

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

of

**THE BRITISH ENDODONTIC SOCIETY**

(as amended by a Written Resolution of the members dated 11 November 2012)

IBB Solicitors  
Capital Court  
30 Windsor Street  
Uxbridge UB8 1AB

Tel: 08456 381 381  
Fax: 08465 381 351

Ref: JCC/109582/1

 **IBB** solicitors

109582/1/7009664.3

**COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF THE BRITISH ENDODONTIC SOCIETY**

**Name**

- 1 The company's name is '**The British Endodontic Society**'(and in this document is called the '**Society**').

**Interpretation**

- 2 In the articles:

'**address**' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

'**the articles**' means the Society's articles of association;

'**the Society**' means the company intended to be regulated by the articles which is a charity for the purposes of the Charities Act 2011;

'**clear days**' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'**the Commission**' means the Charity Commission for England and Wales;

'**Companies Acts**' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;

'**the Council**' means the board of trustees;

'**document**' includes, unless otherwise specified, any document sent or supplied in electronic form;

'**electronic form**' has the meaning given in section 1168 of the Companies Act 2006;

'**General Meeting**' means a meeting of the members of the Society called and held in accordance with the articles and which all members of the Society are invited to attend;

'**Honorary Officers**' means those officers of the Council appointed in accordance with article 34;

'**Honorary Secretary**' means the person elected in annual general meeting by the members to perform the duties of the secretary of the Society;

**'the memorandum'** means the Society's memorandum of association;

**'officers'** means the trustees including the elected Honorary Officers;

**'ordinary resolution'** means a resolution agreed by a simple majority;

**'the President'** means the individual elected in annual general meeting by the members in accordance with article 34(1);

**'the seal'** means the common seal of the Society if it has one;

**'special resolution'** means a resolution of which at least 14 days' notice has been given agreed by a 75% majority;

**'the trustees'** means the directors of the Society. The trustees are charity trustees as defined by section 177 of the Charities Act 2011;

**'UK Dentists Register'** means the Dentists Register as maintained by the General Dental Council;

**'the United Kingdom'** means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of members**

- 3 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of the Society's debts and liabilities incurred before he, she or it ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves.

### **Objects**

- 4 The Society's object ('Object') is to promote and advance endodontology to ensure that the dental and general health of the nation is both maintained and improved and that life long education of the practitioner is encouraged and facilitated.

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

#### **Powers**

- 6 The Society has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, the Society has power:
- (1) to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117, 119, 120, 121, 122, 123 and/or 129 of the Charities Act 2011;
  - (4) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124, 125, 126 and/or 129 of the Charities Act 2011, if it wishes to mortgage land;
  - (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (6) to establish or support any charitable trusts, associations or institutions formed for the charitable purpose included in the Object;
  - (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (9) to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a trustee only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;
  - (10) to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund-manager; and
    - (c) arrange for the investments or other property of the Society to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a charity.

#### **Application of income and property**

- 7 (1) The income and property of the Society shall be applied solely towards the promotion of the Object.
- (2)
  - (a) A trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
  - (b) A trustee may benefit 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 2011.
  - (c) A trustee may receive an indemnity from the Society in the circumstances specified in article 60.
  - (d) A trustee may not receive any other benefit or payment unless it is authorised by article 8.
- (3) Subject to article 8, 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 of the Society. This does not prevent a member who is not also a trustee receiving:
  - (a) a benefit from the Society in the capacity of a beneficiary of the Society;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Society.

#### **Benefits and payments to Society trustees and connected persons**

##### **8 (1) General provisions**

No trustee or connected person may:

- (a) buy any goods or services from the Society on terms preferential to those applicable to members of the Society;
- (b) sell goods, services, or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from, the Society;
- (d) receive any other financial benefit from the Society;

Unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and powers permitting trustee or connected persons' benefits**

- (2) (a) A trustee or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.
- (b) A trustee or connected person may 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, 186, 187, 188, 350, 351 and/or 352 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a trustee or connected person may provide the Society with goods and/or services.
- (d) A trustee or connected person may 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 the base rate).
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the Society.

