

**THE COMPANIES ACTS 1948 AND 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE ASSOCIATION OF CLINICAL PATHOLOGISTS
incorporated under the Companies Act 1948
on 18th February 1956
Company no. 00561584
as amended on 5th October 2017**

HEMPSONS

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REF: 1169/287/12

The Companies Acts 1948 and 2006
A COMPANY LIMITED BY GUARANTEE
Memorandum of Association
of
The Association of Clinical Pathologists

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. JAMES FERGUSON HEGGIE, Pathologist, North Middlesex Hospital, London N18
2. ANNE GIBSON, Pathologist, South London Hospital, Clapham, London SW4
3. CUTHBERT E DUKES, Pathologist, St Marks Hospital, City Road, London EC1
4. JOHN O OLIVER, Pathologist, St Johns Hospital for Diseases of the Skin, London WC2
5. ERIC N ALLOTT, Pathologist, Lewisham Group Laboratory, Lewisham Hospital, London SE13
6. GEORGE J CUNNINGHAM, Professor of Pathology, Royal College of Surgeons of England, London
7. A GORDON SIGNY, Pathologist, Group Laboratory, St Mary Abbots Hospital, London N8
8. WILLIAM HENRY McMENEMY, Pathologist, Maida Vale Hospital, London W9
9. ARTHUR JORDAN, Pathologist, 34 Bristol Road, Sheffield 11

Dated the 15th day of December 1955

Witness to the above Signatures 1 to 8 namely – Doctors HEGGIE, GIBSON, DUKES, OLIVER, ALLOT, CUNNINGHAM, SIGNY AND McMENEMY

RITA LILY WARD
Secretary
67 Shirland Road

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
THE ASSOCIATION OF CLINICAL PATHOLOGISTS

NAME

- 1 The Association's name is The Association of Clinical Pathologists.

INTERPRETATION

- 2 In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

Words	Meanings
Address	a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Association;
the Articles	the Articles of Association of the Association, as amended from time to time;
the Association	the company regulated by the Articles;
the Bye-laws	the Bye-laws set out in the Schedule as from time to time altered in accordance with the provisions of the Bye-laws;
Chair	the chair of Trustees appointed in accordance with these Articles;
Charity Commission	the Charity Commission for England and Wales;
clear days	in relation to a period of notice means the 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;

Companies Acts

the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;

Connected Person

- (i) a child, parent, grandparent, brother or sister of the Trustee;
- (ii) the spouse or civil partner of the Trustee or of any person falling within sub-clause (i) above;
- (iii) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (i) or (ii) above;
- (iv) an institution which is controlled:
 - (a) by the Trustee or any connected person falling within sub-clause (i), (ii) or (iii) above;
or
 - (b) by two or more persons falling within sub-clause (iv) (a) when taken together;
- (v) a body corporate in which:
 - (a) the Trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (v) (a) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition of Connected Person;

the Council

the Council of Management for the time being of the Association, being the directors and trustees of the Association, such people are charity trustees as defined by section 177 of the Charities Act 2011 (which states that trustees are “the persons having the general control and management of the administration of a charity”);

document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	as defined in section 1168 of the Companies Act 2006;
executed	includes any mode of execution;
Extraordinary Member	(in accordance with Article 20.1) an Extraordinary Member of the Association;
Financial Year	the Association's financial year;
General Meeting	a general meeting of the Association held in accordance with the Companies Acts;
Honorary Member	(in accordance with Article 20.1) an Honorary Member of the Association in good standing. In relation to a Member so designated means that Member has duly paid such fees and annual subscription as the Council may from time to time determine, and furthermore has not been expelled or expressly denied the privileges accorded to Members and laid down in the Articles or the Bye-laws;
Medically Qualified	in relation to any person means: (a) any medical practitioner fully registered or provisionally registered under the Medical Act or with the Irish Medical Council; or (b) any medical practitioner with qualification adjudged by the Council to be of status comparable to that of section (a) of this definition or holding an European or an overseas qualification recognised for registration as a medical practitioner under the Medical Act; or (c) any medical practitioner registered or provisionally registered in the medical register of any territory forming part of the British Commonwealth;
Member	a member of the Association, whether an Ordinary Member, Extraordinary Member, Trainee Member or Honorary Member;

