

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
BRITISH ASSOCIATION OF ORAL SURGEONS

1. PRELIMINARY

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Association. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (a copy of such Table being attached to these Articles and hereinafter called “Table A”) shall apply to the Association save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Association.

2. OPERATIVE CLAUSES

2.1 In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

“the Act” the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“these Articles” these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

“Associates”	Such persons, not holding the office of member but fulfilling the following criteria: <ol style="list-style-type: none"> 1. is registered as a medical or dental practitioner or a student of medical and/or dental studies; 2. not meeting the criteria specified in Article 3.2
“the Association”	the Association intended to be regulated by these Articles
“clear days”	in relation to the period of a notice means that 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
“the Council”	the board of directors of the Association
“the directors”	the directors for the time being of the Association or (as the context shall require) any of them acting as the Council of the Association
“executed”	includes any mode of execution
“Honorary Editor”	the person holding the office of editor of the journal or any other person appointed to perform the duties of the editor of the journal including a joint assistant or deputy editor
“Honorary Secretary”	the person holding office of secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary
“Honorary Treasurer”	the person holding the office of treasurer of the Association or any other person appointed to perform the duties of the treasurer of the Association, including a joint, assistant or deputy treasurer

“the Members”	a person holding the office of Member
“the Memorandum	the Memorandum of Association of the Association
“office”	the registered office of the Association
“officers”	the officers for the time being of the Association any of them acting as directors of the Association in accordance with Article 12.7
“President Designate”	the person who is elected by the Members not less than one year before assuming office as President of the Association in accordance with Article 12.7
“seal”	the common seal of the Association (if any)
“the United Kingdom”	Great Britain and Northern Ireland.

2.2 Unless the context otherwise requires, words or expressions contained in these Articles and in Table A shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association. Regulation 1 of Table A shall not apply to the Association.

2.3 Words importing the masculine gender only shall include the feminine gender.

2.4 Without prejudice to the generality of the foregoing in these Articles “person” includes both a natural person and a body corporate.

3. MEMBERS

3.1 The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with these Articles shall be members of the Association.

3.2 Subject to any rules made pursuant to **Article 28.1** any person may become a Member provided that they fulfil the following criteria:

3.2.1 is registered on the specialist dental list held by the General Dental Council in surgical dentistry or oral surgery; and

- 3.2.2 is engaged predominantly in the practice of surgical dentistry/oral surgery in the British Isles; and
- 3.2.3 that three Members confirm, in writing, that such person satisfies the above criteria.
- 3.3 A Member who leaves the British Isles but continues predominantly in the practice of surgical dentistry/oral surgery shall with Council's approval remain a Member.
- 3.4 Any Member who retires from active practice from the field of surgical dentistry/oral surgery must seek written approval from the Council so as to remain a Member.
- 3.5 Every person who wishes to become a Member shall deliver to the Honorary Secretary not less than one calendar month prior to the next following meeting of the Council an application for membership signed by him in such form as the Council shall require. The Council may in their absolute discretion recommend such additional names for election at the next general meeting. New Members shall then be elected by resolution of the Members on a show of hands, or, if requested by any Member present, by ballot. Any such resolution shall be a special resolution. The quorum for such a meeting shall be ten Members present and entitled to vote upon the business to be transacted.
- 3.6 A Member may at any time withdraw from the Association by giving at least seven clear days' notice in writing to the Association provided that after such withdrawal the number of Members remaining is not less than two. Membership shall not be transferable and shall cease on death.
- 3.7 Regulations 2 to 35 (inclusive) of Table A shall not apply to the Association.
- 3.8 Any Member:
- 3.8.1 whose subscription fees at any time are more than 12 months in arrears and who has been notified in writing accordingly; or
- 3.8.2 whose name has been removed for misconduct from the Medical or Dental Register by the General Medical Council or General Dental Council as appropriate
- shall cease to be a Member of the Association immediately upon the occurrence.
- 3.9 The Council may instruct the Honorary Secretary to invite in writing a person to resign voluntarily within one calendar month of receipt by such person of such

invitation if such resignation is in the opinion of Council necessary in the interests of the Association. In default of such resignation, such person may be removed by a special resolution of the Association. Ten Members present and entitled to vote upon such a resolution shall constitute a quorum at such a meeting. At the general meeting the Member whose expulsion is under consideration shall be allowed to offer either a verbal or written statement in relation to the proposed resolution.