#### **Payment for supply of goods and/or services – controls**

- (3) The Society and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
  - (a) the amount or maximum amount of the payment for the goods and/or services is set out in an agreement in writing between the Society or its trustees (as the case may be) and the trustee or connected person supplying the goods and/or services ('the supplier') under which the supplier is to supply the goods and/or services in question to or on behalf of the Society;
  - (b) the amount or maximum amount of the payment for the goods and/or services does not exceed what is reasonable in the circumstances for the supply of the goods and/or services in question;

- (c) the other 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 or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so;
  - (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods and/or services to the Society;
  - (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting;
  - (f) the reason for their decision is recorded by the trustees in the minute book; and
  - (g) a majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 8.
- (4) In sub-clauses (2) and (3) of this article:
- (a) **'Society'** includes any company in which the Society:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company.
  - (b) **'connected person'** includes any person within the definition in article 65 (**Interpretation**).

#### **Declaration of trustees' interests**

- 9 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has 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. A trustee must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

#### **Conflicts of interests and conflicts of loyalties**

- 10 (1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
- (a) 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;

- (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
  - (c) the unconflicted trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

### **Members**

- 11 (1) The subscribers to the memorandum are the first members of the Society.
- (2) Membership shall be available to dentists who are registered in the UK Dentists Register, registered on Dentists Registers or the equivalent in their country of residence (if outside of the UK) and student dentists who meet such criteria as the Council shall determine.
- (3) Overseas Membership shall be available to dentists who are registered on Dentists' Registers or equivalent in their country of residence.
- (4) The trustees will set an annual fee for membership which is due from its members.
- (5) Membership is not transferable.
- (6) Members may be unlimited in number.
- (7) The trustees must keep a register of names and addresses of the members.

### **Classes of membership**

- 12 (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The trustees may alter the rights or obligations attached to a class of membership as they in their absolute discretion think fit.
- (3) The provisions in the articles about General Meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- (4) The trustees may establish other classes of associate membership with different rights and obligations and may prescribe their respective privileges and duties and set out the amount of any subscriptions (if any) as they think fit and may admit and remove such associate members in accordance with such regulations as the trustees may make provided that no associate members shall be members of the Charity for the purposes of the Companies Acts.
- (5) The trustees may admit and remove such associate members in accordance with such regulations as the trustees may make.



### **Termination of membership**

- 13 Membership is terminated if:
- (1) the member dies;
  - (2) the member resigns by written notice to the Society unless, after the resignation, there would be fewer than two members;
  - (3) any sum due from the member to the Society is not paid in full within three months of it falling due;
  - (4) the member is removed from membership by a resolution of the Council that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

### **General meetings**

- 14
- (1) The Society must hold its first annual general meeting within eighteen months after the date of its incorporation.
  - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 15 The trustees may call a General Meeting at any time.

### **Notice of General Meetings**

- 16
- (1) The minimum periods of notice required to hold a General Meeting of the Society are:
    - (a) twenty-one clear days for an annual general meeting or a General Meeting called for the passing of a special resolution;
    - (b) fourteen clear days for all other General Meetings.
  - (2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting

out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 23.

(4) The notice must be given to all the members and to the trustees and auditors.

17 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

#### **Proceedings at General Meetings**

18 (1) No business shall be transacted at any General Meeting unless a quorum is present.

(2) A quorum is 15 members present in person and entitled to vote upon the business to be conducted at the meeting including at least two Honorary Officers.

19 (1) If:

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

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the trustees shall determine.

(2) The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting and also setting out the number of members that will constitute a quorum at the reconvened meeting.

(3) In the event of a reconvened meeting the quorum may be less than that specified in article 18(2) and shall be such number as the trustees in their absolute discretion decide.

(4) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the meeting shall be abandoned.

20 (1) General Meetings shall be chaired by the President of the Society.

(2) If the President is not present within fifteen minutes of the time appointed for the meeting one of the Honorary Officers shall chair the meeting.

21 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 22
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
  - (2)
    - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
    - (b) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
  - (3)
    - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
    - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
  - (4)
    - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
    - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
  - (5)
    - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
    - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
    - (c) The poll must be taken within thirty days after it has been demanded.
    - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
    - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

- 23 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such a manner as the trustees may determine; and
  - (d) 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.
- (2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
- (a) 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
  - (b) 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.

### **Delivery of proxy notices**

- 24 (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.
- (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.
- (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.
- (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.

