

THE COMPANIES ACTS 1985- 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF BRITISH ASSOCIATION OF ORAL SURGEONS**

Incorporated under the Companies Act 1985

On 23 September 2003

under Company No 4294946

Last amended by special resolution on 26 January 2022

The Companies Act 2006
A COMPANY LIMITED BY GUARANTEE
Articles of Association

of
BRITISH ASSOCIATION OF ORAL SURGEONS

INTERPRETATION

1. In these Articles, the words in the first column of the table below, shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context:

Words	Meanings
the Act:	the Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force
the or these Articles:	the Articles of Association of the Association, as amended from time to time
Associate Members	such persons fulfilling the criteria specified in article 17
the Association:	means the company regulated by these Articles
Ballot:	means a postal or electronic ballot held in accordance with these Articles and any rules established under article 82
Charity Commission:	the Charity Commission for England and Wales
Clear Days:	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect
Connected Person:	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm or body corporate (including a limited liability partnership) of which a Trustee is a member or employee and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital
the Council:	the Council of the Association constituted in accordance with these Articles
Dental Nurse Members:	such persons fulfilling the criteria in article 21

Electronic Form:	something sent by electronic means (as defined by the Act), such as an email or fax, or by any other means while still being in electronic form
Eligible Trustees:	all Trustees who would be entitled to vote on a resolution at a meeting
Financial Expert:	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
Full Members:	such persons fulfilling the criteria in article 16
General Dental Council:	the entity with the statutory obligation to maintain a register of dental practitioners within the United Kingdom
General Medical Council:	the entity with the statutory obligation to maintain a register of medical practitioners within the United Kingdom
General Meeting:	a general meeting of the Association
Honorary Editor:	the person holding the office of editor of the Journal
Honorary Members:	such persons fulfilling the criteria in article 22
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
Immediate Past President:	the person who last held the office of President prior to the current President
Journal:	the journal of the Association
Member:	a member of the Association for the purposes of the Act and Members means all such members
the Officers:	the President, Honorary Secretary, Honorary Treasurer, Honorary Editor, President Elect and Immediate Past President
President:	the person holding the office of president of the Association

President Elect:	the person who is elected by the Council not less than one year before assuming office as President
the Register:	the register of members of the Association kept pursuant to the Act
Retired Members:	such persons fulfilling the criteria specified in article 18
the Seal:	the common seal of the Association, if it has one
Trainee Members:	such persons fulfilling the criteria specified in article 19
Trainee Representative:	a person elected by Trainee Members to sit on the Council
a Trustee:	a director of the Association and Trustees means all the directors
Undergraduate Members:	such persons fulfilling the criteria specified in article 20
in writing or written:	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

Unless specifically stated otherwise:

Words or expressions bear the same meaning as in the Act as in force on the date when these Articles become binding on the Association.

Words denoting the singular include the plural and vice versa.

Words denoting any one gender include all genders.

Each reference to "person" includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality).

General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

The Companies (Model Articles) Regulations 2008 shall not apply to the Association.

2. The name of the Association is British Association of Oral Surgeons (or such other name as the Trustees shall from time to time decide).
3. The Office of the Association will be situated in the United Kingdom.
4. Every Member undertakes that if the Association is wound up while he is a Member, or within one year after he ceases to be a Member, that Member will contribute to the assets of the Association such amount as may be required for the payment of the debts and liabilities of the Association contracted before he ceases to be a Member, payment of the

costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves not exceeding £1.

5. The Association's objects ('the Objects') are to protect and preserve public health by:
 - 5.1 the advancement of education of oral surgeons, dental specialists, dental surgeons and other allied health care professionals;
 - 5.2 the promotion and carrying out of research into oral surgery;
 - 5.3 the promotion of clinical standards conducive to oral surgery;
 - 5.4 the promotion of these objects to both the medical and dental professions and other health care organisations.

