



**British Society
of Echocardiography**

**ARTICLES OF ASSOCIATION
OF
BRITISH SOCIETY OF ECHOCARDIOGRAPHY**

Registered Company Number: 4480121

Charity Number: 1093808

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
BRITISH SOCIETY OF ECHOCARDIOGRAPHY**

**(INCORPORATED ON 8 JULY 2002)
ARTICLES ADOPTED BY SPECIAL RESOLUTION
PASSED ON 19 OCTOBER 2021**

PART 1: DEFINED TERMS AND INTERPRETATION

1 DEFINED TERMS AND INTERPRETATION

1.1 In the Articles, unless the context requires otherwise:

Act	means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;
Advisory Council	means the advisory council of the Society as set out in Article 50;
AGM	means an annual general meeting of the Society;
Articles	the Society's articles of association;
Chair of the Meeting	has the meaning given in Article 34;
Charitable	charitable in accordance with the laws of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the Society is the law of England and Wales;
Charity Commission	the Charity Commission for England and Wales;
Charities Act	the Charities Act 2011;
Charities Legislation	the Charities Acts 1992 and 2011, the Charities (Protection and Social Investment) Act 2016 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;
Company Books	the registers and other records of the Company required to be maintained by the Act;
Company Secretary	the company secretary (if any) and includes any joint, assistant or deputy

company secretary appointed in accordance with Article 52;

Conflict

means any situation in which a Trustee has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the Society or which conflicts or possibly might conflict with that Trustee's duty to act solely in the interests of the Society;

Conflicted Trustee

means a Trustee in respect of whom a Conflict exists;

Electronic Communication

any document or information sent or supplied in electronic form (for example by email) within the meaning of section 1168 of the Act;

Honorary Officers

the President, the President Elect, the Vice President, the Honorary Secretary and the Immediate Past President;

Incorporation Date

the date upon which the Society was incorporated at Companies House;

Member

the meaning given in section 112 of the Act and having the right to attend and vote at general meetings of the Society;

Memorandum

the Society's Memorandum of Association;

Model Articles

the model articles of association for a private Society limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

Nominations Committee

a committee of the Board formed in accordance with Article 21.10

Objects

Society's objects as defined at Article 2;

Ordinary Resolution	has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;
Proxy Notice	has the meaning given in Article 40;
Society	the charitable company called British Society of Echocardiography;
SORP	the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement of it from time to time;
Special Resolution	has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;
Statutes	the Act, the Charities Legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Society;
Trustee	a director of the Society for the purposes of company law and a charity trustee for the purposes of charity law;
Un-conflicted Trustees	means the Trustees who do not have a Conflict in relation to the matter in question;

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

1.3 A reference to:

1.3.1 words importing the singular only shall include the plural and vice versa;

1.3.2 “in writing” or “written” includes Electronic Communication but excludes text messaging via mobile phone and communications via social media, including but not limited to WhatsApp and Instagram ; and

1.3.3 “clear” or “clear days” in relation to a period of notice means the period excluding the day on which 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.

1.4 The Model Articles shall not apply to the Society.

PART 2: OBJECTS

2 OBJECTS

The objects for which the Society is established are:

- 2.1 The protection and preservation of health and the effective relief of sickness by:
 - 2.1.1 the advancement of education and training and the promotion of best practice in Echocardiography in relation to the diagnosis and treatment of heart disease;
 - 2.1.2 promoting high standards of professional competence in Echocardiography for the protection and benefit of the public;
 - 2.1.3 providing or facilitating training for those involved in the practice of Echocardiography;
 - 2.1.4 To advance, promote and carry on study and research into Echocardiography and to disseminate the useful results of any such research, within the United Kingdom and the Republic of Ireland.

3 POWERS

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1 to do anything within the law which promotes or helps to promote the Objects;
- 3.2 to provide advice or information;
- 3.3 to carry out research;
- 3.4 to co-operate with other bodies;
- 3.5 to support, administer or set up other charities;
- 3.6 to act as a charity trustee of a Charitable trust;
- 3.7 to acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- 3.8 to accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);
- 3.9 to borrow money;
- 3.10 to give security, including but not limited to guarantees, for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Legislation)
- 3.11 to acquire or hire property of any kind;
- 3.12 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Legislation);

- 3.13 to set aside funds for special purposes or as reserves against future expenditure;
- 3.14 to deposit or invest its funds in any manner including without limitation with a view to:
 - 3.14.1 directly furthering the Society's purpose;
 - 3.14.2 achieving a financial return for the Society; or
 - 3.14.3 achieving both of the objectives described at 3.14.1 and 3.14.2 above in accordance with Part 14A of the Charities Act,

(but to invest wholly or partly with a view to achieving a financial return only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 3.15 to delegate the management of investments to an financial expert, but only on such terms as are set out at Article 13;
- 3.16 to arrange for investments or other property of the Society to be held in the name of a nominee on such terms as are set out at Article 14;
- 3.17 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 3.18 to provide Indemnity Insurance for the Trustees in accordance with the restrictions imposed by the Charities Legislation as set out in Article 24;
- 3.19 subject to Article 5.3, to employ or engage paid or unpaid agents, staff or advisers and where appropriate:
 - 3.19.1 to provide for them to benefit under pension and other staff benefit arrangements for them and their dependants; and
 - 3.19.2 to enter into compromise and settlement arrangements with them;
- 3.20 to enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies; and
- 3.21 to establish or acquire subsidiaries.

