

Articles of Association

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
ASSOCIATION OF SIGN LANGUAGE INTERPRETERS

Articles adopted on Saturday 17th October 2015
Amended 6th October 2018, 11th October 2020
and 25 September 2022

Articles of Association

1. Name

The name of the company is 'ASSOCIATION OF SIGN LANGUAGE INTERPRETERS' (to be called 'ASLI' in the text below)

2. Registered office

The registered office of ASLI is in England

3. Definitions

In these Articles

'Articles' means ASLI's Articles of Association as adopted or altered by its members,

'Board' means the Board of Directors of ASLI from time to time,

'Bylaws' means the Bylaws of ASLI as created and amended by the Board,

'Clear Days' in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

'Conflict of Interest' means any direct or indirect interest of a director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts or might conflict with the interests of ASLI,

'Co-optee' means a person appointed to the Board by invitation of the existing Directors,

'Director' means a person elected to the position of a director in accordance with Article 81 and does not include a co-optee,

'Member' means a person whose name is entered onto the register of members and classified as provided in Article 12,

'Membership Year' means any 12 calendar months starting from 1 June,

'Person' means an individual, body corporate, partnership, or unincorporated association, 'Special Resolution' has the meaning given in section 283 of the 2006 Act,

'the Act' means the Companies Act 2006 or any statutory modification or re-enactment for the time being in force,

'the Chair' means the person appointed in accordance with Article 120 and the chair of the Board,

'the Administrator' means any person appointed to perform administrative duties of ASLI,

'the office' means the registered office of ASLI,

'Voting member' means a Full and Associate member of ASLI,

'Working day' means a day that is not a Saturday or Sunday, Christmas Day, Good Friday, or any day that is a public holiday

4. In these Articles, singular words will include the plural and vice versa, the word 'persons' will include corporate and unincorporated bodies and words in the masculine gender only will include all genders

Articles of Association

5. Objects

ASLI's objects are to

- 5 1. act as a body for the purpose of consultation for all those in the United Kingdom or elsewhere whose common interest is the quality of sign language interpreting for the purposes of industry, commerce, literature, science, research, law, administration or any other purpose that needs high professional standards of communication and understanding,
- 5 2 secure better recognition of the value to the national and international community of the skills and experience of those professionally engaged in sign language interpreting and to improve their professional status,
- 5 3 work collaboratively, when appropriate, with bodies in the United Kingdom or elsewhere to call for, to support or oppose legislation or changes in professional practice relating to sign language interpreting,
- 5 4 undertake, encourage and fund research and any other activities conducive to the improvement of training and standards in sign language interpreting,
- 5 5 to encourage good practice in sign language interpreting and to represent and promote the interests and views of sign language interpreters and the sign language interpreting profession in the United Kingdom,
- 5.6 promote and uphold standards for professional conduct among its members,
- 5 7 carry on any business which, in the opinion of ASLI, may be capable of being conveniently or profitably earned on in conjunction with or subsidiary to any other business of ASLI and is calculated to enhance the value of ASLI's property or further its objects,
- 5.8 actively promote and encourage equality and diversity. This may include but not be limited to:
 - Providing appropriate guidance and training opportunities for our members,
 - Seeking to work with external organisations and training providers to increase diversity of the workforce, and
 - Engaging in ongoing dialogue with members to take other positive actions intended to support underrepresented minorities in line with the aims of the association.

6. Powers

ASLI will have the power to do anything that a natural or corporate person can lawfully do which is necessary or expedient in furtherance of its objects unless prohibited by these Articles

7. Without limiting the powers described in Article 6, ASLI will have the power to, as long as it is within the law

- 7 1 sell, let, mortgage, dispose of or turn to account all or any of the property or assets of ASLI,
- 7 2 borrow or raise money on the terms and on security as is thought fit,
- 7 3 invest the money of ASLI in or upon any investments, security or property as is thought fit,

Association of Sign Language Interpreters
Fourwinds House, Balderton, Chester, CH4 9LF
Company Number: 04766613

Articles of Association

7.4 allow any money and investments of ASLI to be held in the names or under the control of two or more persons or any company or other organisation as nominee or nominees of ASLI and to pay that nominee or nominees appropriately for this,