Nothing in the Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

6. In furtherance of the Objects but not further or otherwise, the Association shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects):
 - 6.1 to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
 - 6.2 subject to such consents as may be required by law, to sell, exchange, let, mortgage, charge, grant or create security over, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Association;
 - 6.3 subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of the Association in such manner as may be thought fit and in particular by mortgages of, or charges upon or security over, the undertaking and all or any of the real and personal property or assets (present and future) of the Association or by the creation and issue of debentures, debenture stock or other obligations or securities of any description;
 - 6.4 to raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions. Provided that the Association shall not undertake any permanent trading activities in raising funds, the profits of which are liable to tax, otherwise than for carrying out the Objects,
 - 6.5 to set aside funds for special purposes or as reserves against future expenditure;
 - 6.6 to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject

nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- 6.7 to delegate the management of investments to a Financial Expert but only on terms that:
 - 6.7.1 the investment policy is set down in writing for the Financial Expert by the Council;
 - 6.7.2 every transaction is reported promptly to the Council;
 - 6.7.3 the performance of the investments is reviewed regularly with the Council;
 - 6.7.4 the Council is entitled to cancel the delegation arrangements at any time;
 - 6.7.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 6.7.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and
 - 6.7.7 the Financial Expert must not do anything outside the powers of the Council.
- 6.8 to arrange for investments or other property or assets of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Council or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 6.9 to encourage groups of persons to form branches, friends groups or other voluntary groups and provide an organisation within which they should conduct their business which must be for, or conducive to, the Objects and at its discretion to dissolve any such branches, friends groups or other voluntary groups or dissociate them from the Association. Each branch, friends group or other voluntary group shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the Trustees;
- 6.10 to establish, support, act as trustee of or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the Objects or which shall further the Association's interests or any of them;
- 6.11 to employ staff and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Association and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them;
- 6.12 to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them, or any one of them, in respect of any negligence, default, breach of trust or breach of duty in relation to the

Association. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees, or Trustee concerned, knew to be a breach of trust or breach of duty or which was committed by the Trustees or Trustee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees, or any Trustee, in their capacity as Trustees, or a Trustee, of the Association;

- 6.13 to insure the property and assets of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required;
- 6.14 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 6.15 to subscribe to, support, affiliate, become a member of, transfer all or any of the Association's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association;
- 6.16 to purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the Objects;
- 6.17 to use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books, articles or leaflets using films, television, video and the internet;
- 6.18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 6.19 to undertake or support research in furtherance of the Objects and to publish the useful results of such research;
- 6.20 in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the Association receiving any consideration or advantage;
- 6.21 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 6.22 to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus;
- 6.23 to make applications for consent under bye-laws or regulations and other like applications;

- 6.24 to pay out of the funds of the Association the costs, charges and expenses of, and incidental to, the formation and registration of the Association;
 - 6.25 to enter into contracts and provide services to or on behalf of other bodies;
 - 6.26 to establish or acquire subsidiary companies to assist or act as agents for the Association;
 - 6.27 to do all such other lawful and charitable things as shall further the attainment of the Objects.
7. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members and no Trustee 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 this Article shall not prevent any payment in good faith by the Association:
- 7.1 of reasonable and proper remuneration to any Member, officer or employee of the Association (not being a Trustee) for any goods or services supplied to the Association and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Association;
 - 7.2 to any Trustee of reasonable out-of-pocket expenses properly incurred when acting on behalf of the Association;
 - 7.3 of the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees as permitted under Article 6.12;
 - 7.4 of an indemnity to any Trustee in respect of any liabilities properly incurred in running the Association in accordance with Article 106;
 - 7.5 of interest at a reasonable rate on money lent by any Member or Trustee;
 - 7.6 of reasonable and proper rent or hiring fee for premises let or hired to the Association by any Member or Trustee;
 - 7.7 of fees, remuneration or other benefit, in money or money's worth, to a company of which a Trustee may be a member holding not more than one per cent part of the issued share capital of that company;
 - 7.8 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf;
 - 7.9 of the payment of remuneration to a Trustee for services under a contract with the Association as authorised by Article 8;
 - 7.10 of the payment to any Member or Trustee of charitable benefits in furtherance of the Objects; and