4. GENERAL MEETINGS

- 4.1 The Council may call general meetings and regulation 37 of Table A shall not apply to the Association.
- 4.2 The Association shall hold one Annual General Meeting in every calendar year and members and associates shall be invited to attend the Annual General Meeting
- 4.3 The Honorary Secretary may on the requisition of at least ten Members, convene an extraordinary general meeting for a date not later than 4 weeks after receipt of the requisition. Each requisition shall state the reasons for calling such a meeting.

5. NOTICE OF GENERAL MEETINGS

- 5.1 An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act. The notice shall specify the time and place of the meeting and, only in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors and the appointment of and the fixing of the remuneration of the auditors.
- 5.3 Any member wishing to propose a resolution must give written notice to the Honorary Secretary together with a copy of the resolution not less than 42 days before the date of the meeting.

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 No business shall be transacted at any meeting of the Association unless a quorum of ten Members entitled to vote upon the business to be transacted are present, save that, if and for so long as the Association has only one person as a Member, one Member present in person shall be a quorum. Regulation 40 of Table A shall not apply to the Association.

6.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine or, until other arrangements can be made by the Honorary Secretary; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the Member or Members present in person entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Association.

6.3 If a quorum is not present within half an hour at a meeting convened upon the requisition of Members the meeting shall be dissolved.

6.4 The words “and at any separate meeting of the holders of any class of shares in the Association” in regulation 44 of Table A and paragraph (d) of regulation 46 of Table A shall not apply to the Association.

6.5 A resolution put to the 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:

6.5.1 by the chairman; or

6.5.2 by three Members present and having the right to vote at the meeting.

Regulation 46 of Table A shall not apply to the Association

6.6 A poll shall be taken as the chairman directs at a time within thirty days from when the poll is demanded. The words “and he may appoint scrutineers (who need not be members)” shall be omitted from the first sentence of Regulation 49 of Table A.

6.7 In the case of an equality of votes, whether on a show of hands, postal ballot or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

7. **VOTES OF MEMBERS**

7.1 Regulations 54, to 63 (inclusive) of Table A shall not apply to the Association. On a show of hands every Member who (being an individual) is present in person shall have one vote. On a poll every Member present in person shall have one vote.

7.2 No Member shall be entitled to vote at any general meeting unless the full annual subscription has been paid by that Member together with any previous arrears.

8. **SCIENTIFIC MEETINGS**

8.1 The Association shall hold at least one scientific meeting each year which may coincide with the Annual General Meeting and Associates shall be invited to attend the Scientific Meetings.

8.2 Members and Associates, at the discretion of the Honorary Secretary and subject to taking personal responsibility for any expenses incurred, may bring guests to such a meeting.

8.3 The Council may impose a special conference fee on Members and Associates for attendance at such meetings.

9. **NUMBER OF DIRECTORS**

9.1 Regulation 64 of Table A shall not apply to the Association.

9.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one.

10. **ALTERNATE DIRECTORS**

10.1 Regulations 65-69 (inclusive) of Table A shall not apply to the Association.

11. POWERS OF DIRECTORS

11.1 In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under these Articles, the Council shall have the following powers namely:

11.1.1 to invite one Associate to attend the meetings of the Council; such person to be nominated by a majority of Associates.

11.1.2 to co-opt any Member who once appointed shall serve until the next Annual General Meeting where the Members shall endorse the appointment. A co-opted member of the Council shall have no voting rights at the meetings of the Council. A co-opted Member who is elected subsequently as an officer in accordance with **Articles 12.7 - 12.17** (inclusive) shall enjoy all rights and privileges of a director;

11.1.3 to arrange the General Meetings and for all other business;

11.1.4 to appoint standing or other sub-committees from time to time as they deem necessary. The Council will determine the membership and terms of reference of such standing or sub-committees. The President, Honorary Secretary and Honorary Treasurer shall be members of all such committees; and

11.1.5 to invest any funds surplus to requirements as the Council thinks fit in accordance with the Memorandum such power shall be delegated to an endowments sub-committee made up of the following persons:

President

President Designate

Honorary Secretary

Honorary Treasurer

Immediate Past Honorary Treasurer

Members' Representative

12. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

12.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Association.