the Memorandum	the Memorandum of Association of the Association;
Month	calendar month;
Objects	the objects of the Association as defined in Article 5;
the Office	the Registered Office for the time being of the Association;
Ordinary Member	(in accordance with Article 20.1) an Ordinary Member of the Association, such a person being a member of the Association for the purposes of the Companies Act;
Pathologist and Pathology	means a medically qualified person professionally engaged in one or more of the disciplines of laboratory medicine from time to time recognised as being a discipline of pathology;
the Register	the statutory register required under s113 of the Companies Act 2006 and the register of other (non-Companies Act) members;
Services	(in the context of remuneration for services as stipulated in Article 14) includes goods that are supplied in connection with the provision of those services;
Trainee Member	(in accordance with Article 20.1) a Trainee Member of the Association;
United Kingdom	Great Britain, Northern Ireland, the Channel Islands and the Isle of Man;
Vice Chair	the vice chair of Trustees appointed in accordance with the Articles;
in writing or written	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
Year	calendar year.

- 2.1 Unless specifically stated otherwise:
- 2.1.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Association.
 - 2.1.2 Words denoting the singular include the plural and vice versa.
 - 2.1.3 Words denoting any one gender include all genders.
 - 2.1.4 Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).
 - 2.1.5 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.
- 2.2 The relevant model articles for a company limited by guarantee are expressly excluded.

LIABILITY OF MEMBERS

- 3 The liability of the Members is limited.
- 4 Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Association in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

OBJECTS

- 5 The Charity’s objects are specifically restricted to the following:
- 5.1 the Primary object for which the Association is established is to promote and encourage the study and practice of clinical pathology;
 - 5.2 the further objects for which the Association is established but which are ancillary to and for the furtherance of the primary object are as follows:
 - 5.2.1 to develop the application of pathology in relation to medicine, to maintain high standards in its practice, to act as an authoritative body for the purpose of consultation in matters effecting medical science and in particular clinical

pathology, and to encourage research work in clinical pathology and cognate subjects,

- 5.2.2 to diffuse among Members and others information on all matters affecting medical science and in particular clinical pathology and to establish, print, publish, issue and circulate such papers, journals, magazines, books, periodicals, calendars and publications as may benefit the work and objectives of the Association;
- 5.2.3 to consider and advise as to any course of study and technical training;
- 5.2.4 to award prizes and scholarships as may be deemed desirable with a view to promoting the objectives of the Association. Provided that no diploma or other like award issued by the Association shall contain any statement expressing or implying that it is granted by or under the authority of the Government department or authority.

POWERS

- 6 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
 - 6.1 To raise funds provided that, in doing so, the Association must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
 - 6.2 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.3 To sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
 - 6.4 To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
 - 6.5 To co-operate with other bodies and to exchange information and advice with them;
 - 6.6 To establish or support any body formed for any of the charitable purposes included in the Objects;
 - 6.7 To acquire or merge with any other charity;
 - 6.8 To enter into any partnership or joint venture arrangement with any body;

- 6.9 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.10 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Association. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Articles 7 to 19 and provided it complies with the conditions in those Articles;
- 6.11 To:
 - 6.11.1 deposit or invest funds;
 - 6.11.2 engage a professional fund manager and to delegate the management of investments to such a manager; and
 - 6.11.3 arrange for the investments or other property of the Association to be held in the name of a nominee;
- 6.12 To provide indemnity insurance for the Council in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.13 To enter into contracts to provide services;
- 6.14 To establish or acquire subsidiary companies; and
- 6.15 To pay out of the funds of the Association the costs of forming and registering the Association both as a company and as a charity; and
- 6.16 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if any object of the Association would make it a Trade Union.