- 7.11 in exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance).
8. A Trustee may not be an employee of the Association, but a Trustee or a Connected Person may enter into a contract with the Association to supply services or goods to the Association in return for a payment or other material benefit if:
- 8.1 the services or goods are actually required by the Association;
 - 8.2 the nature and level of the payment or benefit is no more than is reasonable in relation to the value of the goods or services and is set at a Council meeting in accordance with the procedure in Article 9 and recorded in an agreement in writing;
 - 8.3 the number of Trustees who are interested in any such a contract in any financial year of the Association is in the minority; and
 - 8.4 before entering into such a contract, the Council has decided that they are satisfied that it would be in the best interests of the Association, and likely to promote the success of the Association, for the goods or services to be provided by the relevant person (as opposed to being provided by someone who is not a Trustee or a Connected Person) to, or on behalf of, the Association for the amount or maximum amount of benefit or payment set at the meeting referred to in Article 8.2.
9. Subject to Article 10, whenever a Trustee has a direct or indirect interest in a matter to be discussed at a Council meeting or a committee of the Council, he must:
- 9.1 declare that interest in accordance with the Act and declare it before the meeting or at the meeting before discussion begins on the matter;
 - 9.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 9.3 not be counted in the quorum for that part of the meeting; and
 - 9.4 be absent during any vote and have no vote on the matter (whether in a meeting or by written resolution).

and provided that the requirements of Articles 8 and 9 are fully met, a Trustee's duty to avoid conflicts of interest under the Act is dis-applied, in relation to contracts with the Association as authorised by Article 8, in accordance with the provisions of the Act.

10. Where a Trustee has a direct or indirect interest in a matter to be discussed at a meeting, but that interest does not result in a financial benefit being conferred on the Trustee or a Connected Person, the other Trustees may permit that Trustee to remain at the meeting for that item provided that the quorum for the meeting is met without counting the Trustee in question and provided that the resolution is agreed to without his vote being counted.
11. The liability of the Members is limited.
12. If the Association is wound up or dissolved and, after all its debts and liabilities have been satisfied, there remains any income and property it shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of

its or their income and property to an extent at least as great as is imposed on the Association by Article 7, chosen by the Members of the Association at or before the time of dissolution and if that cannot be done then through some other charitable object.

13. 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.

MEMBERS

14. The subscribers to the memorandum and such other persons as are admitted to membership in accordance with these Articles shall be the Members.

15. There shall be seven classes of Members:

- 15.1 Full Members;

- 15.2 Associate Members;

- 15.3 Retired Members;

- 15.4 Trainee Members;

- 15.5 Undergraduate Members;

- 15.6 Dental Nurse Members; and

- 15.7 Honorary Members.

16. Subject to any rules made pursuant to article 82, a person is eligible to become a Full Member provided that they fulfil one of the following criteria:

- 16.1 That person is registered on the specialist dental list held by the General Dental Council in oral surgery; or

- 16.2 That person:

- 16.2.1 is engaged predominantly in the practise of oral surgery in the British Isles and has 4 years training or equivalent in oral surgery; and

- 16.2.2 either

- (a) two Members propose and second that such a person satisfies this criteria and where an application is made electronically for membership, the names of those two Members are included in the application; or

- (b) the Council is satisfied, on review of such a person's CV, that he satisfies this criteria.

