSD(Adj)). An additional fee is payable.**

Adjudicator members shall consist of:

- Full and Associate Members who have undergone the adjudicator verification process of the STSD and been accepted by the Panel of Assessors appointed by the Council and confirmed by Council.
- Full and Associate members already accepted as Speech and Drama Adjudicators by the British and International Federation of Festivals.

Adjudicator members may use the following as appropriate: FSTSD(Adj), MSTSD(Adj) ASTSD(Adj) after their names

**Non-Practicing Status**

**Non Practising members shall consist of:).**

- Any Full or Associate Member who has fully retired from teaching, examining and/or adjudicating, may apply for Non Practising Status and pay a reduced annual subscription as shall from time to time be fixed by the Council)
- Any Full or Associate Member who is temporarily not teaching, examining or adjudicating may apply for Non Practising Status and pay a reduced annual subscription as shall from time to time be fixed by the Council.

**Day**

Day members are those who attend a single meeting , workshop or other event organized by The Society who are not already members of The Society. These must be accepted by the Organizers of the Meeting with the application forms immediately forwarded to the Registrar with an additional fee to cover Insurance.

**At the discretion of Council the following categories of membership are available.**

**Fellowship (FSTSD)**

- (i) A Fellowship may be awarded by the Council to Members who must have held Full or Associate Membership of The Society for at least seven years' duration.
- (ii) Names of proposed Fellows may be nominated by the Council itself in session, or submitted to the Council for consideration at any time accompanied by the support, in writing, of at least five Full Members of The Society who are not currently members of the Council.
- (iii) Nominees for Fellowship must be considered by the Council to have contributed valued service to further the aims and objectives of The Society beyond their individual Membership, or through their work in Theatre and/or the world of teaching of speech, drama and communication.
- (iv) The final decision on awards of Fellowship shall rest with the Council.
- (v) The Council of The Society is not bound to release names of proposed Fellows that it has considered, or its reasons for any subsequent decisions.

**Hon. Fellowship (Hon. FSTSD).**

- (i) The Hon. Fellowship of The Society shall be awarded by the Council at its discretion to those who are not Full, Associate .or Student Members..
- (ii) Names of proposed Hon. Fellows may be nominated by the Council itself and considered in session, or submitted to the Council for consideration at any time accompanied by the support, in writing, of at least five Members of The Society who are not currently members of the Council.
- (iii) Nominees for Hon. Fellowship must be considered by the Council to have an established an enhanced reputation and to have furthered the aims and objectives of The Society through their work in Theatre and/or in the world of teaching of speech, drama and communication.
- (iv) The final decision on awards of Hon. Fellowship shall rest with the Council.
- (v) The Council of The Society is not bound to release names of proposed Hon. Fellows that it has considered or its reasons for any subsequent decisions.

**A President and Patrons of The Society may be appointed by Council as and when appropriate.**

5. Application for membership of the Association shall be made in writing in the form prescribed by the Council. The Association shall keep a Register of Members as required by Section 110 of the Act. Upon election a member shall be bound by these presents or any alteration thereof which may from time to time be made in accordance with the Act and with the approval of Companies House.

6.

(A) A member shall cease to be a member upon the happening of any one of the following events:-

(i) upon his death;

(ii) if he shall give notice in writing of his resignation;

(iii) if his subscription has not been paid by the Annual General Meeting following the due date and he has failed to comply with a notice requiring him to pay the same within 21 days of the date of such notice;

(iv) if he is adjudicated bankrupt or compounds with his creditors, or a receiver of his property or assets, or a substantial part thereof, is appointed;

(v) if he has failed to observe any regulation of the Association ( other than the regulations as to the date of payment of subscriptions ), upon a resolution expelling him from membership being passed by a majority or at least two thirds of the members of the Council present and voting at a special meeting of the Council summoned for that purpose, at which not less than six members of the Council are present and of which at least seven clear days' notice in writing shall have been given to the member and after he shall have had an opportunity of addressing the meeting either personally or by his legal adviser.

(B) Nothing in this article shall confer upon a Member of the right to be present at such meeting at the voting or except as herein before provided to take any other part in the proceedings without the permission of the Council.

### **DUTIES OF MEMBERS**

**7.** Every member shall be bound to further to the best of his abilities the objects, interests and influence of the Association and shall observe the provisions of these presents and all regulations of the Association imposed or made pursuant to the powers in that behalf herein contained.

**8.**

(A) Every Member (other than Honorary Members) shall be bound to pay to the Association such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Council.

All payments shall be paid at the times, in the manner, and subject to the conditions set out in the regulations of the Association in force at the date of such payments.