7.5 delegate to any person, company or other organisation any of ASLI's powers of investment, administration or management of all or any part of the money and investments of ASLI,

7.6 engage and pay any agents and employees and make all reasonable and necessary provision for the payment of pensions and superannuation to employees, former employees and their dependents,

7.7 give financial assistance by donations or subscriptions or otherwise to any association or other body to help meet the objects of ASLI,

7.8 to enter into partnership, or amalgamate with any companies, institutions, societies or associations with similar objects to ASLI and which prohibit the distribution of their income and property among their members

Limited liability

8. The liability of the members is limited to £1, which is the amount that each member undertakes to contribute to the assets of ASLI if it is wound up while he/she is a member or within one year after s/he ceases to be a member for

8.1 payment of ASLI's debts and liabilities contracted before s/he ceases to be a member,

8.2 payment of the costs, charges and expenses of winding up, and

8.3 adjustment of the rights of the contributories among themselves

Application of Income and Property

9. The income and property of ASLI shall be applied solely towards the promotion of its objects as set forth in these Articles 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 members of ASLI Provided that nothing shall prevent any payment in good faith by ASLI

9.1 of reasonable and proper remuneration to any member, officer, servant or employee for any services rendered to ASLI,

9.2 of interest on money lent by any member of ASLI at a rate per year not exceeding the current base lending rate from time to time of the bankers to ASLI at that time,

9.3 of reasonable and proper rent for premises demised or let by any member of ASLI

Membership

10. Members of ASLI are those who subscribed to the memorandum of association and those who, having applied to become members, are accepted by the Board in accordance with these Articles and the Bylaws

11. All members of ASLI have to abide by these Articles, Bylaws made under these Articles, and any code or policy as required by ASLI

Association of Sign Language Interpreters
Fourwinds House, Balderton, Chester, CH4 9LF
Company Number: 04766613

Articles of Association

12. Membership of ASLI is classified as Full member, Associate member, and Student member
13. Only members classified as Full or Associate may vote as prescribed by the Bylaws
14. An employee of ASLI cannot be a member

15. The Board may allow any individual or corporate body to become a supporter in accordance with the Bylaws and charge a supporter fee, the level of which may be decided from time to time. Any such supporter shall not be a member of ASLI

Admission to membership

16. Applications for admission to membership of ASLI must be made in accordance with the requirements for membership as stated in the Bylaws

17. The Board can use its discretion to accept or reject an application for membership and does not have to give any reason for its decision, which is final

Rights and obligations of members

18. All members must be given notice of and are entitled to attend and speak at general meetings of ASLI

18 1 Only voting members are entitled to propose and speak on any motion in general meetings. Non-voting members wishing to speak in general meetings must be approved by the chair

18 2 Only voting members can vote on any resolution put to the members, either at a general meeting, on a poll ordered in a general meeting or by postal or electronic ballot

19. All members must observe ASLI's Values Statement, as approved by the Board from time to time

20. Members in certain categories may employ such designations or their abbreviations as may be allowed by the Bylaws No other members may advertise their membership of ASLI in any way

20 1. No one whose membership has stopped can continue to use any such titles, names or abbreviations

Subscriptions

21. The process for setting and paying subscriptions are prescribed in the Bylaws

22. The annual subscription rates for members will be as defined in the Bylaws

23. Members must pay ASLI the sum of money that is approved by the Board for their respective categories when requested to do so by ASLI

24. The membership subscriptions will be agreed by ASLI's Board in consultation with Members

25. Any increase over and above 10% will have to be presented to voting members to be approved by ordinary resolution

26. Any increases in subscription have to be made before the start of the membership year, and will take effect at the start of the membership year after the approval

If members do not pay their subscriptions

27. Members cannot enjoy the rights and privileges of membership until they have paid ASLI their initial and quarterly or annual subscriptions
28. Any member who fails to pay their annual or quarterly subscriptions when due shall be suspended
29. If the member has still not paid the initial or annual subscriptions by the end of the membership year, the member is considered to have resigned
30. If a member stops being a member because of Article 29 he/she still has to pay the subscription and any other sums owed to ASLI However, the Board can write off any subscription amounts due
31. If a member stops being a member because of Article 29, the Board can readmit him/her under conditions set by the Bylaws