12.2 A director shall serve on the Council for a period of either three years, starting on 1 January in the year after which he was elected, or until they are elected as an Officer or Honorary Editor or become President Designate. At the end of three years, a director may stand for re-election for a further three years to the Council.

12.3 A Member who has served on Council for six years shall not be eligible for re-election to the Council until one year following the expiration of the previous term of office.

12.4 Subject to Article 12.6, the Council may appoint a Member who is willing to act to be a director, either to fill a vacancy or as an additional director provided the candidate is nominated by a proposer and seconder. On or before the first day of July in each year, nominations shall be invited for any vacancy on the Council. Every nomination together with the candidates written consent to stand for election shall be sent to the Honorary Secretary.

12.5 In the event that more candidates are nominated than there are vacancies a postal ballot will be held. Voting papers shall be issued to each Member within six weeks of the closing date for nominations and must be returned to the Honorary Secretary by a specified date within the six week period. The results of any such postal ballot shall be notified in writing to each Member. In the event of an equal number of votes for two or more candidates the candidate who is senior by his date of election as a Member shall take precedence.

12.6 The composition of the Council shall be as follows:

President

Vice President

Immediate Past President

Honorary Secretary

Honorary Treasurer

Honorary Editor

Three Members (one of whom maybe an Associate)

One Trainee (who must be an Associate)

- 12.7 The officers of the Association shall be the President, the Honorary Secretary and the Honorary Treasurer.
- 12.8 The President shall hold office for a period of one-year commencing on 1st January each year. The Honorary Secretary and Honorary Treasurer shall each hold office for a period of three years commencing on 1st January after their election.
- 12.9 The President who shall have served as a Member of the Council, shall be elected by the Members not less than one year before assuming office. The incumbent President shall serve as a director for one year immediately following the date of election of the incoming President.
- 12.10 The nomination of a President shall require a proposer and seconder who are both Members. Nominations for the office of President shall be invited on or before 1st July in each year. All nominations shall be sent to the Honorary Secretary.
- 12.11 Where more than one candidate is nominated the President shall be nominated by the Members by postal ballot.
- 12.12 Voting papers will be issued to each Member within six weeks of the closing date for receiving nominations. All nominations shall be returned to the Honorary Secretary by a date specified by the Council within six weeks.
- 12.13 In the event of an equality of votes following the postal ballot there shall be a second ballot between the tied candidates.
- 12.14 The result of the postal ballot shall be notified in writing to each Member.
- 12.15 A President shall be eligible for re-election as President but may only be elected to hold office for two consecutive years with the consent of the Council.
- 12.16 Any other officer shall be eligible for re-election.
- 12.17 The Honorary Secretary and Honorary Treasurer shall retire on the 31 December at the end of their respective period of service. A replacement shall be elected by the Council not less than six months prior to that date. The replacement shall be proposed and seconded at a Council meeting and elected by a majority of those directors present and entitled to vote.

13. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated by any person if:

- 13.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
- 13.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 13.3 he is, or may be, suffering from mental disorder and either:
 - 13.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 13.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 13.4 he resigns his office by notice in writing to the Association; or
- 13.5 he ceases to be a Member,

and regulation 81 of Table A shall not apply to the Association.

14. **DIRECTORS MEMBERS EXPENSES**

The directors and Members of any of its sub-committees or Members and Associates shall be entitled to be reimbursed for reasonable travelling and reasonable over night expenses incurred by them in connection with their attendance at meetings of the Council or other business approved by the Council and Regulations 83 shall not apply to the Association.

15. **GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Association and the directors may exercise any powers of the Association conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Association or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Association and the directors shall be entitled to retain

any benefits received by them or any of them by reason of the exercise of any such powers.