17. Subject to any rules made pursuant to article 82 a person is eligible to become an Associate Member provided that they fulfil the following criteria:

- 17.1 That person is registered as a medical or dental practitioner and is not eligible to apply to be a Member under article 16; and
- 17.2 Either:
- (a) That two Members propose and second that such a person satisfies this criteria and, where an application is made electronically for membership, the names of those two Members are included in the application; or
 - (b) the Council is satisfied, on review of such a person's CV, that he satisfies this criteria.
18. Subject to any rules made pursuant to article 82, a Full Member will automatically become a Retired Member when they retire from active practice of oral surgery and therefore no longer meet the requirements to be a Full Member. An Associate Member and a Dental Nurse Member may only become a Retired Member by seeking written approval from the Council.
19. Subject to any rules made pursuant to article 81, a person is eligible to become a Trainee Member provided that:
- 19.1 They are on a current training pathway in oral surgery in the British Isles; and
- 19.2 Either
- (a) two Members propose and second that such a person satisfies the criterion at article 19.1 and where an application is made electronically for membership, the names of those two Members are included in the application; or
 - (b) the Council is satisfied, on review of such a person's CV, that he satisfies the criterion at article 19.1.
20. Subject to any rules made pursuant to article 81, a person is eligible to become an Undergraduate Member provided that:
- 20.1 They are an undergraduate medical or dental student in the British Isles; and
- 20.2 Either
- (a) two Members propose and second that such a person satisfies the criterion at article 20.1 and where an application is made electronically for membership, the names of those two Members are included in the application; or
 - (b) the Council is satisfied, on review of such a person's CV, that he satisfies the criterion at article 20.1.
21. Subject to any rules made pursuant to article 81, a person is eligible to become an Dental Nurse Member provided that:

- 21.1 They are registered as a dental nurse with the General Dental Council in the British Isles; and
- 21.2 Either
- (a) two Members propose and second that such a person satisfies the criterion at article 21.1 and where an application is made electronically for membership, the names of those two Members are included in the application; or
 - (b) the Council is satisfied, on review of such a person's CV, that he satisfies the criterion at article 21.1.
22. Subject to any rules made pursuant to article 78, a person is eligible to become an Honorary Member provided that:
- 22.1 They are a Member who has held an exceptional role in local, national or international oral surgery; and
 - 22.2 The Council is satisfied, on review of such a person's CV, that he satisfies the criterion at article 22.1.
23. A Full Member, Associate Member, Dental Nurse Member or Trainee Member who leaves the British Isles but continues predominantly in the practice of oral surgery may, with Council's approval, remain a Full Member, Associate Member, Dental Nurse Member or Trainee Member (as applicable). An Undergraduate Member who leaves the British Isles but continues with their undergraduate medical or dental studies may, with Council's approval, remain an Undergraduate Member.
24. The rights and privileges of each Member shall be personal to that Member and membership shall not be transferable.
25. Every person who meets the eligibility criteria and wishes to become a Member shall send to the Honorary Secretary not less than one calendar month prior to the next following meeting of Council an application for membership signed by him or submitted electronically by him in such form as the Council shall require. The Council may in its absolute discretion recommend such additional persons for appointment as Members provided such individuals fulfil the relevant eligibility criteria.
26. Every Member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge of these Articles and to have consented to them at the time of or prior to his becoming a Member, Associate Member or Retired Member.
27. The Council may from time to time establish other categories of membership, including informal or supporter membership, and may set out the rights and duties of such members (and may vary or revoke such rights and duties from time to time).
28. All Members (other than Honorary Members) shall pay an annual subscription. All subscriptions shall be for a calendar year starting on the first day of January. The Council may revise the date and rate of subscription not less than 3 months before the start of the relevant year. The cost of the Journal is included in the annual subscription.