Ending membership

32. A member can resign his/her membership at any time by giving notice of his/her intention to resign in the form prescribed by the Bylaws
33. Membership cannot be transferred and ends on death
34. If a member has anything that belongs to ASLI when s/he stops being a member, s/he must return it right away
35. Members must let the Administrator know of any change to their contact details

General meetings

36. Each year ASLI will hold a general meeting as its annual general meeting, as well as any other meetings in that year. ASLI will specify what the meeting is about in the notice of meeting The Board will decide where and when the annual general meeting will be held.
37. All general meetings other than annual general meetings will be called general meetings
38. The Board can call a general meeting whenever it thinks fit and a general meeting will also be held if requested by at least 5% of the voting members in accordance with s303 of the Act or 10 members, whichever is greater
39. At least half or 5 members (whichever is greater) requesting a general meeting in accordance with these Articles must be Full members
40. Such a meeting must be convened within six weeks of receipt of the request by the Chair of the Board

Notice of general meetings

41. At least twenty-eight days' notice in writing will be given for an annual general meeting and at least fourteen days' notice in writing will be given for a general meetings The notice period will not include the day on which it is given or considered to be given or the day of the meeting itself It will specify the place, day and time of the meeting and in the case of special business, the special resolution(s) to be proposed and will be given to all members, members of the Board and any auditor
42. If a member or any other person entitled to receive notice is accidentally not given notice, any resolution passed or proceedings undertaken at the meeting will still be valid

Proceedings at general meetings

43. All business that takes place at a general meeting is considered special. All business that takes place at an annual general meeting will also be deemed special, except receiving the accounts and balance sheet, the reports of the Board, the election of Directors and the receipt of a report on the election of Directors

44. No business other than the appointment of the chair of the meeting under Article 43 will take place at any general meeting unless a quorum is there when the meeting starts doing business. For all purposes, three members present in person and entitled to vote are enough for a quorum

45. When a meeting is convened at the request of members, if within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be dissolved

45.1. In any other case, it will be postponed until the same day the following week at the same time and place, or at another place and time as decided by the Board

45.2. If there is still not a quorum at the next meeting within half an hour from the time appointed for holding the meeting, the members present will be considered enough to form a quorum

Attendance and speaking at general meetings

46. A voting member can speak at a general meeting if s/he can communicate to all those attending the meeting during the meeting any information or opinions s/he has on the business of the meeting.

47. A member can vote at a general meeting when

47.1. S/he is able to vote during the meeting on resolutions put to the vote at the meeting, and

47.2. that member's vote can be taken into account in deciding whether or not the resolutions are passed at the same time as the votes of all other voting members attending the meeting

48. The Board can make whatever arrangements it considers appropriate so those attending a general meeting can speak or vote at it

49. In determining attendance at a general meeting, it does not matter whether any two or more members attending it are in the same place as each other

50. Two or more persons who are not in the same place as each other are considered to have attended a general meeting if they are (or would be) able to exercise their rights to speak and vote at that meeting, if they have that right

51. The chair of the meeting may permit other persons who are not voting members of ASLI to attend and speak at a general meeting

Chairing general meetings

52. If the Board members have appointed a chair, the chair will chair general meetings if present and willing to do so

53. If the Board members have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within fifteen minutes of the time the meeting was due to start

53.1. the Board members present, or

53.2. (if no Board members are present), the meeting must appoint a member to chair the meeting, and this must be the first business of the meeting

54. The person chairing a meeting in accordance with this article is called "the chair of the meeting"

Adjournment of general meetings

55. The chair of the meeting may adjourn a general meeting at which a quorum is present if
- 55.1. the meeting consents to an adjournment
 - 55.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
56. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
57. When adjourning a general meeting, the chair of the meeting must
- (1). either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board and
 - (11). have regard to any directions as to the time and place of any adjournment which have been given by the meeting
58. If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, ASLI must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- (1). to the same persons to whom notice of ASLI's general meetings is required to be given, and
 - (11). containing the same information that such notice is required to contain
59. No business may be transacted at an adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place

