

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

INTERNATIONAL ACADEMY OF ORAL ONCOLOGY

The Charity Team at Russell-Cooke

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THE COMPANIES ACTS 1985 AND 1989

**Company Limited by Guarantee and not having a Share
Capital**

**MEMORANDUM OF ASSOCIATION OF
INTERNATIONAL ACADEMY OF ORAL ONCOLOGY**

1. Name of Company

The name of the Company is, INTERNATIONAL ACADEMY OF ORAL ONCOLOGY, called in this document "the Company".

2. Registered Office

The registered office of the Company will be in England and Wales.

3. Objects of the Company

3.1 The objects of the Company (the "Objects") are:-

to advance education, research and clinical management in all matters related to oral oncology and to liaise with other organisations with an interest in cancer and particularly in respect of head and neck cancer and to raise the standards of care in the field of oncology by disseminating information and knowledge throughout the world.

4. What the Company may do

4.1 The Company has the following powers which may be used only to promote the Objects:-

- (a) to promote or undertake study or research and disseminate the results of such research;
- (b) to produce, print and publish anything in any media;
- (c) to employ and pay any employees, officers, servants

and professional or other advisers;

- (d) to raise funds and borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way;
- (e) to give or receive any guarantee or indemnity;
- (f) subject to any consent required by law, to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort;
- (g) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- (h) to provide or procure the provision of services, training, consultancy, advice, support, counselling or guidance;
- (i) to promote and advertise the Company's activities;
- (j) to invest any money that the Company does not immediately need in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- (k) to undertake any charitable trust;
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (m) to raise funds and carry on trade but not by means of Taxable Trading;
- (n) to establish, promote and otherwise assist any limited company or companies or other body for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish such limited company or companies or other body either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local

authorities and to finance such limited company or companies or other body by way of loan or share subscription on commercial terms provided that the Company shall seek professional legal advice before financing such companies;

- (o) to establish, support, federate with or join or amalgamate with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- (p) to transfer to or to purchase or otherwise acquire from any of the charities, institutions, societies or associations with which the Company is authorised to join any property, assets or liabilities, and to perform any of their engagements;
- (q) to open and operate banking accounts and other banking facilities;
- (r) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Councillors;
- (s) to enter into any arrangements with any governments, authorities or any person, company or association;
- (t) to insure any risks arising from the Company's activities;
- (u) to provide Indemnity Insurance to cover liability of the Councillors:
 - (i) 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 in relation to the Company;
 - (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of (u) (i) shall not extend to:

- (i) any liability resulting from conduct which the Councillors knew, or must be assumed to have known was not in the best interests of the

Company, or which the Councillors did not care whether it was in the best interests of the Company or not;

(ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Councillors;

(iii) any liability to pay a fine.

Any insurance in the case of (u) (ii) shall not extend to any liability to make such a contribution where the basis of the Councillor's liability is his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;

(v) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;

(w) to pay all the expenses and costs of establishing the Company;

(x) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

(i) the Managers are properly authorised to carry on investment business;

(ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;

(iii) the Managers are under a duty to report promptly to the Company any exercise of the

delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;

(iv) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof;

(v) the Company is bound to review the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation;

(y) to permit any investments belonging to the Company to be

held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;

(z) to do anything else within the law which helps promote the Objects.

5. Use of income and property

5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Fellows or Councillors, and no Councillor may be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company except as shown below under 'Allowed Payments'.

6. Allowed Payments

6.1 The Company may pay:-

(a) Reasonable and proper payment to any officer or servant of the Company who is not a Councillor for any services to the Company.