29. All Members shall give notice to the Honorary Secretary of his current residential or professional address and that address shall, in the case of a Full Member, be entered into the Register and a separate register for the other classes of Member. On request every Member shall supply such other information of a professional nature to the Honorary Secretary as the Council may at its discretion from time to time require.
30. A Member shall cease to be a Member immediately and his name shall be removed from the relevant Register if:
 - 30.1 he withdraws from the Association and has given at least seven Clear Days' written notice to the Honorary Secretary of the Association provided that after such withdrawal, in the case of Members, the number of Members remaining is not less than ten;
 - 30.2 he dies or becomes subject to a bankruptcy or order or makes any arrangements or composition with his creditors generally;
 - 30.3 in the case of Members other than Honorary Members, his subscription fees at any time are more than 3 months in arrears and he has been notified in writing accordingly and the Council resolve that he shall cease to be a Member;
 - 30.4 his name is removed for misconduct from a register held by the General Medical Council or the General Dental Council as appropriate;
 - 30.5 he is suffering from mental disorder or incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity; or
 - 30.6 he otherwise ceases to meet the relevant eligibility criteria to be a Member.
31. Subject to article 32, 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. At the general meeting at which the person whose expulsion is under consideration, such person shall be allowed to offer either a verbal or written statement in relation to the proposed resolution.
32. Notwithstanding article 31, the Council may remove an individual from membership at a meeting of the Council on the ground that in its reasonable opinion the individual's continued membership is so harmful to the interests or reputation of the Association that his membership must cease without delay. The individual concerned shall be offered the opportunity to make representations to the Council meeting either in person or in writing and the outcome shall be reported to the next following general meeting of the Association.

GENERAL MEETINGS & SCIENTIFIC MEETINGS

33. The Association shall hold an Annual General Meeting in every calendar year and all Members shall be invited to attend.
34. The Council may, and the Honorary Secretary on the instruction of the President shall, call additional General Meetings at any time. On the requisition of the Members pursuant

to the provisions of the Act the Council shall immediately proceed to convene a General Meeting in accordance with those provisions.

35. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum at a Council meeting any Trustee or any Member may call a General Meeting.
36. The Association shall (assuming no exceptional or unusual circumstances, or no pandemic or similar arises) seek to hold at least one scientific meeting each year which may coincide with the Annual General Meeting and Members shall be invited to attend the scientific meetings.
37. Members, at the discretion of the Honorary Secretary and subject to taking personal responsibility for any expenses incurred, may bring guests to scientific meetings.
38. The Council may impose a special conference fee on Members and their guests for attendance at scientific meetings.
39. Members may take part in General Meetings, and scientific meetings may take place, by way of a:
 - 39.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
 - 39.2 series of video conferences or telephone calls from the President.

Taking part in this way will be treated as being present at the relevant meeting. A meeting which takes place by a series of video conferences or telephone calls from the President will be treated as taking place where the President is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the President is unless the Council decides otherwise.

NOTICE OF GENERAL MEETINGS

40. General Meetings, including Annual General Meetings, shall usually be called upon seven weeks' notice, however in all circumstances upon no less than twenty-one Clear Days' notice. A General Meeting may only be called on shorter notice if it is so agreed by no less than 90% of the Members.
41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
42. The notice shall specify the time and place of the General Meeting and the general nature of the business to be transacted and in the case of Annual General Meetings, shall specify the meeting as such.
43. 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.

PROCEEDINGS AT GENERAL MEETINGS

44. No business shall be transacted at any General Meeting unless a quorum of Members is present. Save as herein otherwise provided, ten Members or 2 per cent of the Members (to the nearest whole number), whichever the greater number, present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
45. If, within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present or if during a General Meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the President, or the Trustees, shall appoint, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
46. The President shall preside as chair at every General Meeting of the Association or if he shall not be present within half an hour of the time appointed for holding the General Meeting, or shall be unwilling to preside, the Immediate Past President shall, if present and willing to act, preside as chair, failing which the other Trustees present shall appoint one of their number to chair the General Meeting.
47. The President (or such other person who chairs a General Meeting) may with the consent of the Members at a General Meeting at which a quorum is present (and shall if so directed by the Members) adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than business which might properly have been transacted at the General Meeting had the adjournment not taken place.
48. When a General Meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned General Meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
49. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is:
 - 49.1 demanded by the President; or
 - 49.2 by at least three Members or 10% of the Members (to the nearest whole number), whichever the lower number, present in person or by proxy and having the right to vote at the meeting.
50. Unless a poll is so demanded, a declaration by the President (or such other person who chairs the General Meeting) that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
51. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the President (or such other person who chairs the General 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.

