

**Company number: 1189776**

**Charity number: 268762**

## **THE BRITISH GERIATRICS SOCIETY**

(Incorporated on 7 November 1974)

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### **ARTICLES OF ASSOCIATION**

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(As amended on 17 November 2023)



**Charity and Social Business Team**

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File Ref: 189241/1

**THE COMPANIES ACT 2006**

**Company limited by guarantee**

**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH GERIATRICS SOCIETY (the “Association”)**

**1. Meaning of words and phrases**

1.1 In these Articles words and phrases that start with capital letters have the meanings set out in Article 55.

**2. Objects**

2.1 The objects for which the Association is established are the relief of suffering and distress amongst the aged and infirm by the improvement of standards of medical care for such persons, the holding of meetings and the publication of papers, the encouragement of research on special problems of such persons and the publication and distribution of the results of such research.

**3. Powers**

3.1 The Association has the following powers which may be used only to promote the Objects:

*General activities*

- 3.1.1 to hold and promote events of any kind;
- 3.1.2 to produce, print and publish anything in or on any media;
- 3.1.3 to give or administer grants, prizes and awards;
- 3.1.4 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling or guidance;
- 3.1.5 to promote or undertake study or research;
- 3.1.6 to carry out campaigning and advocacy, provided that the Trustees are satisfied that any proposed campaigning and advocacy will further the Objects to an extent justified by the resources committed and that such activity is not the dominant means by which the Association promotes the Objects;

*Funding and fundraising*

- 3.1.7 to accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);
- 3.1.8 to give or receive guarantees or indemnities;

*Staff, agents and advisers*

- 3.1.9 to employ paid or unpaid staff, agents or advisers and, where appropriate in respect of staff:
- (a) to provide for them to benefit under pension and other staff benefit arrangements for them and their dependents; and
  - (b) to enter into compromise and settlement arrangements with them;

*Collaboration*

- 3.1.10 to establish, promote and otherwise assist in any way any limited company or companies or other bodies, and to establish the same either as a wholly owned subsidiary of the Association or jointly owned with other persons and to finance such bodies by way of loan, share subscription, or other means;
- 3.1.11 to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;
- 3.1.12 to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;
- 3.1.13 to co-operate and enter into any arrangements with any person;

*Acquisition, management and disposal of assets*

- 3.1.14 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 3.1.15 to sell, lease or otherwise dispose of all or any part of the property belonging to the Association, provided that, where applicable, the Association, and its Trustees, comply with sections 117 to 123 of the Charities Act;
- 3.1.16 to borrow money and to charge the whole or any part of the property belonging to the Association as security, provided that if the Association wishes to mortgage land, the Association and its Trustees comply with sections 124 to 126 of the Charities Act;
- 3.1.17 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

*Banking and insurance*

- 3.1.18 to open and operate bank accounts and other banking facilities, including by using internet banking or other electronic authentication methods;
- 3.1.19 to insure any risks arising from the Association's activities;
- 3.1.20 to purchase indemnity insurance for the Trustees in accordance with and to the extent permitted by the Charities Act;

*Investment and Social Investment*

- 3.1.21 to invest in any investments, securities or properties;
- 3.1.22 to make social investments in accordance with Part 14 A of the Charities Act;
- 3.1.23 to delegate upon such terms and at such reasonable remuneration as the Association may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 (the “**Managers**”) the management of investments (being assets capable of producing income which may also increase in capital value), provided that:
- (a) the delegated powers shall be exercisable only within clear policy guidelines set by the Trustees;
  - (b) the Managers are under an obligation to report promptly to the Trustees the performance of investments managed by them;
  - (c) the Trustees are entitled at any time to review, alter or terminate the delegation arrangement;
  - (d) the Trustees review the arrangements for delegation at intervals but so that any failure by the Association to undertake such reviews shall not invalidate the delegation; and
  - (e) the Managers must not do anything outside the powers of the Association.
- 3.1.24 to arrange for investments or other property of the Association to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- 3.1.25 to accumulate and set aside funds for special purposes, or as reserves in accordance with a reserves policy;

*Other matters*

- 3.1.26 to undertake the administration or management (whether as trustee, agent or otherwise) of any charitable trust;
- 3.1.27 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees; and
- 3.1.28 to do anything else within the law which promotes or helps to promote the Objects.

**BOARD OF TRUSTEES**

#### 4. **Trustees' general authority**

- 4.1 The Trustees, as charity trustees and company directors, have general control and management of the administration of the Association and its property and funds and for this purpose they may exercise all the powers of the Association that are not, by the Companies Act or by these Articles, reserved to the Members.