PART 3: APPLICATION OF INCOME AND PROPERTY AND TRUSTEES' BENEFITS

4 PART 3 DEFINITIONS

The following words in Articles 5, 6, 7, 8 and 9 (as the case may be) shall have the following meanings:

- 4.1 "Society" shall include any company in which the Society:
 - 4.1.1 holds more than 50% of the shares; or
 - 4.1.2 controls more than 50% of the voting rights attached to the shares; or

- 4.1.3 has the right to appoint one or more Trustees to the board of the company;
and
- 4.2 “Trustee” shall include the following:
 - 4.2.1 a child, parent, grandchild, grandparent, brother or sister of a Trustee;
 - 4.2.2 the spouse or civil partner of a Trustee or of any person falling within Article 4.2.1;
 - 4.2.3 a person carrying on a business in partnership with a Trustee or with any person falling within Articles 4.2.1 or 4.2.2;
 - 4.2.4 an institution which is controlled:
 - (a) by a Trustee or by any person falling within Articles 4.2.1, 4.2.2 or 4.2.3; or
 - (b) by two or more persons falling within Article 4.2.4(a) when taken together; and
 - 4.2.5 a body corporate in which:
 - (a) the Trustee or any person falling within Articles 4.2.1, 4.2.2 or 4.2.3 has a substantial interest; or
 - (b) two or more persons falling within paragraph (a), when taken together, have a substantial interest.
- 4.3 Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used at Article 4.2 as follows:
 - 4.3.1 “child” includes a step-child and an illegitimate child;
 - 4.3.2 “civil partner” shall include a person living with a Trustee as that Trustee’s husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were;
 - 4.3.3 a person controls an institution if they are able to secure that the affairs of the institution are conducted in accordance with their wishes;
 - 4.3.4 a person has a substantial interest in a body corporate if they are:
 - (a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital; or
 - (b) entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.

5 APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Society shall be applied solely towards the promotion of the Objects. This does not prevent:

5.1.1 a Trustee being reimbursed from the property of the Society or paying out of such property reasonable expenses properly incurred by them when acting on behalf of the Society;

5.1.2 the Society indemnifying any Trustee or former Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act, and as set out in Article 23 (Trustees' Indemnity) ; and

5.1.3 a Trustee benefitting from Trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act and Article 24 (Trustees' Indemnity Insurance).

5.2 A Trustee may not receive any benefit or payment unless it is authorised by Article 5.1 or Article 7.

5.3 Subject to Article 7, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee:

5.3.1 receiving a benefit from the Society in the capacity of a Beneficiary of the Society;

5.3.2 being employed by or entering into contracts with the Society and receiving reasonable and proper remuneration for any goods or services supplied to the Society;

5.3.3 receiving interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate); or

5.3.4 receiving rent for premises let by the Member to the Society, provided that the amount of the rent and the other terms of the lease must be reasonable and proper.

6 TRUSTEES' BENEFITS

No Trustee may:

6.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;

6.2 sell goods, services, or any interest in land to the Society;

6.3 be employed by, or receive any remuneration from, the Society; or

- 6.4 receive any other benefit which in money, or money's worth, from the Society, unless the payment is permitted by Article 5.1 or Article 7, or authorised by the court or prior written consent of the Charity Commission has been obtained or the Charity Commission has confirmed in writing that its consent is not needed.

7 PERMITTED BENEFITS

A Trustee may:

- 7.1 receive a benefit from the Society in the capacity of a beneficiary of the Society provided that it is available generally to the beneficiaries of the Society;
- 7.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- 7.3 subject to Article 8, provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee;
- 7.4 receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England Bank Rate (also known as base rate);
- 7.5 receive rent for premises let by the Trustee to the Society, provided that the amount of the rent and the other terms of the lease must be reasonable and proper, and the Conflicted Trustee must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- 7.6 take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

8 CONDITIONS RELATING TO TRUSTEES' BENEFITS

The Society and its Trustees may only rely upon the authority provided by Article 7.3 if each of the following conditions is satisfied:

- 8.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Trustee supplying the goods (the "Supplier") under which the Supplier is to supply the goods in question to or on behalf of the Society.
- 8.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 8.3 The Un-conflicted Trustees are satisfied that it is in the best interests of the Society to contract with the Supplier rather than with someone who is not a Trustee. In reaching that decision the Un-conflicted Trustee must balance the advantage of contracting with a Trustee against the disadvantages of doing so.

- 8.4 The Conflicted Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the Supplier with regard to the supply of goods to the Society.
- 8.5 The Conflicted Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustee is present at the meeting.
- 8.6 The reason for their decision is recorded by the Trustees in the minutes.
- 8.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Articles 7.2 to 7.5.