16. **PROCEEDINGS OF THE DIRECTORS**

16.1 Subject to the provisions of these Articles, the Council may regulate their meetings as they think fit.

16.2 A meeting of the Council shall be held quarterly unless the President otherwise directs.

16.3 The President or acting chairman may call a special meeting of the Council with at least five clear day's notice.

16.4 The notice shall specify the time and place of the meeting and the nature of the business to be transacted .

16.5 The notice shall be given to all directors save that it shall not be necessary to give notice of a meeting to a director who is absent from the British Isles at the time.

16.6 In the event of an emergency, when it is not possible to summon a meeting of the Council or appropriate sub-committee in accordance with **Articles 16.3 to 16.5** (inclusive), the President shall take such action as may seem necessary in the circumstances and report the matter to the next Council meeting or appropriate committee.

16.7 The quorum for the transaction of the business of the Council shall be four Members. Regulation 89 of Table A shall not apply to the Association.

16.8 Whenever the minimum number of the directors shall be one pursuant to the provisions of **Article 9.2**, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and Regulation 90 shall be modified accordingly.

16.9 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote. Regulation 88 of Table A shall not apply to the Association.

16.10 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to **Article 11.1.4**, shall be as valid and effective as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held. Such a resolution may

consist of several documents in the same form, each signed by one or more directors. Regulation 93 of Table A shall be amended accordingly.

16.11 Cheques shall be signed by two directors of the Association. The secretary, however, under the direction of an Officer of the Association, may sign a cheque in addition to another separate director.

16.12 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

16.12.1 may be a party to or otherwise interested in any transaction or arrangement with the Association or in which the Association is in any way interested;

16.12.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Association or in which the Association is in any way interested;

16.12.3 may or any firm or Association of which he is a member or director may act in a professional capacity for the Association or any body corporate in which the Association is in any way interested;

16.12.4 shall not by reason of his office be accountable to the Association for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

16.12.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 16.12.1 to 16.12.2** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

16.13 For the purposes of **Article 16.12**:

16.13.1 a general notice to the Council that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested

shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

16.13.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

16.13.3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Association was incorporated connected with a director shall be treated as an interest of the director.

16.14 Any director may participate in a meeting of the Council or a sub-committee of the Council of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

17. **THE JOURNAL**

17.1 A periodic journal may be published by the Association at the discretion of the Council.

17.2 The British Journal of Oral Surgery (“Journal”) shall be the official journal of the Association. It shall be published by a publisher determined by the Council.

17.3 Publication shall be controlled by an Editorial Sub-Committee.

17.4 The composition of the Editorial Sub-Committee shall be as follows:-

President

Honorary Editor

Honorary Deputy Editor

Honorary Assistance Editor

Honorary Secretary

Honorary Treasurer.

- 17.5 The election of the Honorary Editor shall normally take place one year before he assumes office.
- 17.6 The Honorary Editor shall be a person proposed and seconded at General Meeting and elected by a majority of directors present and entitled to vote at a meeting of the Council. In the event of there being no nomination of a Member the Council shall select a Member so that he may be nominated for appointment as Honorary Editor by the directors at a meeting present and entitled to vote at a meeting of the Council.
- 17.7 The Honorary Editor shall serve for three years.
- 17.8 The Honorary Deputy Editor and the Honorary Assistant Editor shall be a Member or an Associate and shall be appointed by the Council for an initial period of 3 years but may be re-appointed for an additional period at the discretion of the Council.
- 17.9 The Journal shall be distributed free of charge to Members, Associates or any person who pay an annual subscription therefor.
- 17.10 The Honorary Editor reserves the right to accept, amend or reject material submitted for publication. The copyright of all contributions presented at meetings shall be the property of the Association until a decision is taken by the Editorial Sub-Committee with regard to their publication. If chosen for publication, copyright will remain the property of the Association. If no such decision is taken within 60 days, from receipt of the paper by the Honorary Editor the author shall be at liberty to publish this paper elsewhere than in the Journal.

18. **SECRETARY**

Subject to the provisions of the Act, the Honorary Secretary, or in the event of his absence, a Member of the Council nominated by the President will act as secretary for such term, at such remuneration and upon such conditions as the Council think fit. Regulation 99 of Table A shall not apply to the Association.