APPLICATION OF INCOME AND PROPERTY

- 7 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 8 A Trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Association.
- 9 A Trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 10 A Trustee may receive an indemnity from the Association in the circumstances specified in Article 98.
- 11 None of the income or property of the Association may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee receiving:
 - 11.1 a benefit from the Association in the capacity of a beneficiary of the Association; or
 - 11.2 reasonable and proper remuneration for any goods or services supplied to the Association.

TRUSTEES' BENEFITS

- 12 No Trustee or Connected Person may:
 - 12.1 buy any goods or services from the Association on terms preferential to those applicable to members of the public;
 - 12.2 sell goods, services, or any interest in land to the Association;
 - 12.3 be employed by, or receive any remuneration from, the Association;
 - 12.4 receive any other financial benefit from the Association, unless:
 - 12.4.1 the payment is permitted by Articles 13 to 18; or
 - 12.4.2 the Council obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 13 A Trustee or Connected Person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the Council do not benefit in this way.
- 14 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 Association where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 15 Subject to Article 19, a Trustee or Connected Person may provide the Association with goods that are not supplied in connection with the services provided to the Association by the Trustee or Connected Person.
- 16 A Trustee or Connected Person may receive interest on money lent to the Association at a reasonable rate.
- 17 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Association if the amount of the rent and the other terms of

the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- 18 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
- 19 The Charity and its Trustees may only rely on the authority provided by Article 15 if each of the following conditions is satisfied.
 - 19.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - 19.1.1 the Association; and
 - 19.1.2 the Trustee or Connected Person supplying the goods ("**the supplier**") under which the supplier is to supply the goods in question to or on behalf of the Association.
 - 19.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 19.3 The other Trustees are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Council must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of doing so.
 - 19.4 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 to the Association.
 - 19.5 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.
 - 19.6 The reason for their decision is recorded by the Council in the minute book.
 - 19.7 A majority of the Council then in office are not in receipt of remuneration or payments authorised by Article 12.

MEMBERS

20

- 20.1 There shall be four classes of Members of the Association, namely:
 - 20.1.1 Ordinary Members;

- 20.1.2 Extraordinary Members;
 - 20.1.3 Honorary Members;
 - 20.1.4 Trainee Members.
- 20.2 The following persons shall be eligible for Membership in the classes below specified:
- 20.2.1 any person who is Medically Qualified being in the opinion of the Council a practising pathologist who has attained consultant or other similar career grade status shall be eligible as an Ordinary Member;
 - 20.2.2 any person who is considered by the Council to be of high professional standing in pathology and who is not eligible for acceptance as an Ordinary Member shall be eligible for acceptance as an Extraordinary Member but no person shall be accepted as an Extraordinary Member if at the time of or as the result of such acceptance (i) the number of such Members shall exceed one tenth of the number of Ordinary Members; or (ii) the number of Extraordinary Members resident outside the United Kingdom or Eire and not registered or provisionally registered under the Medical Act exceeds one third of the total number of Extraordinary Members permitted under this Article;
 - 20.2.3 any person whom the Association desires to honour for outstanding contributions to pathology or services to the furtherance of the objects of the Association shall be eligible for election as an Honorary Member, but no person shall be elected an Honorary Member if as the result of such election the number of such Members shall exceed twenty-five; and
 - 20.2.4 any medically qualified person who is in training in pathology and who is considered by the Council to be acceptable shall be eligible as a Trainee Member.
- 20.3 Subject to the provisions of the Articles the mode and conditions of acceptance and admissions of Members shall be as from time to time determined by or in accordance with the Bye-laws.
- 21 Membership is not transferable.
- 22 The Trustees must keep a Register in accordance with the Companies Acts.
- 23 The Trustees may establish different classes of membership with different rights and obligations and shall record the rights and obligations in the Register.

