

Proposed changes to the Articles of the Reiki Association;

approved by Council 4th October 2024 to present to the General Meeting on 20th Oct 2024 for discussion and voting by the members; Council recommends a vote to approve.

Company Number 4026545

The Reiki Association Ltd

Key – All suggested new wording and added words in green typeface

All words to be removed in red typeface

Wording from the Articles of Association are in bold

In our first constitutional documents when we incorporated, we had a detailed Memorandum of Association (the intention to establish the company) which included some rules about how we are governed and then the Articles of Association (the rules of how we are governed).

Following the new Companies Act of 2006 the Memorandum of Association for Companies formed before that date is deemed to be included in the Articles of Association. The new Memorandum of Association is much shorter and includes the certificate of incorporation, the Memorandum of Association which is the intention to form the company, the signing date and the signatories of the people setting up the company.

Changes to the Articles of Association were agreed at the GM on the 19th March 2011 and the new articles were filed with Companies House on the 5th April 2011. None of the original detail around how we are governed from the Memorandum of Association was included in the new Articles when they were filed so under the new Company Act of 2006 may be deemed to be over-written in the newly adopted Articles.

This means that it's important to reinstate these now in the Articles. All of the original Memorandum of Association detail has been added to the Articles and the following wording changes are proposed –

Clause 5 – Income and property

When we were set up the only paid position was the Administrator. Now there are many more people being paid differing amounts for different functions e.g., lineage tracing, verification, contributing to Touch, and this is a pool of talent that know a lot about the Association. If these people would like to serve on Council, they have to step down from their current role and so we lose their talent in this area or lose people who would potentially serve on Council. The proposal is that these people can also stand for Council with caveats - see wording.

Current wording - **“no director of the Association shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Association”.**

Proposed wording - **“If person holding any office of the Association paid by salary or fees or receiving any remuneration or other benefit in money or money’s worth from the Association**

is appointed as a Director, they will abstain from voting on any decisions that impact on their remuneration or appointment to any role. No more than 50% of directors to receive any remuneration from the Association”.

Clause 5.1 - of reasonable and proper remuneration to any member, officer or servant of the Association (not being a director) for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Association;

Changes proposed to the Articles of Association adopted on 19th March 2011:

Clause 12 – Remove the reference to Auditors for notification of general meetings as we are not required to have audits.

Clause 37 – Remove all reference to postal communication for all members as this is no longer used. All members including those not in the UK have electronic addresses.

The Association may give any notice of a written resolution to a member either personally or by sending it electronically to an address supplied by the member for that purpose. (remove - or by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom, or an address for electronic communication, at which notice of a written resolution may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association).

Clause 38 – add words for clarity on electronic distribution

Proof that a notice of a written resolution was properly electronically addressed and delivered (delivery arranged – remove) shall be conclusive evidence that the notice of the resolution was given. A notice of the written resolution shall be deemed to be given at the expiration of 48 hours from the time delivery of the notice was initiated.

Clause 39 – Proposal to add in the requirement for one and preferably two Council members to be from the Usui Shiki Ryoho form of Reiki. This system is the foundational core enshrined in the objects and as we are now open to all forms of Reiki it's important to ensure this system remains part of the heart of the Association into the future.

The number of Council Members shall be not less than four of whom two of the Council Members shall be Reiki Masters and two of the Council Members shall be initiated into the Usui Shiki Ryoho form of Reiki but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Eligibility for election shall be as set out in the Rules made under Article 70.

Clause 43 – This is an error in the filing to Companies House. The length a Council Member can serve was changed from two years to three years by amendment to the articles 20th March 2010. This decision was reversed in error with the filing of the new articles in April 2011. It's proposed we re-affirm the 2010 decision as has been the case in practise since.

In the original Articles it was envisaged that Council members would retire by rotation. In practice people stand for three years so the proposal is to remove all references to retirement by rotation.

Subject to the provisions of the Act, the Council Members may hold office for three years and may be re-elected for one further one-year term at a time up to a maximum of three years. A former Council Member shall be eligible to stand for office again after one year out of office. (Council Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot).

Clause 44. Remove reference to by rotation and add that the maximum term is six years.

If the Association at the meeting at which a Council Member retires (by rotation), does not fill the vacancy the retiring Council Member shall, if willing to act, be deemed to have been reappointed (so long as this would not give that member a total term of office of more than six continuous years) unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Council Member is put to the meeting and lost.

Clause 45 – Remove the reference to by rotation

Clause 52 – At the end add the words paid no remuneration for being a Council Member to add clarity to the fact that although someone might be paid for other services to to the Reiki Association, they are not paid for work as a Council Member.

The Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Council Members or committees of Council Members or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration for being a Council Member.

Clause 55 – The filed articles say that quorum is not less than 4 however on 20th March 2010 this was changed to not less than 2/3 of the number of Council Members or 3 Council Members whichever is greater. Therefore the proposal is that the amendment of the 20th March 2010 is adopted in the articles.

The quorum for the transaction of the business of the Council Members shall not be less than two thirds of the number of Council Members, or 3 Council Members, whichever is greater.

Clause 63 – Remove reference to keeping minutes in books kept for the purpose and replace with minutes on digital records.

The Council Members shall keep minutes in (books) digital records kept for the purpose.

Original clause 57 – We don't have a company seal so the proposal is to remove this clause.

(The seal shall be held by the Company Secretary or by a Council Member and only be used by the authority of the Council Members or of a committee of Council Members authorised by the Council. The Council Members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the Company Secretary or by a second Council Member.)

Clause 64 – Accounts. This section said Accounts to be prepared in accordance with the provisions of Part VII of the Act.

Proposal is to replace this as the Act sections are subject to change.

Accounts to be prepared in accordance with the provisions set out in the Companies Act.

Original clause 59 & 60 – These refer to the Annual Report and Annual Return under obligations under the Charities Act 1993. The Reiki Association is not a registered charity and so is not responsible for reporting to the Charities Commission.

Proposal – to remove both these clauses.

Clause 66 – This clause refers to physical posting of notices.

The Association may give any notice to a member either personally or by sending it electronically to an address supplied by the member for that purpose, or by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom, or an address for electronic communication, at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

The proposal is to remove all reference to post so replace this clause with –

The Association may give any notice to a member either personally or by sending it electronically to an address supplied by the member for that purpose.

Throughout the document all references to he/him have been replaced with they/them.