Voting: general

60. At all general meetings, all resolutions put to the meeting will be decided on a poll by voting members. The poll shall be taken in such manner as the chair of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll took place
61. Every voting member has one vote
62. No one except a voting member who is entitled to vote, and who is registered and whose subscriptions are up-to-date can vote on any question at any general meeting or on a postal vote
63. The chair of the meeting at which the poll and postal votes take place shall have a second or casting vote in the case of a tie

Appointment of proxies

64. Proxies can only validly be appointed by voting members by a notice in writing (a proxy notice) which
- 64.1. gives the name and address of the member appointing the proxy,
 - 64.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - 64.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in a way that the Board members decide, and
 - 64.4. is delivered to ASLI at least 48 hours before the meeting in accordance with these articles and any instructions in the notice of the general meeting that they relate to
65. ASLI may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

66. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting on one or more resolutions)

67. Unless a proxy notice indicates otherwise it must be treated as

- 67.1. allowing the person who is the proxy to use discretion as to how to vote on any resolution put to the meeting, and
- 67.2. appointing that person as proxy for any adjournment of the general meeting it relates to, as well as the meeting itself.
- 67.3. Except for the Chairperson of the meeting, the maximum number of proxies to be held by a single person is 5

Delivery of proxy notices

68. A member who is entitled to attend, speak or vote continues to be entitled for that meeting or any adjournment of it, even though a valid proxy notice has been delivered to ASLI by or on behalf of that member

69. An appointment under a proxy notice can be revoked if a notice in writing is delivered to ASLI by or on behalf of the member on whose behalf the proxy notice was given

70. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting that it relates to

71. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

Amendment of resolutions

72. An ordinary resolution to be proposed at a general meeting can be amended by ordinary resolution provided that

- 72.1. a notice of the proposed amendment is given to ASLI in writing by a member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place, and
- 72.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

73. A special resolution to be proposed at a general meeting can be amended by ordinary resolution provided that

- 73.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 73.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

74. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is unacceptable, the vote on that resolution is still valid

Ballots

75. The Board may order a ballot on any question concerning ASLI The Ballot may be conducted via postal or electronic means as decided by the Board

76. A decision reached by ballot has the same effect as an ordinary resolution of ASLI in a general meeting

77. Appointments to the Board resulting from elections earned out by ballot are deemed to have been made at the beginning of the annual general meeting the following year

The Board

78. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the ASLI Subject to and in default of any such determination, there shall be no fewer than five nor more than nine members of the Board

79. At least three-quarters of the Directors must be members of ASLI and at the time of election must have been a member for the preceding 12 months the remaining Director positions (up to a maximum of two) may be filled by independent persons who are not members of ASLI and will be called Independent Directors

80. If the number of Directors is fewer than specified in Article 78, the remaining Directors will use reasonable efforts to appoint more Directors and might act despite Article 78

Appointment and retirement of Board members

81. ASLI will fill the offices of the Board vacated according to Article 83 and Article 90 by election, held either electronically or by postal ballot, either at a time decided by the Board or at a general meeting

82. Nomination of candidates for the Board shall follow the process laid down in the Bylaws

83. All Directors will be elected for a fixed term of up to two years that expires at the end of the General meeting, two years after they have been appointed. Any Board member who retires from office at the end of their term will only be eligible for re-election subject to these Articles

84. Retiring Directors can be re-elected for two terms of two years, after which they must take a break of 12 months before they are eligible for re-election.

85. The Director's appointment letter may specify a shorter term for the purposes of this article 83, all existing Directors will be considered to have been appointed on the date that these Articles are adopted

86. Where the members of the Board due to retire have been elected and been in office for the same time since their last election or re-election, the members to retire may be

86.1. agreed among themselves or, in the absence of agreement

86.2. selected by drawing lots

87. No one can be elected as a Director within 5 years after an allegation of misconduct against the member has been upheld This clause shall only take effect on adoption of these articles

Co-option

88. The Board can co-opt any individual or member onto the Board as a Co-optee, up to a limit of three. The Board might limit or end this appointment at any time The same principle will apply to the co-option of extra people to a committee and will be subject to any additional criteria as laid down in the committee's terms of reference