- (b) Reasonable and proper remuneration to a Councillor for services actually rendered to the Company including the usual professional charges for services provided or business done by a Councillor who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Company to act in a professional capacity on its behalf, PROVIDED THAT:-
 - (i) the number of Councillors so remunerated shall not exceed a minority of the quorum of the Council of Councillors;
 - (ii) such Councillor shall be absent from all meetings at which the terms and conditions of his or her engagement by the Company are discussed;
 - (iii) such Councillor shall not vote on any resolution relating to his or her engagement;
 - (iv) the other Councillors are satisfied that his engagement, or that of his or her firm, is both necessary and expedient in the interests of the Company.
- (c) Interest on the money lent by any Fellow or any Councillor. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- (d) Reasonable out-of-pocket expenses to any Councillor.
- (e) Reasonable and proper payment to a company of which a Councillor holds not more than a hundredth of the capital.
- (f) Reasonable and proper rent of premises demised or let by any Fellow or Councillor.
- (g) Reasonable and proper premiums in respect of any Indemnity Insurance to cover the liability of the Councillors 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 in relation to the Company; Provided that any such insurance shall not extend to any claim arising from the liability resulting from conduct which the Councillors knew, or must be assumed to have known, was not in the best interests of the Company, or which the Councillors did not care whether it was in the best interests of the Company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Councillors.

- (h) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Fellow or Councillor shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that Fellow or Councillor.

7. Alterations to this Memorandum

- 7.1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 Clear Days' notice of it must be given and 75% of those voting must vote in favour of it. Such a resolution may be passed on shorter notice if 95% of the total number of Fellows having the right to vote agree, unless it is in respect of an annual general meeting in which case 100% of the Fellows having the right to vote agree to such short notice.
- 7.2 Alterations may only be made to the Objects or to any clause of this Memorandum or Articles which directs or restricts the way money or the property of the Company may be used or which gives Councillors any benefit with the Charity Commission's prior written consent.
- 7.3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of

the Memorandum issued must contain the alteration.

8. **Limited Liability**

8.1 The liability of the Fellows is limited.

9. **Guarantee by Fellows**

9.1 Every Fellow who is a member for purposes of the Act agrees to contribute to the Company £1 or any smaller amount required if:-

(a) the Company is wound-up while he or she is a Fellow or within a year afterwards; and

(b) the Company has debts and liabilities which it cannot meet out of its assets.

10. **Winding-up of the Company**

10.1 If the Company is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are similar or ancillary to those of the Company and must prohibit the distribution of its income and property among its Fellows to an extent at least as great as that required by this Memorandum of Association.

10.2 The institution or institutions will be chosen by the Councillors of the Company at or before the time when the Company is wound-up or dissolved.

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF

INTERNATIONAL ACADEMY OF ORAL ONCOLOGY

1. Meaning of Words

1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent acts
Articles	These Articles of Association
Council	The board of Councillors of the Company whose members are the directors of the Company and are charity trustees
Chair	The Chair of the Council
Charity Commission	The Charity Commission of England and Wales
Clear Day	24 hours from midnight following the relevant event
Company Oncology	International Academy of Oral
Fellow	A member of the Company
fellowship	Membership of the Company

Indemnity Insurance	Insurance against personal liability incurred by any Councillor for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Councillor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Month	Calendar month
Office Company	The registered office of the
Regulations	Any rules, standing orders or regulations made in accordance with these Articles
Signed signatures	Shall include faxes of
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Councillors	The directors of the Company
United Kingdom	Great Britain and Northern Ireland
In Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the

Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Company; Rights of Inspection by Fellows

2.1 The Company is established for the objects shown in the Memorandum of Association.

2.2 A copy of the Memorandum and Articles and any Regulations must be available for inspection at the Office. Any Fellow must be given a copy of these on payment of a reasonable fee fixed by the Council.

3. Fellows

3.1 The number of Fellows is unlimited.

3.2 The Company must keep at the Office a register of Fellows showing their name, address and date of fellowship.

3.3 The register is available for inspection.

4. Fellowship

4.1 The initial Fellows are the subscribers who signed these Articles.

4.2 There are seven categories of fellowship and fellowship is open to the following :-

(a) Full fellowship shall be available, subject to the approval of the Council, to surgeons, oncologists, pathologists, physicians, dentists, scientists and other allied professionals who have demonstrated a significant interest in the field and are active and in good standing in their professions, as determined by the Council ("**Full Fellow**"). Each Full Fellow shall have one vote.