9 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

- 9.1 A Trustee must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.
- 9.2 Any Trustee who is or becomes a Conflicted Trustee in relation to any matter to be discussed by the Trustees must:
 - 9.2.1 absent themselves from those discussions, unless the Un-conflicted Trustees invite the Conflicted Trustee to remain in order to provide information to assist the Un-conflicted Trustee in their discussions;
 - 9.2.2 be absent during any vote and have no vote on the matter, and shall not be counted in the quorum for that part of the discussion.
- 9.3 Subject to the provisions of the Companies Act, and provided that they have disclosed to the other Trustees the nature and extent of any interest in accordance with Article 9.1, a Trustee may be an unpaid Trustee or other officer of any undertaking in the same group as the Society or in which the Society or any undertaking in the same group as the Society is otherwise interested. The conditions in Articles 9.1 and 9.2 apply to this authorisation.
- 9.4 If a Conflict arises for a Trustee because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Articles, and would, if not otherwise authorised, involve the Conflicted Trustee breaching their duty under section 175 of the Companies Act to avoid conflicts of interest, the Un-conflicted Trustees may authorise that Conflict where the following conditions apply:
 - 9.4.1 the Conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 9.4.2 the Conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
 - 9.4.3 the Un-conflicted Trustees consider it is in the interests of the Society to authorise the Conflict in the circumstances applying;
 - 9.4.4 the Conflict does not involve a direct or indirect benefit of any nature to a Trustee.
- 9.5 Where the Un-conflicted Trustees authorise a Conflict under Article 9.4, the Conflicted Trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Un-conflicted Trustees in relation to the Conflict.
- 9.6 The Trustees may revoke or vary any authorisation given under Article 9.4 at any time, but this shall not affect anything done by the Conflicted Trustee prior to such revocation or variation in accordance with the terms of such authorisation.

PART 4: TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

10 TRUSTEES' GENERAL AUTHORITY

- 10.1 Subject to the Articles, including Article 10.2 below, the Trustees are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society and do on behalf of the Society all such acts as may be done by the Society and as are not by the Statutes or by the Articles required to be done by the Society in general meeting.
- 10.2 The Trustees may not do or permit any act or omission which would prejudice the Charitable status of the Society.

11 TRUSTEES MAY DELEGATE

- 11.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:
- 11.1.1 to such person or committee;
 - 11.1.2 by such means (including by power of attorney);
 - 11.1.3 to such an extent;
 - 11.1.4 in relation to such matters or territories; and
 - 11.1.5 on such terms and conditions,
- as they think fit.
- 11.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

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

12 **COMMITTEES**

12.1 Committees to which the Trustees delegate any of their powers must contain at least one Trustee and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Trustees.

12.2 The powers delegated to each committee, and each committee's remit and composition and reporting requirements will be set out in written terms of reference agreed by the Trustees and reviewed annually by the committee chair who shall recommend any changes for consideration and approval by the Trustees.

12.3 All proceedings of Committees must be reported promptly to the Trustees.

13 **APPOINTMENT OF INVESTMENT MANAGERS**

The Trustees may appoint as the investment manager for the Society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Trustees may delegate to an investment manager so appointed power at their discretion to buy and sell investments for the Society in accordance with the investment policy laid down by the Trustees from time to time.

Provided that where the Trustees make any such delegation they shall:

13.1 inform the investment manager in writing of the extent of the Society's investment powers and the terms of the delegation;

13.2 lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;

13.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by them of their delegated authority;

13.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and

13.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustees.

14 **INVESTMENTS HELD BY NOMINEE**

The Trustees may:

- 14.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body as the Society's nominee; and
- 14.2 pay reasonable and proper remuneration to any corporate body acting as the Society's nominee in pursuance of this Article.

DECISION-MAKING BY TRUSTEES

15 MEETINGS OF TRUSTEES

- 15.1 Subject to the provisions of these Articles, the Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 15.2 At any time any Trustee may, and the Company Secretary on the requisition of a Trustee shall, summon a meeting of the Trustees.
- 15.3 Any such summons shall specify where, when and how the meeting is to be held. Any Trustee may waive notice of any meeting and such waiver may be retrospective.
- 15.4 All acts done in good faith by any meeting of the Trustees or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee or member of the committee as the case may be.

16 QUORUM FOR MEETINGS AND VOTING

- 16.1 The quorum necessary for the transaction of business of the Trustees may be fixed from time to time by the Trustees and, unless so fixed at any other number shall be one third of their number or two whichever is the greater.
- 16.2 A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Trustees.
- 16.3 Questions arising at any meeting of the Trustees shall be determined by a majority of votes. In case of an equality of votes the Trustee chairing the meeting shall have a second or casting vote.

17 MEETINGS BY CONFERENCE TELEPHONE ETC

- 17.1 All or any of the Trustees or any committee of the Trustees may participate in a meeting of the Trustees or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 17.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 17.3 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 chair then is.

18 RESOLUTIONS IN WRITING

- 18.1 A resolution executed by all the Trustees, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Trustees, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 18.2 For the purposes of this Article 18:
- 18.2.1 a resolution shall consist of one or more written instruments or one or more Electronic Communications sent to an address specified for the purpose by the Company Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;
 - 18.2.2 a written instrument is executed when the person executing it signs it;
 - 18.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Company Secretary shall prescribe;
 - 18.2.4 the Trustees, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or Electronic Communication;
 - 18.2.5 a resolution shall be effective when the Company Secretary certifies that sufficient evidence has been received by them that the resolution has been executed in accordance with this Article 18; and
 - 18.2.6 if no Company Secretary is appointed, the Chief Executive shall perform the functions of the Company Secretary under this Article 18.