Casual vacancies

89. The Board may appoint any Voting member who is willing to act to fill any vacancy among its members that occurs

- 89 1. because a member who has retired at the end of his/her term has not been replaced by election, or
- 89 2. because a member has left office before the end of his/her term, or
- 89.3. the number of the Board members has fallen below that prescribed in Article 78

90. A member of the Board appointed under this article must retire at the next general meeting but is eligible for re-appointment subject to Article 84

Disqualification and removal of Board members

91. A member of the Board must vacate his/her office if

- 91 1. S/he is made bankrupt or makes any arrangement or composition with his/her creditors
- 91 2. a registered medical practitioner who is treating that person gives a written opinion to ASLI stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than 3 months
- 91 3. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, legal guardian or other person to exercise powers with respect to his/her property or affairs,
- 91 4. S/he has been absent, without the permission of the Board, from all meetings of the Board held during a period of six consecutive months and the Board decides that his/her office will be vacated,
- 91 5. S/he resigns by giving written notice to ASLI, in accordance with the Bylaws,
- 91 6. S/he is removed by members of ASLI by a special resolution of the voting members of ASLI voting in a general meeting or by postal or electronic ballot,
- 91 7. if s/he is a member of ASLI, s/he stops being a member of ASLI
- 91 8. If s/he is barred from being a company director under UK law

Powers of the Board

92. The business of ASLI is managed by the Board, which can exercise all the powers of ASLI, subject to

- 92.1. the provisions of the Companies Act, these Articles and Bylaws, and
- 92.2. any directions given by resolution of ASLI

93. valid act of the Board can become invalid through a Bylaw made, direction given, or any alteration of these Articles after that act

94. The powers of the Board are not diminished because of any vacancies in its membership, as long as the number of its members does not fall below the number prescribed as a quorum for its meetings

95. If the number of members of the Board falls below the number prescribed as a quorum for its meetings, the remaining members may act as the Board for the following purposes only to

- 95.1. admit persons to membership of ASLI,
- 95.2. appoint persons to fill vacancies on the Board,
- 95 3. convene a general meeting

Delegation of power

96. The Board can, as it thinks fit, delegate any of its powers to any director holding executive office, any committee consisting of one or more officers or individual members of ASLI, or any group or network

97. In the exercise of the powers delegated, any director or committee or group or network formed according to this article will conform to any regulations imposed on it by the Board

98. The meetings and proceedings of any committee, group or network are governed by these Articles and Bylaws, regulating meetings and proceedings of the Board and committees, unless the Board directs otherwise

Proceedings of the Board

99. As long as they meet the provisions of these Articles, the members of the Board can regulate their proceedings as they think fit

100. The quorum for Board meetings is three Board members, or half the elected Board members, whichever is greater

101. Any questions that come up at a meeting are to be decided by a majority of votes

102. Every board member has one vote, irrespective of their personal class of membership an individual appointed as a co-optee shall not have a vote

103. If the votes are equal, the chair of the meeting will have the casting vote

Conflicts of interest

104. If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply

104.1. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

104.2. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

104.3. The unconflicted directors consider it is in the interests of ASLI to authorise the conflict of interests in the circumstances applying

105. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

Validity of directors' decisions

106. Subject to Article 107 all acts agreed by a meeting of directors, or of a committee of directors shall be valid, notwithstanding the participation in any vote of director

106.1. who was disqualified from holding office,

106.2. who had previously retired or who had been obliged by the constitution to vacate office,

106.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without

106.4. the vote of that director, and

106.5. that director being counted in the quorum, the decision has been made by a majority of the directors at a quorate meeting

107. Article 106 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of any directors if, but for article 106, the resolution would have been void, or if the director has not complied with Article 108

Register of Board members' interests

108. The Board will keep a register of Board members' interests A member of the Board must declare the nature and extent of any interest, direct or indirect, which she/he has in a proposed transaction or arrangement with ASLI or in any transaction or arrangement entered into by ASLI that has not previously been declared

Board payments

109. ASLI may pay remuneration, fees, allowances or recompense for loss of earnings to board members, co-optees and members of committees as is laid down in the Regulations for Travelling and Subsistence Claims and Awarding Honoraria as may be amended from time to time