#### 5. **Composition of the Board**

- 5.1 There shall be at least six and no more than fifteen Trustees, comprising:

5.1.1 the President;

5.1.2 the President-Elect;

5.1.3 the Honorary Secretary;

5.1.4 the Honorary Treasurer;

5.1.5 up to two Lay Trustees;

5.1.6 the ex officio Trustees, being:

(a) the chairs of each of the four Nation Councils;

(b) the chair of the Trainees' Council; and

(c) the chair of the Nurses and Allied Health Professionals Council.

- 5.2 All Trustees must be at least 18 years of age, not be subject to automatic disqualification of their trusteeship under Article 11 and (with the exception of the Honorary Treasurer and Lay Trustees) be Members.

#### 6. **Honorary Officers**

- 6.1 There shall in addition to the Trustees be Honorary Officers who are not Trustees, comprising:

6.1.1 the Deputy Honorary Secretary;

6.1.2 the Deputy Honorary Treasurer; and

6.1.3 one or more Vice-Presidents

who shall have such responsibilities as the Board may determine.

- 6.2 Honorary Officers must be at least 18 years of age, not be subject to automatic disqualification under Article 11 and (with the exception of the Deputy Honorary Treasurer) be Members.

- 6.3 Honorary Officers may at the discretion of the Trustees attend and speak at Board meetings, but shall not have any voting rights.

#### 7. **Appointment of Trustees and Honorary Officers**

- 7.1 The President-Elect and Deputy Honorary Secretary shall be elected by the Members by ballot in accordance with such rules and timetable as the Board may determine and their terms of office shall commence at the end of the next annual general meeting following the ballot.
- 7.2 The President-Elect shall become the President automatically when the President ceases to hold office.
- 7.3 The Deputy Honorary Secretary shall become a Trustee with the office of Honorary Secretary automatically when the Honorary Secretary ceases to hold office.
- 7.4 The Deputy Honorary Treasurer shall be appointed by the Board and shall become a Trustee with the office of Honorary Treasurer automatically when the Honorary Treasurer ceases to hold office.
- 7.5 The Lay Trustees shall be appointed by the Board and shall hold office for a two year term.
- 7.6 The chairs of the Councils of the four Nation Councils, Trainees Council and Nurses and Allied Health Professionals Council shall be Trustees ex officio.
- 7.7 The Vice-Presidents shall be appointed by a panel comprising such persons as the Board shall determine, following an open recruitment process and interview.

## **8. Terms of office of Trustees and Honorary Officers**

- 8.1 The President, President-Elect and Honorary Secretary shall hold office for a two year term, until the second annual general meeting after the annual general meeting when their terms of office commenced.
- 8.2 The Honorary Treasurer and Deputy Honorary Treasurer shall hold office for a three year term, until the third annual general meeting after the annual general meeting when their term of office commenced.
- 8.3 The ex officio Trustees who are chairs of the Nation Councils, Trainees' Council, and Nurses and Allied Health Professionals Council shall hold office for a term of office that is coterminous with their positions as chairs of the Councils.
- 8.4 The Board may in exceptional circumstances re-appoint a Lay Trustee who has reached the end of their maximum term of office for a period until the next annual general meeting after the annual general meeting when their maximum term of office ended.
- 8.5 The Board may in exceptional circumstances that have resulted in the incumbent vacating office before the ordinary term length has expired appoint an interim President-Elect, Deputy Honorary Secretary and Deputy Honorary Treasurer, to take office for the remainder of the original incumbent's term.
- 8.6 The Vice-Presidents shall hold office for a three year term.

## **9. Re-appointment and maximum terms of office**

- 9.1 The Lay Trustees may be re-appointed for a second term of office.

9.2 Any person who has reached the limit of their term or terms as a Trustee in one capacity may only be reappointed as a Trustee or Deputy Honorary Secretary or Deputy Honorary Treasurer after a period of at least one year out of office (which where a term of office ended at an annual general meeting shall be deemed to mean the period between two annual general meetings), with the exception of the President-Elect who automatically becomes President at the end of their term of office.

## 10. **Notification of appointment and retirement of Trustees**

10.1 The appointment and retirement of any Trustee must be notified to the Registrar of Companies and the Charity Commission.

## 11. **Disqualification, resignation and removal of Trustees and Honorary Officers**

11.1 A Trustee or Honorary Officer shall cease to hold office if they:

- 11.1.1 are disqualified from acting as a company director or charity trustee;
- 11.1.2 are a Trustee (and not a Lay Trustee or the Deputy Honorary Treasurer if they were not Members at the time of their original appointment) and cease to be a Member and the Board resolves that they should be removed for this reason;
- 11.1.3 become bankrupt or make any arrangement or composition with their creditors;
- 11.1.4 are considered in the reasonable opinion of a majority of the other Trustees to have become incapable, whether mentally or physically, of managing their own affairs and the Board resolves that they be removed;
- 11.1.5 resign by notice in Writing to the Trustees (but only if at least six Trustees will remain in office when the resignation is to take effect);
- 11.1.6 are a Trustee and are absent from three consecutive meetings of the Trustees without permission and the Board resolves that they should be removed for this reason;
- 11.1.7 are removed by the Members at a general meeting, provided the meeting has invited their views and considered the proposed removal in the light of such views; or
- 11.1.8 are removed from office by a resolution of at least 75 per cent. of the Trustees present and voting at a Board meeting (excluding any Trustee whose removal is proposed) provided that:
  - (a) at least half of the serving Trustees are present at the meeting;
  - (b) prior written notice of meeting, the intention to propose such a resolution and the reasons have been given to the Trustee or Honorary Officer in question; and
  - (c) the Trustee or Honorary Officer has been afforded a reasonable opportunity of either being heard at the meeting, or making written representations to the Board.