- 24 Membership is terminated if:
- 24.1 the Council orders, if it shall think fit, the removal from the Register of any Member who is in arrear with his subscription for twelve months or more, and shall nevertheless remain liable to pay to the Association all subscriptions due up to such cessation;
 - 24.2 the Member dies;
 - 24.3 the Member resigns by at least one month's written notice to the Association unless, after the resignation, there would be less than the number of Members required for a quorum at a General Meeting and provided always that the Member shall have paid and pay all outstanding subscriptions;
 - 24.4 any sum due from the Member to the Association is not paid in full within six months of it falling due;
 - 24.5 the Member's name is erased from the Medical Register by the General Medical Council or from the Medical Register of any other country in which the Member is engaged in practice or that person's registration in any such register shall be suspended;
 - 24.6 the Member is expelled under the provisions of this Article 24.6
 - 24.6.1 if at any time the Council shall resolve that the interests of the Association so require they may by notice in writing notify a member of its intention to remove that member from the Register with effect from the date of the following Council meeting;
 - 24.6.2 any such notice shall be served on the Member concerned and shall specify the date of the following Council meeting at which the person concerned shall (if he so desires) be given an opportunity of personally stating his case and defending himself before the Council. If at such second meeting, the Council agrees not to remove the person as a Member then that person shall continue as a Member in the normal way; otherwise that person shall be removed from the Register with effect from the date of such second meeting.

GENERAL MEETINGS

- 25 The Council, or the Chair, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If

at any time there are not within the United Kingdom or Eire sufficient members of the Council capable of acting to form a quorum any member of the Council may call a General Meeting.

NOTICE OF GENERAL MEETINGS

- 26 A General Meeting shall be called by at least 14 clear days' notice.
- 27 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 at that meeting of all Members.
- 28 The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006.
- 29 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 30 No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, twenty-one of the Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 31 If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the Chair, or the Council, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.
- 32 The Chair shall preside as chair at every General Meeting of the Association or if he shall not be present within five minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chair (if any) shall, if present and willing to act, preside as chair failing which the Members present shall elect one of their number to be chair of that meeting.

- 33 The chair of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 34 When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 35 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 35.1 by the chair of the meeting; or
- 35.2 by at least two Members present in person or by proxy having the right to vote on the resolution; or
- 35.3 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 on the resolution.
- 36 Unless a poll is so demanded, a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 37 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 38 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 39 No poll shall be demanded on the election of a chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General

Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

- 40 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 41 A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 28 days beginning with its circulation date (as defined in the said Act).

VOTES OF MEMBERS

- 42 Every Ordinary Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy provided that he has paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his Membership. Members other than an Ordinary Member shall be entitled to receive notice of, and attend and speak at, a General Meeting but shall not be entitled to vote at any General Meeting. In addition to the provisions of these Articles, provisions may be contained in the Bye-laws for circumstances in which the method by which votes of Members may be taken by ballot.
- 43 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 44 Every Member shall be entitled to appoint another person as his proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
- 45 Proxies may only be validly appointed by a notice in writing (a "**proxy notice**") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Council may determine.
- 46 The Council may require proxy notices to be delivered in a particular form.

- 47 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 48 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 49 The appointment of a proxy and any other authority under which it is executed may:
- 49.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom or Eire as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 49.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
- 49.2.1 in the notice convening the meeting, or
- 49.2.2 in any instrument of proxy sent out by the Association in relation to the meeting, or
- 49.2.3 in any invitation contained in a communication in electronic form to appoint a proxy issued by the Association in relation to the meeting,
- it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 49.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 49.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article, “**address**”, in relation to communications in electronic form, includes any number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.

- 50 A Member who is entitled to attend, speak and vote 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 Association by or on behalf of that Member. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated.
- 51 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.
- 52 An appointment under a proxy notice may be revoked by delivering the Association a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 53 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.