52. A poll shall be taken as the President (or such other person who chairs the General Meeting) directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of a poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
53. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
54. No poll may be demanded on the election of a person to chair a General meeting or on any question of adjournment.
55. In the case of an equality of votes, whether on a show of hands, Ballot, or on a poll, the President shall, be entitled to a casting vote in addition to any other vote he may have.
56. Subject to the provisions of the Act, a resolution in writing is as effective as a resolution actually passed at a General Meeting duly convened and held and shall be treated as being passed when it is agreed to by the number of Members who would be required to pass it at a General Meeting.
57. An ordinary or special resolution to be proposed at a general meeting may be amended by an ordinary resolution if the President proposes the amendment at the General Meeting at which the resolution is to be proposed and the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

VOTES OF MEMBERS

58. Every Member shall have one vote (whether on a show of hands or on a poll).
59. Every Member shall be entitled to appoint another person as his proxy. A proxy does not need to be a Member.
60. On a vote on a show of hands a proxy appointed by more than one Member shall have one vote. On a vote on a poll a proxy appointed by more than one Member may vote as many times as the number of Members he represents.
61. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered and every vote not disallowed at the General Meeting shall be valid for all purposes. Any objection made in due time shall be referred to the President (or such other person who chairs the General Meeting) whose decision shall be final and conclusive.
62. 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.

PROXIES

63. Proxies may only be validly appointed by a notice in writing (a "**proxy notice**") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member and is delivered to the Association in accordance with these Articles.

64. The Council may require proxy notices to be delivered in a particular form.
65. Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
66. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.
67. 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.
68. An appointment under a proxy notice may be revoked by delivering to the Association a notice given by or on behalf of the Member on whose behalf the proxy notice was given.
69. If a proxy notice is not executed by the Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the Member's behalf.

THE COUNCIL

70. Until otherwise determined by an ordinary resolution of the Association, the Council shall consist of no more than twenty Trustees, including co-opted Trustees, and shall include:
 - 70.1 the President;
 - 70.2 the Honorary Secretary;
 - 70.3 the Honorary Treasurer;
 - 70.4 the Honorary Editor;
 - 70.5 the President Elect;
 - 70.6 the Immediate Past President;
 - 70.7 no less than three and no more than eight Full Members elected by the Members;
 - 70.8 one Trainee Representative; and
 - 70.9 up to five Trustees co-opted in accordance with article 77.
71. A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the terms of these Articles.
72. In the case of Trustees elected under article 70.7 or co-opted under article 70.9 the Council shall determine how many vacancies are available to be filled from time to time.

APPOINTMENTS TO THE COUNCIL

73. President, President Elect and Immediate Past President

- 73.1 Where there is just one candidate standing for the role of President, the President shall be appointed by the Council from amongst its number (save that no Co-opted Trustee shall be appointed as President). Where there is more than one candidate standing for the role of President, the President shall be appointed by the Members from amongst the Council Members (save that no Co-opted Trustee shall be appointed as President).
- 73.2 The President shall be appointed for a term of two years, such appointment to take effect from the relevant Annual General Meeting in accordance with any rules established under article 82.
- 73.3 The President's initial appointment shall be made not less than one year in advance of it taking effect and, during that period, the successful candidate shall be known as the President Elect.
- 73.4 Subject to article 79, the incumbent President may serve as Immediate Past President for up to two years after he ceases to be President.
- 73.5 If no current Trustee is willing to be appointed as President, the Council may in its discretion appoint the President from amongst the Members.
74. Honorary Secretary and Honorary Treasurer
- 74.1 The Honorary Secretary and Honorary Treasurer shall be appointed by the Council from amongst its number (save that no Co-opted Trustee shall be appointed to such positions) for an initial term of four years in accordance with any rules established under article 82.
- 74.2 Subject to article 79, the Honorary Secretary and Honorary Treasurer shall be eligible for re-election for a second consecutive term of three years.
- 74.3 The initial appointment of an Honorary Secretary or an Honorary Treasurer shall be made not less than six months in advance of the appointment taking effect.
75. Honorary Editor
- 75.1 The Honorary Editor shall be proposed and seconded by and from amongst the Members and shall be appointed by a majority decision of the Council for a term of four years, subject to article 79.
- 75.2 Subject to article 79, the Honorary Editor shall be eligible for re-election for a second consecutive term of three years.
- 75.3 The initial appointment of an Honorary Editor shall normally take place one year in advance. If there are no nominations from the Members for the Honorary Editor, the Council shall appoint a Member to fulfil the role.
76. Elected Trustees
- 76.1 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.