19 CHAIRING OF TRUSTEES' MEETINGS

- 19.1 The President or in their absence the President Elect or Vice President shall preside at every meeting of the Trustees.
- 19.2 If neither the President or the President Elect or the Vice President are participating in a Trustees' meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

APPOINTMENT AND RETIREMENT OF TRUSTEES ETC

20 NUMBER OF TRUSTEES

- 20.1 There shall be at least three but no more than sixteen Trustees all of whom must at the time of their appointment meet the eligibility criteria set by the Trustees from time to time and must not be subject to automatic termination of their Trusteeship under Article 22.

20.2 If the number of Trustees falls below three, the remaining Trustees may only act to appoint further Trustees as required.

21 APPOINTMENT AND RETIREMENT OF TRUSTEES

21.1 Trustees shall be appointed/re-appointed as subsequently provided in the Articles.

21.2 Save as otherwise provided in the Articles, the Society may elect up to thirteen individuals as Elected Trustees in accordance with the provisions of Articles 21.3 to 21.5 and the Trustees may appoint up to three individuals as Appointed Trustees in accordance with the provisions of Article 21.8.

21.3 The process for the election of Elected Trustees by the membership shall be determined by the Trustees and set out in rules and regulations adopted in accordance with Article 56.

21.4 Every Elected Trustee shall be elected for a term of three years and such term shall commence at the end of the AGM at which their appointment is announced and they shall hold office until the end of the third AGM after their appointment. No Elected Trustee shall serve more than two consecutive terms except when they have been elected as an Honorary Officer in which case they shall continue to be an Elected Trustee and Honorary Officer for the remainder of their respective term of office as an Honorary Officer as set out in Article 21.13.

21.5 An Elected Trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year.

21.6 Any Elected Trustee (excluding the Honorary Officers subject to the provisions below) holding office at the date of the adoption of these Articles who has already served two or more consecutive terms in office shall stand down at the AGM at which these Articles are adopted. If an Elected Trustee has only been reappointed once prior to the adoption of these Articles they shall be entitled, subject always to Article 22 to continue to serve in office until they have served for a period of six consecutive years and shall retire at the AGM next following their sixth year in office. Trustees retiring under this Article 21.6 shall be entitled to be reappointed after an interval of at least one year in accordance with Article 21.5.

21.7 The Trustees may appoint a person who is willing to be a Trustee to fill a casual vacancy as an Elected Trustee to hold office until the next AGM at which they shall retire and shall be eligible for re-appointment by the Members in accordance with Article 21. A person appointed to fill a casual vacancy under this Article 21.7 is deemed to be an Elected Trustee and is not a Appointed Trustee appointed by the Trustees under Article 21.8. Any time spent filling a casual vacancy shall not be considered to be a term in office or part of a term in office for the purpose of Article 21.5 and therefore any Trustee who filled a casual vacancy prior to being elected as an Elected Trustee is entitled after being elected as an Elected Trustee by the membership to remain in office for two full terms of three years in accordance with Articles 21.4 and 21.5.

- 21.8 The Trustees may from time to time, and at any time, appoint any person who is recommended by the Nominations Committee as an Appointed Trustee, to fill any particular skills gap which the Trustees have recognised it would be helpful to have represented on the board, or to ensure that the composition of the board better reflects the membership of the Society. The prescribed maximum number of Appointed Trustees must not be exceeded. An Appointed Trustee is not eligible to be appointed as an Honorary Officer.
- 21.9 An Appointed Trustee shall be appointed for a term of three years and such term shall commence on the date of their appointment. Any such Appointed Trustee (who is otherwise eligible for re-appointment) shall be eligible for re-appointment as an Appointed Trustee for a further term of three years. Appointed Trustees retiring after six consecutive years in office as Appointed Trustee shall not be eligible to be re-appointed as an Appointed Trustee or elected as an Elected Trustee for a third consecutive term but may be reappointed after an interval of at least one year.
- 21.10 The Trustees shall establish a Nominations Committee comprising a chairperson and such other members as the Trustees shall specify in terms of reference formulated pursuant to Article 12.2.
- 21.11 The Nominations Committee shall identify and recommend to the Trustees, in accordance with such terms of reference as may from time to time be adopted by the Trustees, a person or persons to be put forward for appointment or reappointment as an Elected Trustee or an Appointed Trustee.
- 21.12 In selecting individuals for appointment as Trustees, the Nominations Committee must have regard to the skills, knowledge and experience needed for the effective administration of the Company.
- 21.13 The Honorary Officers are elected by the Trustees from the Elected Trustees. The terms of office for the Honorary Officers shall be as follows:
- 21.13.1 The President shall hold office for three years and may serve a further term as President, and may then serve one term as Immediate Past President;
- 21.13.2 The Vice President shall hold office for three years and may serve a further term as Vice President or President;
- 21.13.3 The President Elect shall hold office for one year, immediately prior to becoming President;
- 21.13.4 The Vice President may also simultaneously hold office as President Elect;
- 21.13.5 The Immediate Past President shall hold office for two years, immediately succeeding their office as President and at the end of their term as Immediate Past President shall be required to stand down as an Elected Trustee for an interval of one year before being re-elected as a Trustee;