**12. Rules and regulations**

- 12.1 The Trustees may make, repeal or alter such rules and regulations as they think fit as to the management of the Association and its affairs, provided they are not inconsistent with the Companies Acts, the Articles or any rule of law.
- 12.2 Any rules and regulations made under Article 12.1 shall be binding on all Members and may regulate the following matters, but are not restricted to them:
- 12.2.1 the duties of any officers or employees;
  - 12.2.2 the admission of Members and the benefits conferred on Members and any subscriptions, fees or payments to be made by Members;
  - 12.2.3 the conduct of Members;
  - 12.2.4 the conduct of business of the Board or any committee; and
  - 12.2.5 the procedure at general meetings.

**DECISION-MAKING BY THE TRUSTEES**

**13. Chair**

- 13.1 The President shall be the Chair of the Board.

**14. Meetings of the Board**

- 14.1 The Trustees must hold at least two meetings each year.
- 14.2 The Board may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.

**15. Calling a meeting**

- 15.1 The Chair, any three Trustees, or the Company Secretary on the request of any three Trustees, may call a meeting of the Board at any time.
- 15.2 A Board meeting must be called by at least seven days' notice unless either:
- 15.2.1 all the Trustees agree otherwise; or
  - 15.2.2 urgent circumstances require shorter notice.
- 15.3 Every notice calling a Board meeting must specify:
- 15.3.1 the place, date and time of the meeting;
  - 15.3.2 the general nature of the business to be considered at the meeting; and
  - 15.3.3 if it is anticipated that the Trustees participating in the meeting will not be in the same place, details of the means by which they will be able to communicate with each other during the meeting.



**16. Participation in meetings**

16.1 A Board meeting may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants. This may include:

16.1.1 physical meetings where all participants are present in the same room;

16.1.2 virtual meetings where all participants access the meeting Virtually; and

16.1.3 hybrid meetings where some participants attend physically and some attend Virtually.

16.2 Any person who is not a Trustee (including, without limitation, an Honorary Officer) may at the discretion of the Trustees attend and speak at Board meetings, but shall not have any voting rights.

**17. Quorum for Board meetings**

17.1 The quorum for a Board meeting may be fixed from time to time by a decision of the Board and, unless otherwise determined, shall be six.

17.2 A Trustee shall not be counted in the quorum at a meeting in relation to a matter on which they are not entitled to vote.

17.3 The Board may act despite any vacancy on the Board, but if the total number of Trustees in office at any time is less than the quorum, the Board must not take any decision other than a decision to appoint further Trustees or call a general meeting to enable the Members to appoint further Trustees.

**18. Chair of Board meetings**

18.1 The President in their capacity as Chair or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides as Chair at each Board meeting.

**19. Voting and casting vote**

19.1 Matters for decision at any meeting must be decided by a majority of votes and each Trustee has one vote (including the person chairing the meeting).

19.2 If the votes are equal, the person chairing the meeting has a second or casting vote, unless the person chairing is not to be counted as participating in the quorum for voting purposes.

**20. Decisions without a meeting**

20.1 The Board may take a decision without a meeting when at least two thirds of the Trustees indicate to each other by any means that they share a common view on a matter.

20.2 A decision which is made in accordance with Article 20.1 shall be as valid and effectual as if it had been passed at a valid Board meeting, provided that the responses are collated by an individual who communicates to all the Trustees

whether the decision has been made. A record of any decision without a meeting must be made and kept with the Association's records.

## **DELEGATION BY THE BOARD AND COMMITTEES**

### **21. Delegation by the Board**

21.1 Subject to the Articles, the Trustees may delegate any of their powers, the implementation of their decisions and day to day management of the affairs of the Association:

21.1.1 to such person or committee;

21.1.2 by such means;

21.1.3 to such an extent;

21.1.4 in relation to such matters; and

21.1.5 on such terms and conditions;

as they think fit.

21.2 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

21.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

21.4 The Trustees may by power of attorney or otherwise appoint any person to be an agent of the Association for such purposes and on such conditions as they determine.