Board member expenses

110. Board members will be paid all reasonable out-of-pocket expenses they incur while carrying out affairs of ASLI, including all travelling, hotel and other expenses they incur in connection with their attendance at Board or committee meetings, as is laid down in the Regulations for Travelling and Subsistence Claims and Awarding Honoraria as may be amended from time to time

Calling a Board meeting

111. On the request of the ASLI Board of Directors or any three members of the Board, the Administrator will call a meeting of the Board by notice served on each of its members

112. Notices of meetings of the Board do not need to be in writing

113. A member of the Board not resident in or temporarily absent from the United Kingdom is not entitled to longer notice of meetings than would be reasonable if he/she were resident there

114. A member of the Board not resident in or temporarily absent from the United Kingdom can be sent notice of meetings to any address he/she has given to the Administrator in writing

115. Notice of any meeting of the Board must give

115.1. its proposed date and time,

115.2. where it is to take place, and

115.3. if it is expected that Board members taking part in the meeting will not be in the same

Articles of Association

place, details of how they could communicate with each other during the meeting

Virtual meetings and decisions

116. Subject to the Articles, Directors take part in a meeting of Directors, or part of a meeting, when

116.1. the meeting has been called and takes place in accordance with these Articles, and

116.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

117. In determining whether Board members are taking part in a meeting, it is irrelevant where any Board member is or how s/he communicates with the others

118. If all the Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place where the chair of the meeting is

119. A resolution in writing, including via electronic means, sent to all Board members, but signed, or otherwise acknowledged in writing by three-quarters of the Board is as valid and effective as if it had been passed at a meeting of the Board or committee duly convened and constituted, provided the following conditions are complied with

119.1. approval from each Director must be received by one person the person may be one of the Directors, the Administrator or another person within the ASLI office as may be designated by the Board This person will be known as the recipient,

119.2. following receipt of responses from all of the Directors, the recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 119,

119.3. the date of the decision shall be the date of the communication from the recipient confirming formal approval,

119.4. the decision must be formally recorded in the minutes of the next meeting of the Board under the heading 'Note of Circular Resolutions Passed since the Last Meeting'

Special appointments of the Board

120. The chair of ASLI Board of Directors is chosen annually by other members of the Board from its elected voting members

121. The vice chair of ASLI Board of Directors, should the Board decide to have one, is chosen by members of the Board from its elected members, other than the chair of ASLI Board of Directors

122. The chair and the vice-chair are appointed for a fixed term of one year at the first Board meeting following the annual general meeting and must retire from their special appointments at the end of their term The chair and vice-chair are eligible for re-appointment subject to Article 83

123. The chair must have served on the Board for a minimum period of one year before being appointed chair

124. If the chair of the ASLI Board of Directors is present at any meeting of the Board within five minutes after the time appointed for the meeting, he/she will chair the meeting

124.1. In the absence of the chair of ASLI the vice-chair will chair the meeting

124.2. If neither the chair nor the vice-chair is present, the members of the Board that are present must choose one of their number to chair the meeting

125. Either the chair or vice-chair can resign from his/her special appointment by giving notice to the ASLI board of directors

126. If the position of chair or vice-chair becomes vacant before the end of the term, the Board can appoint one of its elected voting members to fill the vacancy

Groups and networks

127. To promote any of the objects specified in these Articles, the Board can
- 127.1. establish permanent or temporary groups or networks, whether they are regional or special interest groups,
 - 127.2. dissolve any such group or network
128. The management and conduct of any such group or network formed by the Board is regulated by the Bylaws