(b) Individual fellowship shall be available to persons who make a written application for fellowship

supported by two letters from persons in the field (one who must be a Full Fellow) and who are accepted by the Council ("**Individual Fellows**"). Each Individual Fellow shall have one vote.

- (c) Trainee fellowship shall be available, subject to the approval of the Council, to persons involved in a postgraduate degree or diploma programme recognised by the Council as satisfying the Objects of the Company ("**Trainee Fellows**"). Trainee Fellows shall not have any voting rights nor shall they be eligible to be nominated as a Councillor.
- (d) Corporate fellowship shall be available to any corporation engaged in business, recognised by the Council as contributing to aspects of the Objects of the Company ("**Corporate Fellows**"). The corporation so admitted will be requested to nominate a person who will act as a representative of the corporation and who will vote on behalf of such Corporate Fellow.
- (e) Senior fellowship shall be granted at the discretion of the Council to persons who have made an outstanding contribution to the Company or to those persons in good standing, who due to ill health or other reasons, have retired from active participation ("**Senior Fellows**"). Senior Fellows shall have all the rights and privileges of Full Fellows without the requirement to pay any subscription monies.
- (f) Honorary fellowship shall be granted at the discretion of the Council to those persons who do not hold fellowship in any other category, but who have made significant scientific or clinical contribution to the discipline of oral oncology or have provided substantial support for educational or research programmes of the Company ("**Honorary Fellows**"). Honorary Fellows shall not have voting rights nor shall they be eligible to be nominated as Councillors.
- (g) Life fellowship shall be granted at the discretion of the Council to any individual Fellow who attains the age of 65. Life Fellows shall have voting rights.

rights but shall not be required to pay an annual subscription.

- 4.3 Full Fellows, Individual Fellows, Corporate Fellows, Senior Fellows and Life Fellows are the only members for the purposes of the Act and are the only Fellows who are entitled to voting rights.
- 4.4 A Fellow which is an organisation must, if asked, give a copy of its constitution to the Company.
- 4.5 Each Fellow which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Company, that Fellow can cancel the appointment of its representative and appoint another instead. The Fellow must confirm the name of its representative at the Company's request. The representative has the right to attend and to vote at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority.
- 4.6 Fellows which are organisations stop being Fellows in the same way as individual Fellows stop being Fellows.
- 4.7 The Council may delegate the power to admit Fellows.
- 4.8 The Board may from time to time determine other categories for fellowship.

5. No transfer of Fellowship

- 5.1 None of the rights of any Fellow may be transferred or transmitted to any other person.

6. Ending of Fellowship

- 6.1 A Fellow stops being a member of the Company if:
 - (a) the Fellow resigns from fellowship by giving notice in Writing to the Company; or
 - (b) fellowship is ended under Article 7; or
 - (c) the Fellow's subscription (if any) remains unpaid six months after it is due and the Council resolves to

end that Fellow's fellowship; or

- (d) the Fellow fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a Fellow and the Council resolves to end fellowship. The notice must contain a warning that fellowship may be ended.

7. Removal from Fellowship

7.1 The Council may suspend the rights of any Fellow by giving the Fellow notice in Writing of the suspension.

7.2 Within 28 days of receiving that notice the Fellow can appeal in Writing to the Company against the suspension. If no appeal is received within the time limit, the Fellow automatically stops being a Fellow. If an appeal is received within the time limit, the suspension must be considered by the Council or a committee appointed by the Council. The Fellow has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case fellowship ends, or lift the suspension.

8. General Meetings

8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Company and not more than 15 months must pass between one annual general meeting and the next.

9. Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Council may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than ten percent of the Fellows with voting rights request it in Writing.

11. **Notice of General Meetings**

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 Clear Days' notice in Writing. Other general meetings must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it namely, Full Fellows, Individual Fellows, Corporate Fellows, Senior Fellows and Life Fellows, but the Company may also send notices to Trainee and Honorary Fellows who do not have voting rights but who are entitled to attend and speak at general meetings.