### **22. Delegation to committees**

22.1 Any delegation to a committee must be set out in terms of reference. A Vice-President shall be chair of a committee unless otherwise specified. The chair of the committee shall have sole discretion to appoint and remove those who are to serve on the committee, provided that a committee must include at least one Trustee or Honorary Officer at all times.

22.2 All acts and proceedings of a committee must be reported to the Board as soon as possible.

22.3 A committee must not knowingly incur expenditure or liability on behalf of the Association except where authorised by the Board in accordance with a budget approved by the Board.

22.4 A committee may elect a chair of its meetings if the Board does not nominate one.

22.5 If at any meeting a chair of a committee is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

23. **Meetings of committees**

23.1 Unless the terms of reference for a committee provide otherwise:

23.1.1 a committee may meet and adjourn whenever it chooses;

23.1.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and

23.1.3 a committee must keep minutes of its proceedings.

**PATRONS**

23.2 The Board may appoint and remove any number of individuals as patrons of the Association for such terms as they think fit.

**USE OF FUNDS AND BENEFITS TO TRUSTEES**

24. **Application of income and property**

24.1 The income and property of the Association shall be applied solely towards the promotion of its Objects.

24.2 No part of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever, by way of profit, to Members and no member of its Board 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, provided that nothing herein shall prevent any payment in good faith by the Association:

24.2.1 of reasonable and proper remuneration to any Member or Trustee for any services rendered to the Association (or an amount to any Trustee or Connected Person under a contract for the supply of goods or services to the Association in accordance with, and subject to the conditions in, the Charities Act);

24.2.2 of interest at a rate not exceeding six per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any Member or Trustee;

24.2.3 to any Trustee of reasonable expenses properly incurred by them when acting on behalf of the Association;

24.2.4 to a company of which a Member or Trustee is a member, holding not more than one-hundredth part of the capital of such company;

24.2.5 of any indemnity to any Trustee or former Trustee in respect of any liabilities properly incurred in running the Association (including the cost of a successful defence to criminal proceedings), to the extent permitted by section 232 of the Companies Act; and

- 24.2.6 of any premium in respect of any indemnity insurance to cover the liability of Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act.
- 24.3 The limitations in Article 24.1 do not prevent a Member who is not also a Trustee or Connected Person from:
  - 24.3.1 receiving a benefit from the Association in the capacity of a beneficiary of the Association; or
  - 24.3.2 being employed by, or entering into contracts with, the Association and receiving reasonable and proper remuneration for any goods or services supplied to the Association.
- 24.4 In Article 24 the term “Association” shall be deemed to include any company or other legal entity in which the Association holds more than 50% of the shares, or controls more than 50% of the voting rights.

## **CONFLICTS OF INTEREST**

### **25. Meaning of terms**

- 25.1 For the purposes of Article 26:
  - 25.1.1 “**Conflict**” means any situation in which a Trustee has or might have a direct or indirect interest (including but not limited to any personal financial interest and any loyalty to another organisation) that conflicts or might conflict, with the interests of the Association, or which conflicts or might conflict with that Trustee’s duty to act solely in the interests of the Association;
  - 25.1.2 “**Conflicted Trustee**” means a Trustee in respect of whom a Conflict exists in relation to the matter in question; and
  - 25.1.3 “**Un-Conflicted Trustees**” means the Trustees who do not have a Conflict in relation to the matter in question.

### **26. Procedure**

- 26.1 A Trustee must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed, or before the passing of any written resolution of the Trustees, the nature and extent of:
  - 26.1.1 any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Association, or in any transaction or arrangement entered into by the Association; or
  - 26.1.2 any duty or any direct or indirect interest which they have which conflicts with the interest of the Association or their duties to the Association.
- 26.2 Any Trustee who is or becomes a Conflicted Trustee in relation to any matter to be discussed by the Trustees must:

- 26.2.1 absent themselves from those discussions, unless the Un-conflicted Trustees invite the Conflicted Trustee to remain in order to provide information to assist the Un-conflicted Trustees in their discussions; and
  - 26.2.2 be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Trustees, and shall not be counted in the quorum for that part of the discussion.
- 26.3 If a Conflict arises for a Trustee because of a duty of loyalty owed to another organisation or person, the Un-conflicted Trustees may authorise that Conflict where the following conditions apply:
- 26.3.1 the Conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 26.3.2 the Conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
  - 26.3.3 the Un-conflicted Trustees consider it is in the interests of the Association to authorise the Conflict in the circumstances applying and ensure the authorisation is documented in the record of the meeting.
- 26.4 Any authorisation of a Conflict under Article 26.3:
- 26.4.1 may impose upon the Conflicted Trustee such other requirements for the purposes of dealing with the Conflict as the Trustees think fit; and
  - 26.4.2 may provide that, where the Conflicted Trustee obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Trustee) information that is confidential to a third party, they shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence.
- 26.5 Where the Un-conflicted Trustees authorise a Conflict under Article 26.3, the Conflicted Trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Un-conflicted Trustees in relation to the Conflict.
- 26.6 The Trustees may revoke or vary any authorisation given under Article 26.3 at any time, but this shall not affect anything done by the Conflicted Trustee prior to such revocation or variation in accordance with the terms of such authorisation.
- 26.7 The Trustees must keep and maintain a register of Trustees' interests.