76.2 Trustees elected under article 70.7:

76.2.1 shall serve on the Council for a period of four years, or until he is elected as an Officer;

76.2.2 may stand for re-election for a further period of three years following the expiration of the previous term of office.

76.3 The Trainee Representative shall be elected by Trainee Members not less than one year in advance and shall serve on the Council for a period of one year after which he shall retire and shall not be eligible for re-election.

76.4 In the event that more candidates are nominated than there are vacancies a Ballot will be held. Members shall be invited to vote by Ballot within four weeks of the closing date for nominations and votes must be submitted to the Honorary Secretary by a specified date within the four week period. The results of any such Ballot shall be declared by the President. In the event of an equal number of votes for two or more candidates the candidate who is senior by his date of admission as a Member shall be elected.

77. Co-opted Trustees

77.1 The Council may, subject to the maximum number of Trustees set out in article 70, co-opt up to five persons who are able and willing to act to be Trustees. A co-opted Trustee may be a Member. A co-opted Trustee shall hold office until the next following Annual General Meeting at which he must step down. A co-opted Trustee may be re-co-opted.

78. The Council may appoint a Member to fill a casual vacancy for the period up until the next following Annual General Meeting.

79. In no circumstances may a Trustee who becomes an Officer, or who is appointed as a Co-opted Trustee, serve on the Council for a continuous period of more than 14 years, unless the Council resolves by a 75% majority that it is in the interests of the Association for an individual to serve for a longer period, such longer period to be specified in the resolution.

POWERS AND DUTIES OF THE COUNCIL

80. Subject to the provisions of the Act and these Articles and to any directions given by special resolution of the Association, the business of the Association shall be managed by the Council for which purpose they may exercise all the powers of the Association. No alteration of these Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Council by these Articles and a Council meeting at which a quorum is present may exercise all the powers exercisable by the Council.

81. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge, grant or create security over its undertaking, property and assets or any part of them and to give guarantees or issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Association or of any third party, but only in so far as is permitted by law.

82. Subject to the provisions of these Articles, the Council may make rules with respect to the carrying into effect of all or any of the Objects or all or any of the provisions of these Articles and as it deems necessary for the proper conduct and management of the business and affairs of the Association.

DISQUALIFICATION OF TRUSTEES

83. The office of a Trustee shall be vacated if:
- 83.1 he ceases to be a Member (or ceases to be an Associate Member in the case of article 70.8);
 - 83.2 he dies or becomes subject to a bankruptcy order or he makes any arrangement or composition with his creditors;
 - 83.3 he is suffering from mental disorder or mental incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
 - 83.4 by notice in writing to the Association he resigns his office provided at least five Trustees remain in office;
 - 83.5 he is disqualified from acting as a trustee or as a director under any statute or ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office;
 - 83.6 he is disqualified in accordance with any rules, regulations or codes in force from time to time and applicable to the Council;
 - 83.7 he is removed by the Council on the basis that in its reasonable opinion, his conduct or behaviour is detrimental to the interests of the Association;
 - 83.8 he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine; or
 - 83.9 he absents himself from Council meetings during a continuous period of six months without special leave of absence from the Council and the Council passes a resolution that he has by reason of such absence vacated office.
84. Notwithstanding anything in these Articles, the Members may by ordinary resolution at a General Meeting of which special notice has been given in accordance with the Act remove any Trustee before the expiration of his period of office.

PROCEEDINGS OF THE COUNCIL

85. Council meetings shall be held quarterly upon reasonable notice unless the President otherwise directs, and shall be called by the Honorary Secretary on the instructions of the President.