19. **THE HONORARY TREASURER**

Subject to the provisions of the Act, the Honorary Treasurer, or in the event of his absence, a Member of the Council nominated by the President, shall receive subscriptions, settle all accounts from the funds of the Association and present annually the duly audited account to the Council and to the Members and Associates at the annual general meeting.

20. **MINUTES**

20.1 Regulation 100 of Table A shall not apply to the Association. The Council shall cause minutes to be made in books kept for the purpose:

20.1.1 of recording the names and addresses of all Members and Associates; and

20.1.2 of all appointment of officers made by the Council; and

20.1.3 of all proceedings at general meetings of the Association and at meeting of the Council and of sub-committees constituted pursuant to **Article 11.1.4** including the names of the directors, Members and Associates (as appropriate) present at each such meeting.

21. **THE SEAL**

If the Association has a seal it shall be used only with the authority of the Council or of a sub-committee of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. Regulation 101 of Table A shall not apply to the Association.

22. **DIVIDENDS**

Regulations 102 to 108 (inclusive) shall not apply to the Association.

23. **ACCOUNTS**

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

24. **CAPITALISATION OF PROFITS**

Regulation 110 of Table A shall not apply to the Association.

25. **NOTICES**

25.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing and Regulation 111 of Table A shall not apply to the Association.

25.2 A Member shall give notice to the Honorary Secretary of his current residential or professional address and that address shall be entered in the register of Members as his registered address. Associates shall also provide details of their current residential or professional addresses to the Honorary Secretary and a separate register

shall be maintained in this respect. On request every Member and Associate shall supply such other information of a professional character to the Honorary Secretary as the Council may at that discretion from time to time require.

- 25.3 In regulation 112 of Table A, the second sentence of regulation 112 of Table A shall not apply to the Association.
- 25.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice posted to an address within the United Kingdom shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted. A notice posted to an address outside the United Kingdom shall be deemed to have been given at the expiration of 7 clear days after the envelope containing it was posted. Regulations 114 to 116 (inclusive) of Table A shall not apply to the Association.
- 25.5 A Member and Associate present in person at any meeting of the Association shall be deemed to have received notice of the Meeting and, where necessary, of the purposes for which it was called. The words “or by proxy” and “or of the holders of any class of shares in the Association” shall be omitted from regulation 113 of Table A.
- 25.6 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Association shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

26. **WINDING UP**

Regulation 117 of Table A shall not apply to the Association. If the Association is wound up, the Council may, with the sanction of a special resolution of the Association at an Annual General Meeting proceed to realise the property of the Association and discharge all debts. On dissolution of the Association the remaining funds after payment of debts shall be paid, applied or transferred to such charitable purposes in accordance with paragraph 7 of the Memorandum.

27. **INDEMNITY**

Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the lawful execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Association.

28. **RULES AND CHANGES TO THE CONSTITUTION**

28.1 The Council may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the business and affairs of the Association and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the foregoing it may by such rules or bye-laws regulate:

28.1.1 the classification of Members and Associates of the Association admitted by the Council and endorsed at general meetings and the rights and privileges of such Members and Associates and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the Members;

28.1.2 the conduct of Members and Associates in relation to one another and to the Association's servants;

28.1.3 the procedure at general meetings and meetings of the Council and committees constituted pursuant to **Article 11.1.4** in so far as such procedure is not regulated by these Articles;

28.1.4 generally, all such matters as are commonly the subject matter of such rules.

28.2 The Association in general meeting shall have the power to alter, add or repeal the rules or bye-laws and the directors shall adopt such means as they deem sufficient to

bring to the notice of Members and Associates all such rules or bye-laws, which shall be binding on all Members and Associates provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum.

- 28.3 The Association may make such changes as it requires to these Articles by firstly a resolution passed by a majority of the Council attending and voting at a special meeting followed by a resolution approved by 75% majority of those Members attending and voting at the next general meeting.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Everdirector Limited
Sun Alliance House
35 Mosley Street
Newcastle upon Tyne
NE1 1XX

Dated: 26th September 2001

WITNESS TO THE ABOVE SIGNATURE:

Witness signature:

Name: Sarah McIntosh

Address: Eversheds, Sun Alliance House, 35 Mosley Street, Newcastle upon Tyne, NE1 1XX

Occupation: Clerical Assistant