THE HONORARY OFFICERS

- 54 The Honorary Officers of the Association shall be:
 - 54.1 The President, Immediate Past President and the President-Elect each of whom must be a Member, and in the case of the President of at least five years' standing as a Member; and
 - 54.2 The Chair of Council, Honorary Secretary, Honorary Treasurer and the Education Secretary, each of whom must be an Ordinary Member.

No person may hold more than one Honorary Office at any one time.

- 55 An Honorary Officer shall vacate his Honorary Office upon the happening of any of the events specified in Article 67.
- 56 The Council may at any time appoint any Ordinary Member to fill a casual vacancy in the office of Chair of the Council, Honorary Secretary, or Honorary Treasurer. A person so appointed shall retain his Honorary Office only until the next Annual General Meeting, but shall then be eligible for re-election, provided that the period of office of a person so appointed and subsequently re-elected in this fashion, shall be computed, for the purposes of Articles 57 and 63 from the Annual General Meeting next following his election to the casual vacancy.

- 57 Subject to the Act and the Articles, the Honorary Officers shall be elected or appointed in the manner prescribed by the Bye-laws and shall hold office for such period and have and enjoy such duties, powers and privileges as shall be determined by the Bye-laws.
- 57.1 The President shall be appointed by the Council. Council members and those former Presidents who are Members of the Association shall be entitled to make nominations which shall be announced at one Council meeting and voted on at the next. The President shall not hold office for more than three years. But provided that during a period of national emergency the Council may extend the period of office at their discretion. And further provided that in exceptional circumstances he may be personally proposed and seconded and re-elected by a majority of at least three-fourths of all the members of Council present and voting to serve for a second consecutive term, which period shall not thereafter be extended. The nomination and election of the President shall be so arranged that in normal circumstances, the successful contender shall be enabled to serve for one year in the office of President-Elect prior to his assumption to the office of President, and on completion of their term of office, shall serve as Immediate Past President, at least until the subsequent President-elect has been appointed.
- 57.2 The President-Elect shall, in normal circumstances, serve for one year immediately prior to his assumption of the office of President and his tenure of office as President-Elect shall date from the Annual General Meeting at which the election of new Honorary Officers is announced.
- 58 Election of Honorary Officers, other than the President and the President-Elect, and of Ordinary Members of the Council, shall be by ballot conducted in a manner provided by the Bye-laws and shall be announced at the Annual General Meeting.

THE COUNCIL

- 59 A member of the Council must be a natural person aged 16 years or older and no one may be appointed a member of the Council if he or she would be disqualified from acting under the provisions of Article 67.
- 60 The Council shall consist of the Honorary Officers of the Association and twelve Ordinary Members (hereinafter called "the Ordinary Members of the Council") and two Trainee Members who shall be elected by ballot by the Trainee Members. If a Trainee Member should become an Ordinary Member during his term of membership of the Council he shall serve until the end of the year in which he has become an Ordinary Member. The Council shall have power from time to time to co-opt a

Secretary or Secretaries of the Committees of the Association who are Ordinary Members to be members of the Council for such period or periods as the Council may decide. Such co-opted members shall be entitled to speak at Meetings of the Council, and may also vote.

- 61 The Association in General Meeting may at any time and from time to time resolve that with effect from the next following Annual General Meeting the number of Ordinary Members of the Council shall be increased or reduced. Such resolution shall be made effective in the manner prescribed in these Articles.
- 62 A person who is not an Ordinary Member shall not in any circumstances be eligible to hold office as an Ordinary Member of the Council, except for the two Trainee Members referred to in Article 60. Subject to these Articles no person shall be a member of the Council for more than three consecutive years unless he is the holder of an Honorary Office, in which case he shall be eligible to remain a member of the Council until he ceases to hold such Honorary Office or if a second period of up to three years is ratified by the members at a General Meeting including (but not limited to) an AGM. Election of members of the Council shall be by ballot conducted in the manner provided by the Bye-laws and shall be announced at the Annual General Meeting.
- 63 Subject to the next preceding Article the Council may at any time and from time to time fill any vacancy amongst the Ordinary Members of the Council; provided that the maximum number of such members prescribed by or in accordance with the Articles shall not be exceeded. A person so appointed shall retain his office only until the next Annual General Meeting, but shall then eligible for re-election.
- 64 The Association may by ordinary resolution, of which special notice shall have been given in accordance with Section 168 of the Act, remove any Council member before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Association and such Council member. The Association may by ordinary resolution appoint another person in place of a Council member removed under this Article, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.
- 65 A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.