86. The quorum necessary for the transaction of business of the Council shall be three Trustees or 25% of the total number of Trustees (to the nearest whole number), whichever the greater number.
 87. Subject to article 79, questions arising at any 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.
 88. The President shall be entitled to preside at all Council meetings. If the President is unable or unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to chair the meeting.
 89. Trustees may take part in Council meetings by way of a:
 - 89.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
 - 89.2 series of video conferences or telephone calls from the President.
- Taking part in this way will be treated as being present at the Council meeting. A Council meeting which takes place by a series of video conferences or telephone calls from the President will be treated as taking place where the President is. Otherwise, Council meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the President is unless the Council decides otherwise.
90. The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the minimum number it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.
 91. All acts bona fide done by any meeting of the Council, or of any committee of the Council, or by any person acting as a Trustee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee, or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
 92. The Council shall cause proper minutes to be made of:
 - 92.1 all appointments of Officers made by the Trustees;
 - 92.2 the names of Trustees present at each Council meeting and of any committee of the Council; and
 - 92.3 all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.

Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

93. Subject to article 79, a resolution of the Council may be taken by majority of the Eligible Trustees at a Council meeting, or by a resolution in writing agreed to by all the Eligible Trustees for the time being, provided that a decision cannot be taken by written resolution if the Eligible Trustees would not have formed a quorum at a Council meeting. The resolution may consist of more than one document in like form each signed by or otherwise agreed to by one or more than one Trustee. For the avoidance of doubt, a Trustee may indicate his agreement to a resolution in Electronic Form.
94. The Council may invite observers to attend Council Meetings.

COMMITTEES

95. The Council may appoint one or more committees consisting of two or more individuals appointed by them at least one of whom must be a Trustee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee. Provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.
96. Any committee of the Council shall comply with such standing orders or terms of reference as are adopted from time to time but otherwise may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the committee concerned.
97. A resolution of a committee of the Council may be taken in the same manner as set out in article 87.
98. The provisions of article 89 and 93 shall apply to committee meetings as if references to the Council and the Trustees were references to committees and committee members respectively.

JOURNAL

99. The Journal may be published by the Association at the discretion of the Council and in accordance with any rules established under article 82.

EXECUTION OF DOCUMENTS

100. The Council shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Council, or of a committee of the Council, authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Honorary Secretary or another Trustee, or by some other person appointed by the Council for that purpose. Otherwise, documents shall be executed for and on behalf of the Association in accordance with the Act.

PATRONS

101. The Council may, at any time and from time to time, appoint any person, whether a Member or otherwise, to be a patron of the Association. Such offices shall carry no executive duties or responsibilities and no voting powers.

ACCOUNTS

102. Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Association, carrying on activities of the nature carried on by the Association.

ANNUAL REPORT

103. The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual report and its transmission to the Charity Commission.

ANNUAL RETURN

104. The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual return and its transmission to the Charity Commission.

NOTICES

105.

105.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.

105.2 The only address at which a Member is entitled to receive notices is the address shown in the Register or an electronic address provided for that purpose.

105.3 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

105.4 A Trustee may agree with the Association that notices or documents sent to that Trustee in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.

105.5 Where a document or information is sent or supplied by the Association by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.

105.6 Where a document or information is sent or supplied by the Association in Electronic Form to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and proving such service it will be sufficient to prove that it was properly addressed.

105.7 Where a document or information is sent or supplied by the Association by means of a website, service or delivery shall be deemed to be effected when:

105.7.1 The material is first made available on the website; or

105.7.2 If later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.

105.8 A Member or Trustee, present at any meeting, shall be deemed to have received notice of the meeting, and where requisite, of the purpose for which it was called.

105.9 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted by the Act.

INDEMNITY

106. Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall be indemnified out of the assets of the Association, against any liability incurred by him in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

AMENDMENT

107. The Association may make such changes as it requires to these Articles by a special resolution approved by a 75% majority of those Members present in person or by proxy and voting at the next General Meeting or in accordance with article 56.