(B) Honorary Members are not required to pay a subscription.

**10.** Neither the legal personal representative of a deceased member, nor a member who has ceased to be a member, shall have any claim against the Association in respect of any sum previously paid by him to the Association, whether in way of subscription, donation or otherwise.

### **COUNCIL OF MANAGEMENT**

**11.** The business of the Association shall be managed by a Council of Management.

**12.** Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than eight nor more than twenty-five.

**13.** Only persons who are Full Members of the Association shall, in any circumstances, be eligible to hold office as a member of the Council.

**14.** The Council may from time to time and at any time appoint any Full Member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so

appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for reelection.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 15.** The office of a member of the Council shall be vacated
- (A) if he becomes of unsound mind
  - (B) if he ceases to be a member of the Association
  - (C) If by notice in writing to the Association he resigns his office
  - (D) if he ceases to hold office by virtue of any provision of the Act

#### **CHAIRMAN OF COUNCIL**

**16.** The Association shall in every year at the Annual General Meeting elect from among the Full Members of the Association a Chairman for the ensuing year who shall be an ex-officio member of the Council and who shall preside over meetings of the Council and over any General Meeting of the Association. A Chairman shall serve for a maximum of three consecutive years only.

#### **VICE-CHAIRMAN**

- 17.**
- (A) The Vice-Chairman will be elected at the same time as the new Chairman.
  - (B) Both the Chairman and Vice-chairman will be reelected at the AGM each year.
  - (C) The Vice-chairman will be put forward for election as Council's nomination for Chairman Elect at the beginning of his third year of office. Any voting member wishing to nominate another candidate for Vice-Chairman should do so when the form appears in the Newsletter or in writing before the Vice-Chairman's second year. No other candidate may be proposed at the time of the election of the Vice-chairman to Chairman Elect.

#### **POWERS OF THE COUNCIL**

**18.** The Council may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to the provisions of the Act and of these presents.

**19.** The Council may from time to time make, vary and rescind such rules and regulations (not being inconsistent with the provisions of the Memorandum or these presents and not relating to matters which can only properly be dealt with by these presents) as it thinks fit for observance by the Members in connection with the administration and government of the Association or the attainment of its objects.

**20.** The Council may exercise all the powers of the Association to borrow money.

**21.** The Council may from time to time appoint one of their number to be Honorary Secretary, for such period and upon such terms as to duties to be performed and all other matters as they think fit and may at any time remove him from such office. A Member of the Council holding the office of Honorary Secretary shall not be subject to retirement by rotation, nor be taken into account in determining the rotation of retirement of Members of the Council, but shall be subject to the same provisions as to removal as the other Members of the Council. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time if there is no Honorary Secretary or no Honorary Secretary capable of acting, appoint an assistant or deputy

(whether or not from amongst their own number) to exercise the functions of Secretary of the Association.

**22.** The Council may appoint a person or persons to hold the offices of Registrar, Treasurer, Editors of the Newsletter and Journal, Web Manager and a Conference Co-ordinator for such period and upon such terms as to duties to be performed and all other matters respectively as they think fit. Provided always that if a member of the Council shall be appointed to either/each office no remuneration or other benefit in money or moneys worth shall be given by the Association save as permitted by the proviso to Clause 4 of the Memorandum of Association.

**23.** Should a vacancy occur in any of the offices of the Association, the Council may elect another person to fill such vacancy for the remainder of the period for which the former holder of the office would have held office but for such vacancy.

**24.** The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

**25.**

(A) Any Full Member- of the Association may be nominated for election to Council by another voting member of the Association with their permission. This nomination shall be forwarded to the Secretary in writing by the date announced in the Association's Newsletter. Candidates shall then be placed before Council for approval and then to the Annual General Meeting for election.

(B) If by their acceptance the number of representatives on the Council would exceed the maximum number as allowed under Article 12, a vote shall be taken at the Annual General Meeting in order to elect such maximum number.

(C) A member of the Council may serve in that capacity for a period not exceeding three years, after which period of time that member shall retire from the Council.

(D) A member of the Council retiring after his period of service of three years may not be reelected until at least one year has elapsed.

(E) If the Council deems necessary, whether or not the maximum number of members as allowed under Article 12 has been elected to the Council at the Annual General Meeting, a retiring member of the Council may be co-opted for a further year in order to complete a project for the Council or to serve on the Editorial Board.

**26.** The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

**27.** In addition and without prejudice to the provisions of Section 184 of the Act the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

## **PROCEEDINGS OF THE COUNCIL**

**28.** The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one-fourth of the members for the time being of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, in case of an equality of votes the Chairman shall have a second or casting vote.