## **MEMBERS AND MEMBERSHIP**

### **27. Becoming a Member**

- 27.1 The Members shall be such persons as are admitted to Membership by the Board or any person to whom the Board has delegated its power to admit Members.

- 27.2 No person shall become a Member unless they:
- 27.2.1 are a recognised health professional, student/trainee health professional, medical student, researcher, retired healthcare professional or retired researcher, or another type of other professional in the health, social or third sectors as approved by Trustees from time to time;
  - 27.2.2 have applied for Membership in a manner approved by the Board; and
  - 27.2.3 have been approved as a Member.
- 27.3 The Board may from time to time prescribe further criteria for Membership.
- 27.4 The Board may establish different categories of Members and set out their rights and obligations.
- 27.5 Membership is not transferable.
- 28. Subscriptions and benefits**
- 28.1 The Board shall propose the subscriptions and benefits associated with different Membership categories.
- 28.2 Any such proposal shall be subject to approval by the Members at a general meeting.
- 29. Register of Members**
- 29.1 The Association shall maintain a register of Members, with an entry for each Member recording the Member's name and postal or other Address and the date on which the Member became a Member and ceased to be a Member.
- 30. Ending of Membership**
- 30.1 A person shall cease to be a Member if:
- 30.1.1 the Member dies
  - 30.1.2 the Member resigns by notice in Writing to the Association (unless after the resignation there would be fewer than two remaining Members);
  - 30.1.3 they have a bankruptcy order made against them, or has an order made against them in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
  - 30.1.4 the Member does not pay their subscription or any other sum due to the Association within three calendar months of it becoming due and payable (but the Board may at their discretion re-admit to Membership any person who ceased to be a Member on this ground on them paying such reasonable sum as the Board may determine); or
  - 30.1.5 the Member is removed by a resolution of the Board, or of a committee established by the Board for this purpose, on the basis that it is in the best interests of the Association that their Membership is terminated, provided that such a resolution may only be passed if:

- (a) the Member has been given at least 14 Clear Days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (b) the Member, or at the option of the relevant Member, their representative, has been given a reasonable opportunity to be heard at the meeting, or to make written representations.
- 30.2 A Member expelled under this Article shall remain liable to pay the Association any subscription or other sum owed by them up to the date of their removal.
- 30.3 Members that are expelled under this Article shall, subject to Article 30.2, be refunded their subscription fee (if any) calculated pro rata to be remaining from the day that the expulsion takes effect.
- 31. **Associate members**
- 31.1 The Board may establish such classes of associate membership with such description and such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Board shall make, provided that no such associate members shall be Members for the purposes of the Articles or the Companies Acts.

## **GENERAL MEETINGS**

- 32. **Calling a general meeting**
- 32.1 General meetings are called on at least 14 days' written notice. The notice must:
  - 32.1.1 specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting Virtually;
  - 32.1.2 the general nature of the business to be transacted indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the terms of the proposed Special Resolution;
  - 32.1.3 contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act and Article 41; and
  - 32.1.4 to be given to all the Members, to all the Trustees, Honorary Officers and, if any, the Association's patrons and auditors.
- 32.2 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from at least 10 per cent. of the Membership.
- 32.3 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
- 32.4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent. of the total voting rights.

### 33. **Annual General Meeting**

- 33.1 The Association shall hold an annual general meeting (“**AGM**”) in addition to any other general meeting, which must be specified as such in the notice calling it. Not more than 15 months shall pass between one AGM and the next.
- 33.2 The business to be transacted at the AGM must include Members:
- 33.2.1 receiving the accounts of the Association for the previous financial year;
  - 33.2.2 receiving a written report on the Association's activities;
  - 33.2.3 being notified of the Trustees who were elected by the Members to fill the vacancies arising;
  - 33.2.4 appointing reporting accountants or auditors for the Association
  - 33.2.5 approving Membership subscriptions and benefits proposed by the Trustees (if any proposal is so made); and
  - 33.2.6 dealing with any other business put before them by the Trustees.
- 33.3 The Board shall specify a procedure for Members to propose to the Board items for consideration at an AGM, but it is the responsibility of the Board to determine the agenda for an AGM and the Board is not obliged to include any item that has been proposed by Members.

### 34. **Attendance at a general meeting**

- 34.1 Members are entitled to attend general meetings in person (which may be physically or, where applicable, Virtually) or, subject to compliance with Article 41, by proxy.
- 34.2 Trustees, Honorary Officers and Patrons are entitled to attend and speak at general meetings, whether or not they are Members.
- 34.3 The chair of the meeting may permit other persons who are not Members to attend and speak at general meetings.