Communications by and to ASLI

129. Subject to the Companies Act and these Articles
- 129.1. a document or information (including any notice) to be given, sent or supplied to any person according to these Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by ASLI) by making it available on a website,
 - 129.2. a document or information (including any notice) can only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information can be sent in that form and has not revoked that agreement, and
130. a document or information (including any notice) can only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied that way, or if the recipient is considered to have agreed in accordance with the Companies Act
131. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in ASLI's register of members or (in the case of documents or information sent electronically) to an address specified for the purpose by the member, as long as
- 131.1. a member whose registered address is not within the United Kingdom but who gives to ASLI an address within the United Kingdom to which notices can be sent to him/her or an address to which notices may be sent electronically, can have notices sent to him/her at that address, but otherwise no member whose registered address is outside the United Kingdom will receive any notice from ASLI, and
 - 131.2 ASLI does not have to send documents, information, notice of a general meeting or a copy of its annual report and accounts to a member whose address is no longer valid
132. Any document to be served on ASLI or on any officer of ASLI under the Articles may only be served
- 132.1. in the case of documents in hard copy form, by sending or delivering them to the office or delivering them personally to the officer in question, or
 - 132.2. in the case of electronic documents, by sending them by electronic means
 - 132.3. to an address given to the members for that purpose, and
 - 132.4 from an address previously given to ASLI by the member for the purpose of sending and receiving documents and information
133. A document or information is sent under the Articles
- 133.1. If the document or information is sent by post, it will be considered to have been delivered 48 hours after the envelope containing it was posted. In proving the service or delivery, it will be enough to prove that the envelope was properly addressed and posted
 - 133.2. If the document or information is sent electronically to an address specified for the purpose by the intended recipient, service or delivery will be considered to be the same day that it is sent. In proving the service, it will be enough to prove that it was properly addressed
 - 133.3. If the document or information is sent by a website, service or delivery will be considered to be when

Articles of Association

133.3. (1) the material is first made available on the website, or

133.3. (11) (if later) when the recipient is told or is considered to have been told that the material was available on the website

Irregularities

134. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Act specifies that such informality, irregularity or want of qualification shall invalidate it.

Bylaws

135. The Board may make, change, or repeal Bylaws regulating the processes and policies for

135.1. Admission, readmission, qualification, disqualification and expulsion of members of ASLI,

135.2. Annual subscriptions payable by the members of ASLI, providing that the effect of the Bylaws is not to increase the annual subscription of any member to a greater extent than allowed by Article 25

135.3. Nomination of candidates for the Board and the conduct of ballots for their election,

135.4. Appointment of committees of the Board and definition of their duties and powers,

135.5. Publication of a directory of voting members,

135.6. The constitution and operation of regional groups or networks of ASLI,

135.7. Additional reports as may be considered necessary by the Board to be presented to the annual general meeting,

135.8. Any other matter consistent with these Articles

136. The terms of the Bylaws made and changed by the Board from time to time are binding on the members in the same way as if the terms were included in these Articles

137. If a Bylaw is inconsistent with these Articles of Association, it is not valid if it amounts to an alteration of those Articles

Appeals panels

138. The Board may set up a body or bodies, called appeals panels, to hear appeals against decisions of the Board or any of its committees concerning

138.1. a disciplinary measure against any member, or

138.2. admission of any person to membership of ASLI or to any particular category of membership

139. The rules governing the composition and procedures of appeals panels will be written in the bylaws

140. The decision made by the appeals panel is final

Execution of Deeds

141. Any document expressed to be made as and with the intention of creating a deed may be executed by or on behalf of ASLI in any manner prescribed by the Statutes, provided always that any such document shall not be executed except with the prior authority of a resolution of the Directors

Minutes

142. The Board will make sure minutes are made and kept of

142.1. all appointments of officers made by the Board

142.2. all resolutions of ASLI and the Board, and

142.3. all proceedings at meetings of ASLI and of the Board and of committees of the Board, including the names of the Board members present at these meetings

Accounts

143. The Board will make sure that all accounting records that the Act and any other legislation require ASLI to maintain are kept up-to-date

144. The accounting records will be kept at the office or, subject to the provisions of the Companies Act, at another place or places that the Board think fit. They will always be open to inspection by the members of the Board in accordance with the Act

145. The accounting records of ASLI are to be open to the inspection of all members of ASLI for reasonable periods on each business day

146. The directors shall prepare and approve annual accounts and its report as required by the Act. The financial year shall be prescribed in the bylaws

Indemnity

147. In accordance with the Companies Act, every officer, Director or employee of ASLI will be indemnified out of the assets of ASLI for any liability he/she may incur in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with an application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty, or breach of trust in relation to the affairs of ASLI

148. The Board may decide to purchase and maintain appropriate insurance cover for any liability covered in Article 147

Winding up

149. If, when ASLI is wound up or dissolved, there is still (after all its debts and liabilities have been paid) any assets left, it will be given or transferred to another institution or institutions active in the field of sign language interpreting as decided by the voting members present at the final general meeting