- 21.13.6 The Honorary Secretary shall hold office for two years and may serve for a further two terms as Honorary Secretary or alternatively may serve a further term in another Honorary Officer role.
- 21.14 If the President and/or the President-Elect is a medically qualified doctor (including but not limited to a cardiologist), only a person who practises another discipline from the range of disciplines practised by the Members shall be eligible to be nominated and appointed as either Vice President or Vice President-Elect and vice versa. Any dispute as to the construction of this Article 21.14 shall be resolved by the Trustees whose decision shall be final and binding.
- 21.15 A Vice President-Elect shall be appointed from amongst the Trustees at a meeting of the Trustees in accordance with regulations made pursuant to Article 56. Each such appointment shall take place during the third year of the serving Vice President's term at a Trustee meeting to be held after that year's annual general meeting but only after a President-Elect has already been appointed. A person shall only hold office as a Vice-President-Elect until the end of the third year of the term of the serving Vice-President.
- 21.16 The President-Elect shall only hold office if there is no Immediate Past President in office.
- 21.17 The President-Elect shall be automatically appointed to the office of President upon expiry of his term of office as President-Elect and the President shall be automatically appointed to the office of Immediate Past President upon expiry of his term of office as President. The Vice President-Elect shall be automatically appointed to the office of Vice President upon expiry of his term of office as Vice President-Elect.
- 21.18 No person may be appointed as a Trustee:
- 21.18.1 unless they have attained the age of 18 years; or
- 21.18.2 in circumstances such that, had they already been a Trustee, they would have been disqualified from acting under the provisions of Article 22.

22 TERMINATION OF TRUSTEE'S APPOINTMENT

A person ceases to be a Trustee if they:

- 22.1 reach the end of their term in office in accordance with the provisions of Article 21;
- 22.2 resign by notice in writing to the Society (but only if at least three Trustees remain in office when the notice of resignation is to take effect);
- 22.3 cease to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Statutes;
- 22.4 are removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- 22.5 are absent from three consecutive meetings of the Trustees without notice and/or the consent of the chair / the majority of the remaining Trustees;

- 22.6 are, in the reasonable opinion of a majority of the other Trustees, incapable, whether mentally or physically, of managing their own affairs / have become physically or mentally incapable of acting as a Trustee and may remain so for more than 3 Months and this is confirmed by a registered medical practitioner;
- 22.7 die;
- 22.8 are convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Society;
- 22.9 do anything which in the reasonable opinion of the Trustees brings or is likely to bring the name and/or reputation of the Society, its Trustees and/or its Members into disrepute; or
- 22.10 are removed by a resolution of a majority of the other Trustees for breaching their duties as a Trustee, or for breaching the Trustees' Code of Conduct (if any), or if a majority of the other Trustees reasonably believe that their removal as a Trustee is in the best interests of the Society;
- 22.11 Provided that before passing any resolution under Articles 22.5, 22.9, or 22.10 the other Trustees shall first invite the view of the Trustee concerned and have considered the matter in light of any such views.

23 **TRUSTEES' INDEMNITY**

Subject to the provisions of the Act, and so far as may be consistent with the Statutes:

- 23.1 every Trustee and every other officer, other than the Society's auditor or the reporting accountant, may be indemnified out of the assets of the Society against all costs, charges, losses, expenses and liabilities incurred by them in the actual or purported execution and/or discharge of their duties and/or the actual or purported exercise of their powers and/or otherwise in relation to, or in connection with, their duties, powers or offices, in each case to the extent permitted by section 232 of the Act;
- 23.2 the Society may also provide funds to any Trustee or any other officer (other than the Society's auditor or reporting accountant) or do anything to enable a Trustee or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

24 **TRUSTEES' INDEMNITY INSURANCE**

- 24.1 Subject to the provisions of the Charities Legislation and to Article 24.2, the Society may pay the premium in respect of any indemnity insurance to cover the liability of any Trustee or other officer (other than the auditor or reporting accountant):
 - 24.1.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty or any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise

of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Society or any subsidiary of the Society; and

24.1.2 to make contributions to the assets of the Society or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability.

24.2 Any insurance purchased under Article 24.1 shall not:

24.2.1 extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not;

24.2.2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in their capacity as a Trustee or other officer of the Society and/or a sum payable to a regulatory authority by way of a penalty imposed on a Trustee or other officer of the Society, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising).

PART 5: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25 APPLICATIONS FOR MEMBERSHIP

25.1 The subscribers to the Memorandum and such persons as the Trustees shall admit to Membership under this Article shall be the Members. The Trustees may from time to time prescribe (and vary) criteria for membership in accordance with regulations made under Article 56.

25.2 No person shall become a Member unless:

25.2.1 that person has completed an application for membership in a form approved by the Trustees, which may include an application by the submission in electronic form of an application form made available on the Society's website from time to time; and

25.2.2 the Member's application is approved and their name is included in the Company Books.

25.3 The Trustees may refuse an application for Membership if they consider that it would be in the best interests of the Society to do so or the applicant falls within one of the categories set out in Article 28. The applicant must be provided with reasons for the refusal in writing and must be given the opportunity to respond in writing to the decision. The Trustees shall consider any such written response and shall inform the applicant in writing of their decision, which shall be final.