### **Written resolutions**

- 25 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been

entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

### **Votes of members**

- 26 Subject to article 12 every member, shall have one vote.
- 27 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Trustees**

- 28 (1) A trustee must be a natural person.
- (2) A trustee must be a member.
- (3) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 42.
- 29 The minimum number of trustees shall be six. The maximum number of trustees shall be sixteen save as otherwise resolved by special resolution of the members of the Society in General Meeting.
- 30 The trustees shall be known as the Council.
- 31 The appointment of a trustee, whether by the Society in General Meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

### **Appointment and retirement of trustees**

- 32 Subject to Article 36 and with the exception of the ex-officio the UK representative of the European Society of Endodontists the trustees of the Society shall be elected by the membership at the annual general meeting.
- 33 Members will be invited to nominate members for election to vacant places on the Council for the succeeding year at least six weeks prior to the annual general meeting. Nominations must be proposed and seconded by members and sent to the Honorary Secretary at least four weeks prior to the annual general meeting. Notice of nominations received will be sent to all members at least two weeks prior to the annual general meeting.

34 The Council shall consist of Honorary Officers and ordinary members of the Council as follows:

- (1) The President of the Society who shall serve as President of the Society for one year;
- (2) The Past President of the Society being the most recent previous member to hold the office of President of the Society. This post shall be held for one year;
- (3) The President Elect of the Society being the member elected to serve as President of the Society for a term which commences immediately following the term of the current President. This post shall be held for one year, at the expiry of which time the member shall take office as the President of the Society;
- (4) The Vice President Elect of the Society being the member elected to serve as President of the Society for a term which commences from the date of the second annual general meeting following the one in which he was so elected. This post shall be held for one year, at the expiry of which time the member shall take office as the President Elect;
- (5) The Honorary Secretary who shall serve for three years and be eligible for immediate re-election for one further term of three years as Honorary Secretary;
- (6) The Honorary Treasurer who shall serve for three years and be eligible for immediate re-election for one further term of three years as Honorary Treasurer;
- (7) The Honorary Communications Officer who shall serve for three years and be eligible for immediate re-election for one further term of three years as Honorary Communications Officer;
- (8) Ex-officio the UK representative of the European Society of Endodontists;
- (9) The Council may co-opt up to three ordinary members of the Council provided that the appointment would not cause the number of members of Council to exceed any number fixed as the maximum number of trustees.

35 The following shall apply in relation to the appointment of ordinary members of Council and Honorary Officers:

- (1) Those officers serving for three year renewable terms (and having served for two such terms consecutively) are eligible to stand for another office only after a period of one year has elapsed between the completion of the tenure of one office and the start of the tenure of the next office;
- (2) There shall be no fewer than three and no more than five ordinary members of Council. Term of office for ordinary members of Council shall be three years;
- (3) On completion of a three year term of office ordinary members are eligible for election to an Honorary Officer post;

- (4) On completion of their three year term ordinary members of Council are not eligible for re-election as an ordinary member until a period of one year has elapsed from the date on which they ceased to be a member of Council.
- 36 The first trustees shall be those persons notified to Companies House as the first directors of the Society. The first trustees may appoint the first full Council and shall designate such members of the Council as Honorary Officers or ordinary members as they see fit and shall prescribe the year of the annual general meeting at which each such trustee shall vacate office.
- 37 A trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the trustees.
- 38 The Society may by resolution:
- (1) change the numbers, roles and terms of the Honorary Officers and ordinary members of Council so long as the number of trustees remains within the range fixed as the minimum and maximum number of trustees as specified in article 29;
  - (2) appoint a member who is willing to act to be a trustee;
  - (3) determine the rotation in which any additional trustees are to retire.
- 39 No person other than an Honorary Officer retiring by rotation may be appointed a trustee at any General Meeting unless:
- (1) he or she is recommended for re-election by the trustees; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Society is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a trustee;
    - (c) contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 40 The Council shall have the power to invite one or two persons in an advisory capacity to attend any of its meetings. Such persons shall attend the meeting, be entitled to speak on the issue on which they have relevant expertise and express their own opinion and make recommendations, but shall not be counted in the quorum or have any right to vote.

#### **Powers of trustees**

- 41 (1) The trustees shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

#### **Disqualification and removal of trustees**

- 42 A trustee shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of sections 178 to 181 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - (3) ceases to be a member of the Society;
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (5) resigns as a trustee by notice to the Society (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
  - (6) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

#### **Remuneration of trustees**

- 43 The trustees must not be paid any remuneration unless it is authorised by article 8.