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:-

(a) in the case of an annual general meeting, by all the Fellows entitled to attend and vote at it;
or

(b) in the case of any other meeting, by a majority of the Fellows who have a right to attend and vote. But this majority must represent at least 95% of the total fellowship who have voting rights.

12. **Ordinary and Special Business at General Meetings**

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Councillors and auditors, the election of Councillors in place of those retiring, the appointment of auditors, and the fixing of the remuneration of the auditors.

13. **Quorum**

13.1 Business may be done at a general meeting only if a quorum of Fellows is present in person when the meeting

begins to deal with its business. A quorum is ten Fellows with voting rights unless shown differently below.

14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of Fellows, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting must be adjourned to another day, time and place as the Council may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the Fellows present will be a quorum.

15. Chair

15.1 The Chair (if any) of the Council should normally preside as Chair at every general meeting of the Company. If there is no Chair, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair the Council shall select the Chair of the meeting and in default the Fellows at the meeting shall select a Chair.

16. Adjournment of the Meeting

16.1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

16.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

17. Voting on Resolutions

17.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be

demanded by the Chair or by at least three Fellows or Fellow's representatives with voting rights who are present. Fellows may not vote by a proxy.

18. **Declaration of Chair is Final**

18.1 Unless a poll is demanded, the Chair's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

18.2 The demand for a poll may be withdrawn.

19. **When a poll is taken**

19.1 A poll must be taken immediately, if it is correctly demanded to elect a Chair or to decide upon an adjournment. Polls about other things will be taken whenever the Chair says so. Business which is not the subject of a poll may be dealt with before or during the poll.

19.2 The Chair will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

20. **Voting and Speaking**

20.1 Every Fellow with the right to vote including the Chair has one vote. If the votes are level, the Chair has a casting vote.

20.2 The auditor or reporting accountant has the right to attend and speak.

21. **Written Agreement to Resolution**

21.1 Unless the law says otherwise, Fellows may pass a valid resolution without a meeting being held. But for the resolution to be valid:

(a) it must be in Writing;

(b) it must be signed by all those Fellows (or their duly

authorised representatives) entitled to receive notice of and, to attend general meetings;

(c) it may consist of two or more documents in identical form signed by Fellows.

22. Management by the Council

22.1 The business of the Company is managed by the Council. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the Councillors are at all times governed first by the Act, second by the Memorandum and Articles, and third by any Regulations that the Council may prescribe.

23. Payment of Subscriptions

23.1 All Fellows must pay the subscriptions (if any) that the Council decides from time to time. The Council may fix differing rates for subscriptions.

24. Cheques and Bills etc

24.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Council decides from time to time and cheques shall be signed by two Councillors unless the Council otherwise decides.

25. Indemnity of Councillors

25.1 In the management of the affairs of the Company no Councillor shall be liable for any loss to the property of the Company arising by reason of:

(a) improper investment made in good faith (so long as the Councillor sought professional advice before making such investment); or

(b) negligence or fraud of any agent employed by any Councillor in good faith (provided reasonable supervision shall have been exercised); or

- (c) any mistake or omission made in good faith by any Councillor; or
- (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Councillor.

25.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a Councillor may otherwise be entitled every Councillor or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

26. Payment of reasonable expenses to Councillors of the Council

26.1 The Councillors may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration except as permitted in the Memorandum of Association.

27. The Keeping of Minutes

27.1 The Council must have minutes entered in the minute books:-

- (a) of all appointments of officers by the Council;
- (b) of the names of the Councillors present at each of its meetings and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of:
 - (d) (i) The Company;
 - (ii) The Council; and

(iii) Committees of the Council.

28. The Make-up of the Council

28.1 The first Council consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed or appointed by them. They hold office until the first annual general meeting. After that, the Council consists of:-

(a) not less than twelve and not more than fifteen persons elected by Fellows

(b) additional individuals co-opted at any time by the Council.