26 **CLASSES OF MEMBERSHIP**

- 26.1 Within the Membership the Trustees may establish and designate, subject to Article 56, different classes of membership and prescribe and vary their respective rights, privileges and obligations.
- 26.2 The rights of a class of Members may be varied by the Trustees without the consent of the Members of that class, in accordance with the Act.
- 26.3 The Trustees may at their discretion levy subscriptions on all or any classes of members at such rates as they shall determine.

27 **AUTHORISED REPRESENTATIVES**

Any organisation which is a Member of the Society may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Society.

28 **TERMINATION OF MEMBERSHIP**

A person shall forthwith cease to be a Member (provided always that at least one Member remains on the Register of Members thereafter) if:

- 28.1 by notice to the Society, the Member resigns their Membership. Such resignation to be effective from the date such resignation is received at the registered office;
- 28.2 the Member is removed by resolution passed by at least 75% of the Trustees present and voting at a Trustees meeting convened for the purpose that it is in the best interests of the Society that their Membership is terminated provided that such a resolution may only be passed if:
 - 28.2.1 they have been given at least 14 days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 28.2.2 they, have been allowed to make representations to the meeting or make a written representation to the Trustees prior to the Trustees voting on the resolution;
- 28.3 the Member dies or, if a corporate body, ceases to exist;
- 28.4 in the case of an individual, the Member becomes bankrupt or makes any arrangement or composition with their creditors generally,
- 28.5 in the case of a corporate body, an order is made or resolution is passed for the Member's winding up or administration or distribution, or it has a receiver appointed over all or some part of its assets;

- 28.6 in the case of an individual, the Member becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- 28.7 the Member fails to pay any subscription on the due date and such sum remains unpaid three months after notice is served on the Member on behalf of the Trustees informing him that he will be removed from the membership if it is not paid. The Trustees may at their discretion readmit to membership of the Society any person removed on this ground on their paying such part of the sum due as the Trustees may determine; or
- 28.8 the Member does anything which in the reasonable opinion of the Trustees brings, or is likely to bring the name and reputation of the Society, its Trustees and/or its Members into disrepute.

29 **TRANSFER OF MEMBERSHIP**

Membership of the Society is not transferable.

ORGANISATION OF GENERAL MEETINGS

30 **GENERAL MEETINGS**

- 30.1 The Trustees may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.
- 30.2 The Society shall hold an AGM in every calendar year, provided that every AGM except the first shall be held not more than fifteen months after the holding of the last preceding AGM. The Trustees shall determine the time and place for the AGM, and shall specify the meeting as such in the notices calling it.

31 **NOTICE OF GENERAL MEETINGS**

- 31.1 A general meeting of the Society shall be called by at least 14 days' clear notice.
- 31.2 The Society may give such notice by any means or combination of means permitted by the Act. The notice must:
- 31.2.1 specify the date, time and if relevant the place of the meeting
 - 31.2.2 include either the text of, or sufficient information to enable a Member to understand the purpose of, each ordinary resolution;
 - 31.2.3 include the text of each Special Resolution to be proposed at the general meeting (if any);
 - 31.2.4 include, with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of them and that a proxy need not be a Member; and
 - 31.2.5 be given to all the Members, Trustees, Patrons and Ambassadors and, if any, the Society's auditors

31.3 A general meeting, may be called with less than 14 days' clear notice, if a period of shorter notice is agreed by not less than 90 per cent of the Members.

32 MEETINGS BY CONFERENCE TELEPHONE ETC.

32.1 The Trustees may decide at their discretion to hold a general meeting (including an annual general meeting) as a physical "in person" general meeting, a hybrid general meeting (where some members attend in person and others attend by virtual means) or a fully virtual general meeting and the notice of the meeting must specify the fact that it is a physical, hybrid or virtual general meeting as the case may be and must comply with Article 31.

32.2 A Member may participate in a hybrid or virtual general meeting by means of a conference telephone, video conferencing or similar communications equipment whereby all the Members participating in the meeting can hear each other and the Members participating in a meeting in this manner shall be deemed to be present in person at such meeting.

32.3 Those members choosing to attend a hybrid general meeting may vote at the meeting, but may otherwise participate by use of a chat function or using some other communication channel as the Trustees determine at their discretion, provided that the physical meeting is quorate without the inclusion of those members attending the meeting via virtual means.

32.4 Subject to Article 32.3, a Member participating in a hybrid or virtual meeting shall be deemed to be 'present in person' at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

32.5 In the case of a hybrid meeting or a virtual meeting the Trustees shall have discretion to determine the most practical way (including using an electronic voting platform) for votes to be cast either on a show of hands or on a poll.

32.6 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 Chair of the Meeting then is.

33 QUORUM FOR GENERAL MEETINGS

33.1 If the Society only has one Member that Member shall be a quorum. In any other case one tenth of the Members entitled to vote upon the business to be transacted or, if the total number of Members exceeds one hundred, ten such persons shall constitute a quorum.

33.2 A proxy or an authorised representative of a Member shall count for the purposes of the quorum.

33.3 No business other than the appointment of the Chair of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

34 CHAIRING GENERAL MEETINGS

34.1 The President or in their absence the Vice President shall preside as Chairman of the Meeting, but if neither are present and willing to act within ten minutes of the time at which a meeting was due to start:

34.1.1 the Trustees present; or

34.1.2 (if no Trustees are present), the meeting,

must appoint a Trustee or (if no Trustees are present) a Member to Chair the Meeting, and the appointment of the Chair of the Meeting must be the first business of the meeting.