#### **Proceedings of trustees at Council Meetings**

- 44
- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
  - (2) There shall be a minimum of three meetings of the trustees per year.
  - (3) Any trustee may call a meeting of the trustees.
  - (4) The Honorary Secretary must call a meeting of the trustees if requested to do so by a trustee.
  - (5) Questions arising at a meeting shall be decided by a majority of votes.
  - (6) In the case of any equality of votes, the President or his representative in the chair shall have a second or casting vote.
  - (7) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.



- 45 (1) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum at any meeting of the first trustees (being those persons notified to Companies House as the first directors of the Society) shall be two. Otherwise, the quorum shall be four, or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees, but must include at least two Honorary Officers.
- (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 46 If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- 47 (1) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment. Save in exceptional circumstances the President will usually be the chair.
- (2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.
- 48 (1) The trustees may pass a resolution by written resolution. A written resolution of the Council is as valid and effective as if it had been passed at a meeting of the Council, where:
- (a) the resolution proposed as a written resolution is circulated to all trustees for the time being;
- (b) the resolution is accompanied by a statement informing the trustee how he or she may signify his or her agreement to the resolution; and
- (c) a majority of the trustees signify their agreement to the resolution, provided that the resolution will be passed when sufficient agreement has been received notwithstanding that not all trustees have responded.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

#### **Delegation**

- 49
- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
  - (2) The trustees may impose conditions when delegating, including the conditions that:
    - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the trustees.
  - (3) The trustees may revoke or alter a delegation.
  - (4) Committees may co-opt members who are not trustees to a committee.
  - (5) Committees may co-opt expert advisers who are not members to a committee.
  - (6) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

#### **Validity of trustees' decisions**

- 50
- (1) Subject to article 50(2), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
    - (a) who was disqualified from holding office;
    - (b) who had previously retired or who had been obliged by the constitution to vacate office;
    - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

    - (d) the vote of that trustee; and
    - (e) that trustee being counted in the quorum;

the decision has been made by a majority of the trustees at a quorate meeting.
  - (2) Article 50(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 50(1), the resolution would have been void, or if the trustee has not complied with article 8.

#### **Seal**

- 51
- If the Society has a seal it must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary (if any) or by a second trustee.

## **Minutes**

- 52 The trustees must keep minutes of all:
- (1) appointments of officers made by the trustees;
  - (2) proceedings at meetings of the Society;
  - (3) meetings of the trustees and committees of trustees including:
    - (a) the names of the trustees present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

## **Accounts**

- 53 (1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The trustees must keep accounting records as required by the Companies Acts.

## **Annual Report and Return and Register of Charities**

- 54 (1) The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

## **Means of communication to be used**

- 55 (1) Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.
- (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.

- 56 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
  - (2) must be given in electronic form.
- 57 (1) The Society may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address; or
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society; however the Society shall make reasonable endeavours to ensure that such members do receive such notices.
- 58 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 59 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

- 60 (1) The Society may indemnify a relevant trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

- (2) In this article a 'relevant trustee' means any trustee or former trustee of the Society.

61 The Society may indemnify an auditor against any liability incurred by him or her or it:

- (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
- (2) in connection with an application under section 1157 of the Companies Act 2006 (power of court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

### Rules

- 62 (1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Society and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at General Meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Society in General Meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.
- (5) The rules or bye laws shall be binding on all members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### Disputes

- 63 If a dispute arises between members of the Society about the validity or propriety of anything done by the members of the Society under these articles, and the dispute cannot be resolved

by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **Dissolution**

- 64 (1) The members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:
- (a) directly for the Object; or
  - (b) by transfer to any charity or charities for purposes similar to the Object; or
  - (c) to any charity or charities for use for particular purposes that fall within the Object.
- (2) Subject to any such resolution of the members of the Society, the trustees of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:
- (a) directly for the Object; or
  - (b) by transfer to any charity or charities for purposes similar to the Object; or
  - (c) to any charity or charities for use for particular purposes that fall within the Object.
- (3) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity) and if no resolution in accordance with article 64(1) is passed by the members or the trustees the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.

### **Interpretation**

- 65 In article 8, sub-clause (2) of article 10 and sub-clause (2) of article 48 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
  - (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
  - (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
  - (4) an institution which is controlled –
    - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or

- (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
- (a) the trustee or any connected person falling with sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
  - (c) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.