### 35. **Quorum for a general meeting**

- 35.1 No business (other than the appointment of the chair of the meeting) shall be transacted at any general meeting unless a quorum is present. A quorum is 20 Members present in person (physically or, where applicable, Virtually) or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 35.2 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present (including where technological issues mean that one or more of those attending Virtually is no longer able to participate fully in the meeting and this reduces the number of Members who are able to communicate and vote below the quorum), the meeting shall be adjourned to such time and place (within 14 days of the original meeting) as the Board shall determine.
- 35.3 If no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting the Members present in person (physically or,



where applicable, Virtually) or by proxy at that time shall constitute the quorum for that meeting.

**36. Adjourned meetings**

- 36.1 The Members present in person (physically or, where applicable, Virtually) or by proxy at a meeting may resolve by Ordinary Resolution that the meeting shall be adjourned, or the chair of the meeting may adjourn a general meeting if it appears to them that an adjournment is necessary to protect the safety of any persons attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 36.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution, or state that it is to continue at a time and place to be fixed by the Board.
- 36.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 36.4 If a meeting is adjourned by a resolution of the Members for more than 14 days, at least 7 Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

**37. Chair**

- 37.1 The President as Chair of the Board shall preside as chair at every general meeting.
- 37.2 If there is no President, or if they are not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting. A proxy holder who is not a Member shall not be entitled to be appointed chair of the meeting.

**38. Voting**

- 38.1 Except where otherwise provided by the Articles or the Companies Act, every issue at a general meeting is decided by Ordinary Resolution.
- 38.2 On a show of hands every Member present in person (physically or, where applicable, Virtually) or by proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each vote exercisable by that Member.
- 38.3 No Member shall be entitled to vote at any general meeting unless all sums payable by them to the Association have been paid.
- 38.4 On a vote on a resolution at a meeting on a show of hands a declaration by the chair of the meeting that the resolution has or has not been passed, or passed with a particular majority, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 38.5 Any vote of a meeting shall be decided on a show of hands unless before, or on the declaration of, the result of the show of hands, a poll is demanded.
- 38.6 Subject to the provisions of the Companies Act, a poll may be demanded:

- 38.6.1 by the chair of the meeting; or
  - 38.6.2 by at least three Members having the right to vote at the meeting and present in person (physically or, where applicable, Virtually) or by proxy; or
  - 38.6.3 by a Member(s) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 38.7 Unless a poll is duly demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Association but it is not necessary to record the number or proportion of the votes cast.
- 38.8 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 38.9 A poll must be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.
- 38.10 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair of the meeting directs not being more than 30 days after the poll is demanded.
- 38.11 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- 38.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.
- 38.13 If the votes are equal, whether by a show of hands or a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.
- 38.14 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting at which the vote objected to is tendered. Any objection must be referred to the chair whose decision on the matter is final.
- 39. Amendments to Resolutions**
- 39.1 Any Resolution (whether Ordinary or Special) to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 39.1.1 in the case of an Ordinary Resolution, notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting not less than 48 hours before the meeting is to take place, or in the case of a Special Resolution, the chair of the meeting proposes the amendment at the general meeting; and

39.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

#### 40. **Written Resolutions**

40.1 Except where otherwise provided by the Articles or the Companies Act, a Written Resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the Written Resolution may be set out in more than one document.

40.2 A copy of the proposed Written Resolution must be sent to every Member with a statement informing the Member how to signify their agreement and the date by which the Resolution must be passed which unless specified otherwise shall be the end of the period of 28 days beginning with the circulation date.

40.3 Approvals for a Written Resolution must be collected by a person nominated by the Board, who is then responsible for communicating to the Board whether the Written Resolution has been approved.

40.4 A Members' resolution to remove a Trustee or auditor before the expiry of their term of office may not be passed as a Written Resolution.

#### 41. **Use of proxy by Members**

41.1 A proxy can only be appointed by a proxy notice, signed on behalf of the appointer, which:

41.1.1 states the name and address of the Member appointing the proxy;

41.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

41.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

41.1.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

41.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

41.3 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.

41.4 Unless a proxy notice indicates otherwise, it must be treated as:

41.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

41.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

41.5 A proxy notice must:

- 41.5.1 be deposited (including by Electronic Means) as specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the general meeting or adjourned meeting to which it relates; or
- 41.5.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 41.5.3 where the poll is not taken during the meeting but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting,

and Saturdays, Sundays and public holidays are not counted when calculating the 48 hours and 24 hours periods referred to in this Article.

- 41.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person. If the person for whom the proxy is acting casts a vote in such circumstances, any vote cast by the proxy appointed under the proxy notice shall be invalid.
- 41.7 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates, or the time appointed for taking the poll to which it relates.