POWERS AND DUTIES OF THE TRUSTEES

- 66 Subject to the provisions of the Companies Acts and the Articles, the business of the Association shall be managed by the Council who may exercise all the powers of the Association. No alteration of the Articles shall invalidate any prior act of the Council which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

- 67 The office of a Trustee shall be vacated if:
- 67.1 being a member, he ceases to be a Member for any reason;
 - 67.2 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
 - 67.3 he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
 - 67.4 by notice in writing to the Association he resigns his office (but only if the number of Trustees necessary for a quorum at a Trustees' meeting will remain in office when the notice of resignation is to take effect);
 - 67.5 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;
 - 67.6 he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
 - 67.7 he absents himself from the meetings of the Council during a continuous period of six months without special leave of absence from the Council and they pass a resolution that he has by reason of such absence vacated office;
 - 67.8 he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006;

- 67.9 he is directly or indirectly interested in any proposed or actual transaction or arrangement with the Association and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006;
- 67.10 (notwithstanding the provisions of Article 74 which allow for video-conferencing and other similar facilities) he is not physically present for at least one Council meeting each year provided always that the Council then resolves to remove him under this Article 67.10; or
- 67.11 he comes to the end of his term of office under Article 62.

PROCEEDINGS OF THE COUNCIL

- 68 Subject to the Articles and the Bye-laws, the Council may regulate their proceedings as they think fit.
- 69 Unless otherwise resolved by the Council, the Council shall meet at least three times each Year.
- 70 The President or the Chair of Council may at any time, and the Secretary shall upon a requisition in writing from the President or any four members of the Council, stating the purposes for which the meeting is to be convened, call a meeting of the Council.
- 71 The quorum necessary for the transaction of business of the Council shall be seven members of the Council. A member of the Council shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Council is not entitled to vote.
- 72 Questions arising at any Council meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 73 The Chair shall be entitled to preside at all meetings of the Council. If there shall be no Chair or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice Chair (if any) shall act as chair of the meeting and if no Vice Chair is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Council present shall choose one of their number to be chair of the meeting.
- 74 Any of the Council, or any member of a committee of the Council, can take part in a Council meeting or committee meeting by way of a:

74.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or

74.2 series of video conferences or conference telephone calls from the Chair.

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

75 The Council may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

76 All acts bona fide done by any meeting of the Council, or of any committee of the Council, or by any person acting as a member of Council, shall be valid notwithstanding the participation in any vote of a member of Council:-

76.1 who was disqualified from holding office;

76.2 who had previously retired or who had been obliged by the Articles to vacate office;

76.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

if without the vote of that member of Council and that member of Council being counted in the quorum, the decision has been made by a majority of the Council at a quorate meeting.

77 Article 76 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 Council or of a committee of the Council if, but for Article 76, the resolution would have been void, or if the member of Council has not complied with Article 79.

78 A resolution in writing signed or approved by all the Council or all the members of any committee of the Council entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

DECLARATION OF INTERESTS

- 79 A member of Council must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A member of Council must absent himself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

- 80 If a conflict of interests arises for a member of Council 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 members of Council may authorise such a conflict of interests where the following conditions apply:
- 80.1 the conflicted member of Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 80.2 the conflicted member of Council 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
- 80.3 the members of Council consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest 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 member of Council or to a Connected Person.