29. Retirement of members of the Council

29.1 Each Councillor shall be appointed for a period of three years and shall then retire but all are eligible for re-election for a further period of two years with the exception of the President, the Vice President and the immediate past President who shall hold office for a maximum of three years subject to the Council determining a longer period of office for the President, the Vice President and the immediate past President.

30. Change in composition of the Council

30.1 The make-up and number of the Council may be varied but not reduced below three. Variation can only be by a special resolution approved by a general meeting by a 75% vote in favour of such change of the Fellows entitled to vote at the meeting.

31. Notification of Change of members of the Council to the Registrar of Companies

31.1 All appointments, retirements or removals of Councillors and the Company Secretary must be notified to the Registrar of Companies.

32. Filling vacancies in the Council and Co-option

- 32.1 The Council can appoint anyone to fill a vacancy in the membership of the Council. They will hold office until the next annual general meeting.
- 32.2 The Council may also co-opt additional persons onto the Council at any one time who shall hold office until the next annual General Meeting.
- 32.3 Such appointees or co-optees will be eligible for re-election or re-co-option or re-appointment. Such appointees may vote at meetings of the Council, however, co-optees shall have the right to attend and speak at Council meetings but shall not have the right to vote or count towards the quorum.

33. **Ending of Council Membership**

33.1 A Councillor ceases to hold office if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Council because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable whether mentally or physically of managing his or her own affairs; or
- (d) resigns the office by notice in writing to the Company but only if at least three Councillors will remain in office when the resignation takes effect; or
- (e) is absent without notice from three consecutive meetings of the Councillors and is asked by a majority of the other Councillors to resign;
- (f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (g) is removed from office; or

(h) ceases to be a Fellow.

34. Removal of a Councillor by a General Meeting

34.1 A general meeting of the Company may remove any Councillor before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the Councillor may say.

34.2 Removal can take place only by the Company passing an ordinary resolution saying so. Fellow(s) must give a notice to the Company of intention to remove a Councillor and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Company and subsequently at least 21 Clear Days' notice to the fellowship. Once the Company receives such notice it must immediately send a copy to the Councillor concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Councillor may require it to be read to the meeting.

35. Meetings of the Council

35.1 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

35.2 Questions arising at any meeting must be decided by a majority of votes. Every Councillor has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

35.3 A Councillor may, and the Company Secretary if requested by a Councillor must, summon a meeting of the Council.

35.4 Notice of a meeting need not be given to any Councillor who is out of the United Kingdom.

35.5 Meetings may be held in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

36. Officers of the Council

36.1 The Council may elect or remove the honorary officers including the Chair, the Honorary Secretary and the Treasurer and any other officers that the Council wishes. All Councillors including officers (subject to Article 36.3) must be Fellows. The Nominating Committee which will consist of the current Councillors will present to the Councillors at least 30 days before the date of the Annual or Extraordinary General Meeting a list of nominations for election of the Officers.

36.2 If insufficient nominations are received to fill all vacancies on the Council the candidates nominated are taken to be elected and further nominations are to be received prior to the relevant General Meeting. If insufficient further nominations are received prior to such meeting any vacant positions remaining on the Council are taken to be casual vacancies. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held prior to after the General Meeting in such usual and proper manner as the Council may direct.

36.3 The President and the Vice President shall be elected by the Fellows in accordance with such regulations and terms as the Council may direct from time. The President and the Vice President need not be Councillors.

37. **Quorum for the Council**

37.1 The quorum necessary for business to be done at a Council meeting is seven Councillors.

38. **Vacancies on the Council**

38.1 The Council may act despite any vacancy on the Council, but if the number of Councillors falls below the quorum, it may act only to summon a general meeting of the Company.

39. **A Resolution may be Approved by Signature Without a Meeting**

39.1 A resolution in Writing Signed by all the Councillors or any committee is as valid as if it had been passed at a properly held meeting of the Council or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Council or committee.

40. Validity of Acts Done at Meetings

40.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Councillor or that he or she was disqualified, anything done before the discovery at any meeting of the Council is as valid as if there were no defect or disqualification.