## **NATION COUNCILS, REGIONS, PROFESSIONAL AND SPECIAL INTEREST GROUPS**

### **42. Nation Councils**

- 42.1 The Association shall have a Council for each of England, Northern Ireland, Scotland, and Wales.
- 42.2 Each Member shall be allocated to the Nation Councils in the geographical area where the postal address they have provided to the Association is located. A Member may belong to one Nation Council only, but may elect to join a different Nation Council (and change their choice of Nation Council) by notifying the Company Secretary in writing.
- 42.3 Each Nation Council shall be governed by a committee comprising officers which shall include as a minimum a chair (who is also an ex officio Trustee) and an honorary secretary or deputy chair.
- 42.4 The Board shall by regulations specify terms of reference for each committee setting out its delegated powers, arrangements for the election of officers, terms of office and the proceedings of a Nation Council and its committee.

### **43. Regions**

- 43.1 The Board may divide each of the geographical areas of the four National Groups into such Regions as Board may determine.
- 43.2 The Board may by regulations specify the delegated powers of Regions and any arrangements for the establishment of a committee for that Region, election of officers, terms of office and the proceedings of a Region committee and its officers.
44. **Trainees Council and Nurses and Allied Health Professionals Council**
- 44.1 There shall be:
- 44.1.1 a Trainees Council that represents Members who are trainee doctors; and
- 44.1.2 a Nurses and Allied Health Professionals Council that represents Members who are nurses or allied health professionals.
- 44.2 These Councils shall be governed by a committee comprising officers which shall include as a minimum a chair (who is also an ex officio Trustee) and an honorary secretary or deputy Chair.
- 44.3 The Board shall by regulations specify the delegated powers of these Councils and arrangements for the election of officers, terms of office and the proceedings of a Council and its committee.
45. **Professional and Special Interest Groups**
- 45.1 The Board may also establish such professional and special interest groups as it sees fit and may make regulations to specify the roles and responsibilities of such groups and arrangements for their governance.

## **GENERAL AND ADMINISTRATIVE PROVISIONS**

46. **Registered office**
- 46.1 The registered office of the Association will be in England and Wales.
47. **Appointment and removal of a Company Secretary**
- 47.1 The Trustees may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide their period of office, pay and any conditions of service.
48. **Appointment of reporting accountants or auditors**
- 48.1 The Association must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Association's income or assets from time to time makes this a legal requirement.
49. **Records and accounts**

- 49.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to maintaining a register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 49.1.1 annual returns; and
  - 49.1.2 annual reports and accounts.
- 49.2 The Trustees must also keep records of:
- 49.2.1 all proceedings at meetings of the Trustees, Members and committees;
  - 49.2.2 all resolutions of the Association and of the Board (including, without limitation, decisions of the Board made without a meeting);
  - 49.2.3 all reports of committees; and
  - 49.2.4 all decisions taken by electronic means.
- 49.3 Any meeting minute or other such record, if purported to be signed (or in the case of minutes of Board meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of next succeeding meeting, shall be sufficient evidence of the proceedings.
- 49.4 Except as provided by law or authorised by the Board or an Ordinary Resolution, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.
50. **Irregularities**
- 50.1 The proceedings of any meeting or the passing of a resolution in Writing or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by 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 specified in the notice.
- 50.2 All acts done by a meeting of the Board or by a committee or by a person acting as Trustee shall be valid notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Trustee or any member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.
51. **Communications**
- 51.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:
- 51.1.1 by hand;
  - 51.1.2 by post;
  - 51.1.3 by suitable Electronic Means (where specific consent has been received from the Member or Trustee); or

- 51.1.4 through publication in the Association's newsletter or on the Association's website.
- 51.2 Only Members who have a postal address shown in the register of Members as being in the United Kingdom shall be entitled to receive notices sent by post. The only address at which a Member is entitled to receive notices sent by post is a postal address in the United Kingdom shown in the register of Members.
- 51.3 Any notice or other documents given in accordance with these Articles is to be treated for all purposes as having been received, unless otherwise specified by the Trustees:
- 51.3.1 24 hours after being sent by Electronic Means, posted on the Association's website or delivered by hand to the relevant address;
- 51.3.2 two Clear Days after being sent by first class post to that address;
- 51.3.3 three Clear Days after being sent by second class or overseas post to that address;
- 51.3.4 where it is sent or supplied by means of a website:
- (a) upon the material being first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 51.3.5 immediately on being handed to the recipient personally; or, if earlier,
- 51.3.6 as soon as the recipient acknowledges actual receipt.
- 51.4 A technical defect in service of any notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 51.5 Where any notice or other document has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:
- 51.5.1 if the notice or other document has been sent to a Member or Trustee and is notice of a general meeting, the Association is under no obligation to send a hard copy of the notice to the Member's or Trustee's postal address as shown in the Association's register of Members or Trustees, but may in its discretion choose to do so;
- 51.5.2 in all other cases, the Association shall send a hard copy of the notice or other document to the Member's postal address as shown in the Association's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and
- 51.5.3 the date of service or delivery of the notice or other document shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