COMMITTEES

- 81 The members of Council may appoint one or more committees consisting of three or more persons appointed by them at least one of whom must be a member of Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.

- 82 Any committee of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.

MINUTES

- 83 The Council must keep minutes of all:
- 83.1 appointments of members of Council and officers made by the Council;
 - 83.2 proceedings at General Meetings of the Association;
 - 83.3 meetings of the Council and committees of the Council including;
 - 83.3.1 the names of the persons present at the meeting;
 - 83.3.2 the decisions made at the meetings; and
 - 83.3.3 where appropriate the reasons for the decisions.
- 84 Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

ACCOUNTS

- 85 The Trustees shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

ANNUAL REPORT

- 86 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual report and its transmission to the Association Commission.

ANNUAL RETURN

- 87 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual return and its transmission to the Association Commission.

NOTICES

- 88 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Council or of any of its committees) shall be in writing

to the Address for the time being notified for that purpose to the person giving the notice.

- 89 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Association by the Member.
- 90 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Association can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.
- 91 Notwithstanding any other provisions of the Articles, the Association may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Association under the Companies Acts or the Companies Act 2006 ("**2006 Act**") or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

BANK ACCOUNT

- 92 Any bank account in which any part of the assets of the Association is deposited shall be operated by the Council and shall indicate the name of the Association. All cheques and orders for the payment of money from such account shall be signed in accordance with the Bye-Laws.

THE SEAL

- 93 The Seal shall only be used by the authority of the members of Council or of a Committee of the council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of Council and by the Secretary or by a second member of Council.

BYE-LAWS

- 94 Save so far as determined or provided by the Act, by law, or by the Articles, and subject as thereby respectively provided, the constitution and mode of government of the Association, the rights and obligations of the Members and the appointment, duties, powers and privileges of all officers, and of the Council, and of all Committees, shall be such as may from time to time be prescribed or determined by or in accordance with the Bye-laws, and the Bye-laws may from time to time be added to, amended or altered or repealed in manner prescribed by the Bye-laws. Provided that no Bye-law or alteration of a Bye-law shall be made under this power which would be inconsistent with or would repeal or detract from anything contained in the Memorandum of Association of the Association or the Articles.

INDEMNITY AND RESPONSIBILITY

- 95 To the extent permitted by sections 232 to 234 of the Companies Act 2006 but without prejudice to any indemnity to which a member of Council may otherwise be entitled, every member of Council or other Officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
- 96 Subject to Section 310 of the Act, no Honorary Officer, member of the Council or other Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Honorary Officer, member of the Council, or Officer, or for joining in any receipt of other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office, or in relation thereto.

BRANCHES

- 97 The Council may at any time and from time to time constitute branches of the Association and may fix the local area to be covered by such branch.

- 98 Each Member shall ipso facto be a member of the branch covering the area wherein he practices. In this context, the definition of the local area, subject to these Articles, shall be at the discretion of the Council and as prescribed in the Bye-laws.
- 99 The Council may at any time and from time to time vary the area covered by any branch or dissolve any branch, but in either case it shall give the members of each branch proposed to be affected at least one month's notice of its intention to vary the area covered by or to dissolve such branch.
- 100 Each branch may provide for the government of its affairs in Rules in such form as the Council shall approve provided always that no such Rules shall be valid or be approved by the Council unless they provide:
- 100.1 that any Member of the Association may attend any Meeting of the branch,
- 100.2 any Member of the branch may vote at a Meeting of the branch; and
- 100.3 that the branch shall not be deemed to be an agent for and shall have no power to impose any responsibility or liability on or to pledge the credit of the Association in respect of any acts, expenses, matters or things done or incurred by the branch or any Member thereon.

DISSOLUTION

- 101 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- 101.1 directly for the Objects;
- 101.2 to any charity or charities with purposes similar to the Objects; or
- 101.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 102 In no circumstances shall the net assets of the Association be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 101 is passed by the Members the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Association Commission.
- 103 Nothing in the Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