41. Delegation by the Council to Committees

41.1 The Council may delegate the administration of any of its powers to committees consisting of one or more Councillors and a committee must conform to any rules that the Council imposes on it.

41.2 The Council may co-opt any person or people to serve on the committee.

41.3 All acts and proceedings of the committee must be reported to the Council as soon as possible.

41.4 The Council may also set up working parties which need not include members of Council and which may be chaired by any individual which the Council deems appropriate. Such working parties may present their findings, debates, reports or otherwise in person at Council meetings or in writing or in any other way which the Council deems appropriate.

42. Chair of Committees

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

42.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

43. Meetings of Committees

43.1 A committee may meet and adjourn whenever it chooses.

43.2 Questions at the meeting must be decided by a majority of votes of the members present.

43.3 A committee must have minutes entered in minute books. Copies of these minutes must be given to all Councillors.

44. **Appointment and Removal of the Company Secretary**

44.1 The Council may appoint and remove the Company Secretary and may decide his or her period of office, pay (if not a Councillor) and conditions of service.

45. **Actions of Directors and Company Secretary**

45.1 The Act says that some actions must be taken both by a Councillor and by the Company Secretary. If one person is both a Councillor and the Company Secretary, it is not enough for him or her to do the action first as a Councillor and then as Company Secretary or vice versa.

46. **Proper Accounts must be Kept**

46.1 Accounts shall be prepared in accordance with the Act.

47. **Books must be Kept at the Office**

47.1 The books of account must be kept at the Office or at other places decided by the Council. The books of account must always be open to inspection by Councillors.

48. **Inspection of Books**

48.1 The Councillors must decide whether, how far, when, where and under what rules the books of account may be inspected by Fellows who are not Councillors. A Fellow who is not a Councillor may only inspect a book of account or document of the Company if the right is given by law or authorised by the Councillors or a general meeting.

49. **Profit and Loss Account and Balance Sheets**

49.1 The Council must, for each accounting reference period, put before a general meeting of the Company:-

- (a) a statement of financial activities, including an income and expenditure account;

- (b) a report by the Council on the state of the Company as required by the law;
- (c) a balance sheet; and
- (d) such other reports, statements or accounts as are from time to time required by law.

49.2 The Council must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed.

50. Copies for Fellows

50.1 Certain documents must be sent to Fellows at least 21 Clear Days before the date of the general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting;
- (b) a copy of any report from reporting accountants or auditors; and
- (c) a copy of the report of the Councillors.

50.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know.

51. Appointment of Reporting Accountants or Auditors

51.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement.

52. Service of Notices

52.1 The Company may give notice to any Fellow either personally or by delivering it or sending it by ordinary post to the Fellow's registered address or by sending it by fax or by email. If the Fellow lacks a registered address within the United Kingdom, notice may be sent to

any address within the United Kingdom which he or she has given the Company for that purpose.

52.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Company receives no indication that it has not been properly sent.

52.3 The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent.

53. Accidental Omission of Notice

53.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

54. Who is Entitled to Notice of General Meetings

54.1 Notice of every general meeting must be given to:-

- (a) every Fellow who is a member for the purposes of the Act (except those Fellows who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
- (b) the reporting accountants or auditor of the Company;
- (c) all Councillors; and
- (d) all those with rights of nomination to the Council (if any).

54.2 No one else is entitled to receive notice of general meetings.

55. Alteration of the Articles

55.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of Fellows of which 21 Clear Days' notice has been given of the intention to pass a special resolution and at which 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 95% of Fellows having the right to vote agree, unless it is in respect of an annual general meeting in which case 100% of the Fellows having the right to vote must agree to such short notice.

55.2 No alteration may be made to an article which directs or restricts the way money or property of the Company may be used or which authorises any benefit for Councillors without the Charity Commission's prior written approval.

56. Regulations

56.1 The Council may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Council which would otherwise have been valid.

57. Dissolution of the Company

57.1 The Council or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all Fellows entitled to notice of general meetings.

57.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