**29.** On request of a member of the Council, the Secretary shall at any time summon a Meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a Meeting.

**30.** If at any Meeting the Chairman be not present within fifteen minutes after the time appointed for holding the Meeting, members of the Council present shall choose someone of their number to be Chairman of the Meeting.

**31.** A Meeting of the members of the Council for the time being at which a quorum is present, shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

**32.** The Council may delegate any of their powers to committees, to act in an executive or advisory capacity, consisting of such member or members of the Council and other Members of the Association as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

**33.** All acts bona fide done by any meeting of the Council or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

**34.** The Council shall cause proper Minutes to be made of the proceedings of all Meetings of the Association and of the Council and of Committees of the Council and all business transacted at such Meetings and any such Minute of any meeting, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be conclusive evidence without any further proof of the facts therein stated.

**35.** A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council shall be as valid and as effectual as if it had been passed at a Meeting of the Council or of such Committee duly convened and constituted.

## **GENERAL MEETINGS**

**36.** A General Meeting of the Association shall be held in each year as its Annual General Meeting at such time (being not more than 15 months after the last preceding meeting) and place as the Council may determine and shall be specified as such in the circulated notices.

37. All other General Meetings shall be called Extraordinary General Meetings.

38. The Council may call an Extraordinary General Meeting whenever they think fit 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 Act.

39. Twenty one clear days notice at the least of every Meeting convened for the purpose of passing a Special Resolution and of every Annual General Meeting and fourteen clear days notice at the least of every other General Meeting, specifying the place, the day and the hour of the meeting and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these presents or under the Act entitled to receive notices from the Association provided that a meeting of the Association shall, notwithstanding that it is called by a shorter notice than that specified in this article, be deemed to have been called if it is so agreed by all the members entitled to attend and vote thereat or in the case of an Extraordinary General Meeting by such proportion of such members as is prescribed by the Act. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive the same shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

40. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the balance sheet and income and expenditure account and the report of the Council and other documents required to accompany or be annexed to the balance sheet, the election of members of the Council in the place of those retiring, the election of a Chairman and Vice-chairman and the disposal of business introduced by the Council and of any other matter which may, consistently with the regulations of the Association, be introduced at such meeting.

41. (a) Except where otherwise required by the Act or these presents, notice in writing must be given to the Secretary at least fourteen days clear before the day for holding any General Meeting, of any resolution to be moved at such meeting.

**(b) Only a member entitled to vote in accordance with Article 52 shall be entitled to give notice of such resolution.**

42. Whenever such notice of resolution has been given by a member and included in the notice convening a General Meeting, if the member who gave the notice is not present and has not withdrawn it, any member then present may, if authorised in writing by the person who gave the notice, adopt it as his own and move the resolution as if the notice had been given by him.

43. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided, the quorum shall be ten Members personally present.

44. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum.



**45.** With the consent of any Meeting at which a quorum is present, the Chairman may adjourn the Meeting from time to time, and from place to place, as the Meeting shall determine. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

**46.** The Chairman of the Council or the Vice-Chairman in the absence of the Chairman shall preside at every General Meeting, but if there was no such Chairman or Vice-Chairman, or if at any Meeting no Chairman or Vice-chairman shall be present within fifteen minutes after the time appointed for holding the same and willing to preside, the Members present shall choose some other Member of the Council, or if no such Member be present, or if all the Members of Council present decline to take the Chair, they shall choose some other Full Member of the Association who shall be present to preside.

**47.** At all General Meetings a resolution put to the vote of the Meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**48.** If a poll be demanded in manner aforesaid, it shall be taken in the manner following, that is to say:  
(A) The Chairman shall forthwith appoint three scrutineers from amongst the members present other than the mover and the seconder of the resolution, to receive and examine the voting papers and to certify the result of the poll. If by death or refusal or incapacity to act, the number of scrutineers is reduced below three, the Member to supply such vacancy shall forthwith be nominated by the Chairman of the Council for the time being.

(B) The Chairman shall then fix a day to which the Meeting, at the conclusion of the other business shall stand adjourned.

(C) The Secretary shall, with all convenient speed after the poll is demanded, send by post a voting paper to every Member entitled to notice of The Meeting. The voting paper shall be in such form as the Council shall direct, shall set forth the question on which the poll has been demanded, shall specify the day on or previous to which the voting paper must be returned and shall set forth instructions as to the mode of voting and the name and address of the Secretary for the return of the voting paper.