35 ADJOURNMENT

35.1 The Chair of the Meeting must adjourn a meeting if:

35.1.1 a quorum is not present within half an hour from the time appointed for the meeting;

35.1.2 during the meeting a quorum ceases to be present; or

35.1.3 the Members present in person or by proxy at the meeting resolve by Ordinary Resolution that the meeting shall be adjourned.

35.2 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if:

35.2.1 the meeting consents to an adjournment; or

35.2.2 it appears to the Chair of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

35.3 When adjourning a general meeting, the Chair of the Meeting must specify the date, time and place at which the meeting is to be reconvened, or state that the Trustees shall determine such details, unless they have been specified by the Members in the resolution.

35.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

35.4.1 to the same persons to whom notice of the Society's general meetings is required to be given; and

35.4.2 containing the same information which such notice is required to contain.

35.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

36 **ATTENDANCE AND SPEAKING BY TRUSTEES AND NON-MEMBERS**

36.1 Trustees may attend and speak at general meetings, whether or not they are Members.

36.2 The Chair of the Meeting may permit other persons who are not:

36.2.1 Members; or

36.2.2 otherwise entitled to exercise the rights of Members in relation to general meetings,

to attend and speak at a general meeting.

VOTING AT GENERAL MEETINGS

37 **VOTING: GENERAL**

37.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

37.2 Every Member shall have one vote except that if the Chair of the Meeting is a Member they shall be entitled to a second or casting vote.

37.3 Unless a poll is duly demanded, a declaration by the Chair of the Meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Society but it is not necessary to record the number or proportion of the votes cast.

38 **ERRORS AND DISPUTES**

38.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair of the Meeting, whose decision is final.

38.2 The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

39 **POLL VOTES**

39.1 On a poll every Member present in person or by proxy shall have one vote for each vote exercisable by that Member.

39.2 A poll on a resolution may be demanded:

39.2.1 in advance of the general meeting where it is to be put to the vote; or

39.2.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 39.3 A poll may be demanded by:
- 39.3.1 the Chair of the Meeting;
 - 39.3.2 the Trustees;
 - 39.3.3 two or more persons having the right to vote on the resolution; or
 - 39.3.4 a person or persons representing not less than one tenth of the total voting rights of all the Members.
- 39.4 A demand for a poll may be withdrawn if:
- 39.4.1 the poll has not yet been taken; and
 - 39.4.2 the Chair of the Meeting consents to the withdrawal.
- 39.5 Polls must be taken immediately and in such manner as the Chair of the Meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 39.6 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.

40 **CONTENT OF PROXY NOTICES**

- 40.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 40.1.1 states the name and address of the Member appointing the proxy;
 - 40.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 40.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 40.1.4 is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 40.2 The Society may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 40.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 40.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

41 DELIVERY OF PROXY NOTICES

- 41.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- 41.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.3 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.
- 41.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

42 AMENDMENTS TO RESOLUTIONS

- 42.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 42.1.1 notice of the proposed amendment is given to the Society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the Meeting may determine); and
 - 42.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.
- 42.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 42.2.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, their error does not invalidate the vote on that resolution.

43 RESOLUTIONS IN WRITING

- 43.1 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the Members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.
- 43.2 For the purposes of this Article 43:

- 43.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Company Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;
- 43.2.2 a written instrument is executed when the person executing it signs it;
- 43.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Company Secretary shall prescribe;
- 43.2.4 the Members need not execute the same written instrument or Electronic Communication;
- 43.2.5 a resolution shall be effective when the Company Secretary certifies that sufficient evidence has been received by them that the resolution has been executed in accordance with this Article 43;
- 43.2.6 if no Company Secretary is appointed, the chair shall perform the functions of the Company Secretary under this Article 43;
- 43.2.7 the resolution must be accompanied by a statement informing the Member how to signify their agreement to it and the date by which this is to be done; and
- 43.2.8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

44 LIABILITY OF MEMBERS

- 44.1 The liability of Members is limited.
- 44.2 Each Member undertakes that, if the Society is wound up while they are a Member or within one year after they cease to be a Member, they will contribute an amount to the assets of the Society as may be required for:-
 - 44.2.1 payment of the Society's debts and liabilities contracted before they cease to be a Member;
 - 44.2.2 payment of the costs, charges and expenses of winding up; and
 - 44.2.3 adjustment of the rights of the contributories among themselves,
 provided that such amount shall not in aggregate exceed £10.

45 DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION

If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed

among the members of the Society, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Society; and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Articles 4 and 6 above, chosen by the Society Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

PART 7: ADMINISTRATIVE ARRANGEMENTS

46 MEANS OF COMMUNICATION TO BE USED

- 46.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Trustees shall be in writing and may be delivered or sent by post or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to Electronic Communications, includes any number or address used for the purpose of such communications.
- 46.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees 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.
- 46.3 A Trustee may agree with the Society that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 46.4 Subject to Article 46.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by Electronic Communication shall be deemed to have been delivered 48 hours following the date on which the communication was sent. If a notice, document or information posted on the Society's website was already on the Society's website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Society's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

47 WEBSITE COMMUNICATION

- 47.1 The Society may send any notice, document or other information to Members by making them available on the Society's website provided that:
- 47.1.1 each Member has been asked individually by the Society to agree to communication via the Society's website (either generally or in relation to a specific notice, document or information);

- 47.1.2 the Society's request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, they will be deemed to have given such consent; and
- 47.1.3 the Society's request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.
- 47.2 The Society must notify each Member who has agreed to receive communications through the Society's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 47.3 Any notice, document or information posted on the Society's website must be in a form that the Member can read and take a copy of. The notice, document or information must be available on the Society's website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Act.