## 52. **Amendments to these Articles**

- 52.1 No amendments may be made to these Articles which would cause the Association to cease to be a charity in law.
- 52.2 Amendments may only be made to the following Articles with the prior written consent of the Charity Commission:
- 52.2.1 the Objects; or
- 52.2.2 any provision relating to what happens to the Association's property on winding up; or
- 52.2.3 any provision which would provide for any benefit to be obtained by Trustees or persons connected with them.
- 52.3 The Association shall inform the Charity Commission and Companies House of any alterations to the Articles.

### 53. **Limited liability and guarantee**

- 53.1 The liability of Members is limited to £1.
- 53.2 Each Member undertakes to contribute to the assets of the Association, in the event of the same being wound up or dissolved while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Association contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound (£1).

### 54. **Winding-up of the Association**

- 54.1 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, but shall be given or transferred to some other charitable 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, Article 24, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 54.2 This Article may be amended by Special Resolution, but only with the prior written consent of the Charity Commission.

### 55. **Interpretation**

- 55.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Association.
- 55.2 In these Articles the following words and phrases have the following meanings:

<b>Word/phrase</b>	<b>Meaning</b>
“Articles”	these Articles of Association;
“Association”	the company regulated by these Articles;



<b>“Board”</b>	the board of the Association, the members of which are the company directors and charity trustees and honorary officers;
<b>“Chair”</b>	the chair of the Board or any person discharging the functions of the Chair;
<b>“Charities Act”</b>	the Charities Act 2011;
<b>“Charity Commission”</b>	the Charity Commission for England and Wales;
<b>“Clear Days”</b>	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
<b>“Companies Act”</b>	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Association;
<b>“Company Secretary”</b>	the individual appointed as the company secretary of the Association;
<b>“Connected Person”</b>	<p>any person falling within one of the following categories:</p> <ul style="list-style-type: none"> <li>a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee;</li> <li>b) the spouse or civil partner of any person in (a);</li> <li>c) any person who carries on business in partnership with a Trustee or with any person in (a) or (b);</li> <li>d) an institution which is controlled by either a Trustee, any person in (a), (b) or (c), or a Trustee and any person in (a), (b) or (c), taken together; or</li> <li>e) a corporate body in which a Trustee or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.</li> </ul> <p>Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition;</p>
<b>“Deputy Honorary Secretary”</b>	an individual appointed as the deputy to the Honorary Secretary in accordance with Article 7.1;

<b>“Deputy Honorary Treasurer”</b>	an individual appointed as the deputy to the Honorary Treasurer in accordance with Article 7.1;
<b>“Electronic Means”</b>	refers to a document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or by any other means while in an electronic form;
<b>“Honorary Officer”</b>	an Honorary Officer as specified in Article 6;
<b>“Honorary Secretary”</b>	an individual who assumes the position of Trustee with that office in accordance with Article 7.3;
<b>“Honorary Treasurer”</b>	an individual who assumes the position of Trustee with that office in accordance with Article 7.4;
<b>“Lay Trustee”</b>	an individual appointed as a Trustee in accordance with Article 7.5;
<b>“Member”</b>	a company member of the Association, together the <b>“Members”</b> ;
<b>“Nation Council”</b>	has the meaning set out in Article 42;
<b>“Nurses and Allied Health Professionals Council”</b>	has the meaning set out in Article 44;
<b>“Objects”</b>	the Objects of the Association set out in Article 2.1;
<b>“Office”</b>	the registered office of the Association;
<b>“Ordinary Resolution”</b>	a resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
<b>“President”</b>	an individual who assumes the position of President of the Association in accordance with Article 7.2;
<b>“President-Elect”</b>	an individual who assumes the position of Trustee with that office in accordance with Article 7.1;
<b>“Signed”</b>	shall include such forms of authentication that are permitted by law;
<b>“Special Resolution”</b>	a resolution agreed by a 75% majority of Members present and voting at a general

meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights;

**“Taxable Trading”**

carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

**“Trainees Council”**

has the meaning set out in Article 44;

**“Trustees”**

the directors of the Association;

**“Virtually”**

by telephone, video link, or other technology enabling all participants to communicate with one another in real time without being physically present in the same place;

**“Written” or “in Writing”**

the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and

**“Written Resolution”**

has the meaning given in section 288 of the Companies Act.

55.3 In these Articles:

55.3.1 apart from the words defined above, any words or expressions defined in the Companies Act, or the Charities Act, will have the same meanings in these Articles, unless the context indicates another meaning; and

55.3.2 references to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.