(D) Voting papers duly sealed or otherwise fastened shall be delivered or returned by prepaid post to the Secretary two clear days before the day named for the adjourned Meeting and the Secretary shall place them unopened in a box and so deliver them to the scrutineers, by whom alone they shall be opened and examined.

(E) As soon as the voting papers shall have been examined and the result of the poll ascertained, the voting papers shall be handed over to the Association and retained by the Association for one month after the adjourned Meeting and then they may be destroyed.

(F) The report of the scrutineers shall be signed by them or the majority and shall contain the following particulars:

(i) The total number of voting papers received.

(ii) The number (if any) rejected and the grounds of rejection.

(iii) The total number of votes in favour of the resolution.

(iv) The total number of votes against the resolution.

(G) The report of the scrutineers shall be read to the adjourned Meeting and the Chairman of The Meeting shall declare that the question has been decided by the Meeting either in the affirmative or negative accordingly

49. No poll shall be demanded on the election of the Chairman of the Meeting, or on any question of adjournment.

50. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a further or casting vote.

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

#### **VOTES OF MEMBERS**

52.

(A) No person other than a member duly registered and who shall have paid every subscription and other sums (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question at any General Meeting. Only the following shall be entitled to full voting rights;

(i) Full Members including Non practicing members and those paying a life or overseas subscription

(ii) Corporate Members, as allowed under Article ( 4. D)

#### **ACCOUNTS**

53. The Council shall, in accordance with the requirements of section 147 of the Act, cause proper books of account to be kept with respect to:

(A) The assets and liabilities of the Association.

(B) The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and

(C) All sales and purchases of goods by the Association.

54. The books of account shall be kept at the office of the Association or (subject to section 147 (3) of the Act) at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

55. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for money paid to the society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine.

56. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Association and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Members at all reasonable times.

57. Once at least in every year the Council shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Council and a copy of such account, balance sheet and report shall not less than twenty one clear days before the meeting be sent to all persons entitled to receive notices of General Meetings, in the manner in which notices are hereinafter directed to be served.

## **NOTICES**

**58.** A notice or other document may be served by the Association upon any member either personally, or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members or by electronic transmission..

**59.** Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

**60.** Any notice, if served by post or any electronic means shall be deemed to have been served on the day following that on which the letter containing the same was posted or transmitted

## **WINDING UP**

**61.** The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents.

## **MEMORANDUM OF ASSOCIATION**

- The name of the Company (hereinafter called the " Association") is the " The Society of Teachers of Speech and Drama".
- The registered office of the Association will be situate in England.

**3.** The objects for which the Association is established are;

(a) To promote the advancement of the knowledge, study and practice of communication, speech and dramatic art in every form.

(b) To organise, arrange, hold and co-operate in the organisation and holding of meetings, national and international conventions, conferences, lectures, vacation courses and discussion, public or private and all other means of instruction and education calculated to promote and advance the knowledge, study of teaching of voice and speech training, dramatic art in every form and by those or other means to advance the study and knowledge of voice or speech problems.

(c) To promote, organise and supervise, with or without the payment of entrance or other fees and defray the expenses of competitions in verse speaking and dramatic art in every form amongst students of speech and dramatic art and establish or inaugurate a fund or funds for the award of prizes, certificates of merit, grants or exhibitions to such students, but so that the making of such awards shall not confer any professional status or qualification and so that every certificate or diploma awarded by the Association shall state clearly on the face of it that it is not granted by or under the authority of any Government Department or authority, but by the authority of the Association only.

(d) To print and publish a periodical, newspaper or magazine for circulation among the members as the organ of the Association and by means of the publication of books, pamphlets, articles in the press, or by advertisement or otherwise, make known, advance and promote or further the objects of the Association and the advancement of knowledge of voice and speech training and all forms of dramatic art among its members and others.

(e) Subject to the provisions of section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (g) To undertake and exercise any trusts which may lawfully be undertaken by the Association and may be conducive to its assets.
- (h) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (i) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charities Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (j) To establish and support, or aid in the establishment and support of, any charitable or benevolent associations or institutions, and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects, but not so as thereby to confer benefits on Members of the Association.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them:

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Association, would make it a Trade Union:

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity

Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated, in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

- The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member or member of the Council of Management or Governing Body of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any Member of the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees.
- No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.
- The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of section 18 of the Companies Act 1929.

- The liability of the Members is limited.
- Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
- If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 1 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or, in default thereof, by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to the inspection of the Members.

We, the several persons whose names are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association (13.4.44):

Gwyneth Loveday Thurburn; Rose Elizabeth Bruford; Iris Waller, Ruth Margaret Fletcher, Vera Beringer; Margaret Mary Arnett; Mabel Galich