48 CHIEF EXECUTIVE

- 48.1 The Trustees may appoint a Chief Executive (who shall be an employee, but not a Trustee of the Society) and may delegate to such Chief Executive such powers as they consider desirable and necessary to be exercised by them for the day to day management of the Society.

49 PATRONS AND AMBASSADORS

- 49.1 The Trustees may in their discretion appoint any person to be a Patron or Ambassador of the Society (and remove any Patron or Ambassador) on such terms as they shall think fit.
- 49.2 A Patron or Ambassador is not a Trustee of the Society but shall have the right to attend and speak (but not vote) at any general meeting of the Society and to be given notice of general meetings.

50 ADVISORY COUNCIL

- 50.1 There shall be an Advisory Council appointed from time to time at the discretion of the Trustees.
- 50.2 Members of the Advisory Council shall be appointed and removed from office by the Trustees but may resign that office at any time by giving written notice to the President.
- 50.3 The duties of the Advisory Council shall be to:
 - 50.3.1 consider and report to the Trustees upon any matters submitted to them by the Trustees for consideration; and
 - 50.3.2 perform such other duties of a consultative or advisory nature as the Trustees shall prescribe.

50.4 The Advisory Council are not Trustees of the Society and have no authority to act on behalf of the Society or exercise any of the powers of the Society.

51 SOCIETY SEAL

51.1 Any common seal may only be used by the authority of the Trustees.

51.2 The Trustees may decide by what means and in what form any common seal is to be used.

51.3 Unless otherwise decided by the Trustees, if the Society has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

51.4 For the purposes of this Article, an authorised person is:

51.4.1 any Trustee;

51.4.2 the Company Secretary (if any); or

51.4.3 any person authorised by the Trustees for the purpose of signing documents to which the common seal is applied.

52 COMPANY SECRETARY

52.1 A Company Secretary may be appointed by the Trustees for such time, at such remuneration and upon such conditions as the Trustees may think fit, and any Company Secretary so appointed may be removed by the Trustees.

52.2 The Trustees may from time to time by resolution appoint an assistant or deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.

52.3 For the avoidance of doubt the Company Secretary is not a Trustee and not an Honorary Officer and the reference to Company Secretary in these Articles is not a reference to the Honorary Secretary.

52.4 The Chief Executive or another employee of the Society may be appointed as the Company Secretary.

53 RECORDS OF DECISIONS TO BE KEPT

53.1 As set out further at Articles 54 and 55 below, the Trustees must comply with the requirements of the Charities Act and of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

53.1.1 annual returns; and

53.1.2 annual reports and accounts.

- 53.2 The Society must maintain a set of Company Books containing a register of Members and a register of Trustees.
- 53.3 The Trustees must ensure that the Society keeps a written record, for at least 10 years from the date of the decision recorded, of every decision taken by the Trustees including and in addition to records of:
- 53.3.1 all proceedings at meetings of the Trustees, Members and committees;
 - 53.3.2 all resolutions in writing;
 - 53.3.3 all reports of committees; and
 - 53.3.4 all decisions taken by Electronic Means
- 53.4 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a Member.

54 **ACCOUNTS**

- 54.1 The Trustees shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Society at any time.
- 54.2 The books of account shall be kept at the registered office of the Society, or, subject to section 388 of the Act, at such other place or places as the Trustees shall think fit. They shall always be open to the inspection of any Trustee.
- 54.3 The Society must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Society's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Society does not have a current address as defined in section 423 of the Act.
- 54.4 The Society must, pursuant to section 424 of the Act, comply with the obligations set out at Article 54.3 not later than:
- 54.4.1 the end of the period for filing accounts and reports to the Registrar of Companies; or
 - 54.4.2 if earlier, the date on which the Society actually delivers its accounts to the Registrar of Companies.
- 54.5 A copy of the Society's Articles and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied

in accordance with the Charities Act to any other person who makes a written request and pays the Society's reasonable costs.

55 **AUDIT**

- 55.1 The accounts of the Society shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the Statutes.
- 55.2 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Society in general meeting.
- 55.3 The auditor's or reporting accountant's (if any) remuneration shall be determined by the Society in general meeting.

56 **RULES, REGULATIONS AND BYE-LAWS**

- 56.1 The Trustees may from time to time make (and vary) such rules, regulations or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and in particular, but not exclusively for the purposes of prescribing
 - 56.1.1 the process for the election of the Elected Trustees by the membership;
 - 56.1.2 classes of and conditions of membership; and
 - 56.1.3 the rights, privileges and obligations of membership, whether statutory membership or otherwise.
- 56.2 The Trustees shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or bye-laws, which shall be binding on all Members
- 56.3 This Article is subject to the condition that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.