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The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association
of
The British Geriatrics Society

Incorporated the 7th day of November 1974

Company No. 1189776

(Amended 17 May 2012, 16 October 2015 and 25 November 2016)

Memorandum of Association
of
The British Geriatrics Society

We the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

Names, addresses and descriptions of subscribers

Bryan Moore-Smith
Wolmers
Stonham Aspal
Stowmarket
Suffolk
(Consultant physician in geriatrics)

Peter Henry Millard
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(Consultant physician in geriatrics)

Arthur Norman Exton-Smith
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Totteridge
N20
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Cheshire
(Professor of geriatric medicine)

DATED this 19th day of September 1974

WITNESS to the above signatures:-

Eluned Woodford-Williams
110 Queen Alexandra Road
Sunderland
County Durham

The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

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The British Geriatrics Society

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The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

The British Geriatrics Society

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in Schedule 1 at the end of the Articles.

INCORPORATION OF SCHEDULE 2

2. Incorporation of Schedule 2

Schedule 2 to these Articles, incorporating provisions formerly in the Memorandum of Association of the Association, forms part of these Articles.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

3. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

4. Members' reserve power

4.1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.

4.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

5. Chair

The Chair of the Trustees shall be the President.

6. Trustees may delegate

6.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

- 6.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee.
- 6.3 Any delegation by the Trustees may be:
- 6.3.1 by such means;
 - 6.3.2 to such an extent;
 - 6.3.3 in relation to such matters or territories; and
 - 6.3.4 on such terms and conditions;
- as they think fit.
- 6.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 6.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 6.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

7. Committees

- 7.1 In the case of delegation to committees:
- 7.1.1 the resolution making the delegation must specify who the chair of the committee shall be and the chair shall have delegated authority to decide who shall serve or be asked to serve on the committee (although the Trustees shall retain the power to remove any individual from a committee, including the chair of the committee);
 - 7.1.2 the composition of any committee shall be entirely in the discretion of the Trustees;
 - 7.1.3 a summary of the deliberations of any committee must be reported regularly to the Trustees and any significant resolution passed or decision taken by any committee must be reported promptly to the Trustees;
 - 7.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 7.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

- 7.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

8. Delegation of day to day management powers

In the case of delegation of the day to day management of the Association to a chief executive or other manager or managers:

- 8.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within financial limits approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;
- 8.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 8.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

9. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 9.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 9.2 timely reports of all transactions are provided to the Trustees;
- 9.3 the performance of the investments is reviewed regularly with the Trustees;
- 9.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 9.5 the investment policy and the delegation arrangements are reviewed regularly;
- 9.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 9.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

10. Rules

- 10.1 The Trustees may from time to time make, repeal or alter such rules as they think fit as to the management of the Association and its affairs. The rules shall be binding on all members of the Association. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

- 10.2 The rules may regulate the following matters but are not restricted to them:

10.2.1 the duties of any officers or employees of the Association;

- 10.2.2 the admission of members of the Association and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 10.2.3 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - 10.2.4 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);
 - 10.2.5 the procedure at general meetings;
 - 10.2.6 any of the matters or things within the powers or under the control of the Trustees; and
 - 10.2.7 generally, all such matters as are commonly the subject matter of company rules.
- 10.3 The Association in general meeting has the power to alter, add to or repeal the rules.

DECISION-MAKING BY TRUSTEES

11. Trustees to take decisions collectively

Any decision of the Trustees must be either:

- 11.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 16); or
- 11.2 a unanimous decision taken in accordance with Article 17.

12. Calling a Trustees' meeting

- 12.1 A Trustee may and, on the request of a Trustee, the Company Secretary shall, at any time, call a Trustees' meeting.
- 12.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
 - 12.2.1 all the Trustees agree; or
 - 12.2.2 urgent circumstances require shorter notice.
- 12.3 Notice of Trustees' meetings must be given to each Trustee except any Trustee who is absent from the UK.
- 12.4 Every notice calling a Trustees' meeting must specify:
 - 12.4.1 the place, day and time of the meeting;
 - 12.4.2 the general nature of the business to be considered at such meeting; and

- 12.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.5 Notice of Trustees' meetings need not be in Writing.
- 12.6 Article 50 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

13. Participation in Trustees' meetings

- 13.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 13.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Quorum for Trustees' meetings

- 14.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees and, unless otherwise determined, in the normal course of business shall be six but where the Trustees decide that exceptional circumstances exist a meeting of the Trustees shall be quorate if two trustees are present.
- 14.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
 - 14.3.1 to appoint further Trustees; or
 - 14.3.2 to call a general meeting so as to enable the members to appoint further Trustees.

15. Chairing of Trustees' meetings

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

16. Casting vote

- 16.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 16.2 Article 16.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. Unanimous decisions without a meeting

- 17.1 A decision is taken in accordance with this Article 17 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. The Trustees cannot rely on this Article to make a decision if one or more of the Trustees has a Conflict of Interest which, under Article 18, results in them not being entitled to vote.
- 17.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.
- 17.3 A decision which is made in accordance with this Article 17 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - 17.3.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
 - 17.3.2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 17.3;
 - 17.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
 - 17.3.4 the Recipient must prepare a minute of the decision in accordance with Article 53 (minutes).

18. Trustee interests and management of conflicts of interest

Declaration of interests

- 18.1 Unless Article 18.2 applies, a Trustee must declare the nature and extent of:
 - 18.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and

18.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.

18.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

18.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

18.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

18.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of the Association and which is available generally to the beneficiaries of the Association;
- (b) payment under the indemnity set out at Article 49; and
- (c) reimbursement of expenses in accordance with Schedule 2; or

18.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 18.5.

18.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 18.5, he or she must:

18.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

18.5.2 not be counted in the quorum for that part of the process; and

18.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Association

18.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

18.6.1 the Trustee shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

18.6.2 the Trustee shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

19. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

20. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES AND CERTAIN OFFICERS

21. Number and Composition of Trustees

21.1 There shall be at least six Trustees comprising:

21.1.1 the President;

21.1.2 the President-Elect;

21.1.3 the chairs of each of the four National Councils;

21.1.4 the chair of the Trainees Council;

21.1.5 the chair of the Nurses and Allied Health Professionals Council;

21.1.6 the Honorary Secretary;

21.1.7 the Honorary Treasurer; and

21.1.8 up to two Lay Trustees.

21.2 For the avoidance of doubt, the Deputy Honorary Secretary, Deputy Honorary Treasurer and any Vice President(s) shall not be Trustees.

22. Appointment and Term of Office of Trustees, the Deputy Honorary Secretary and Deputy Honorary Treasurer

22.1 Any person who is willing to act as a Trustee, and who:

22.1.1 is a member of the Association (save for appointment as Lay Trustees who are not required to be members of the Association); and

- 22.1.2 who would not be disqualified from acting under the provisions of Article 23 may become a Trustee.
- 22.2 Trustees, the Deputy Honorary Secretary and Deputy Honorary Treasurer shall take office as follows:
- 22.2.1 the President, Honorary Secretary and Honorary Treasurer shall take office by succession in accordance with Article 22.3;
- 22.2.2 the President-Elect, Deputy Honorary Secretary and Deputy Honorary Treasurer shall be appointed by a ballot of the members in accordance with Article 22.4;
- 22.2.3 the Lay Trustees shall be appointed by the Trustees; and
- 22.2.4 each chair of a National Council, the chair of the Trainees Council, and the chair of the Nurses and Allied Health Professionals Council shall take office as a Trustee ex-officio.
- 22.3 The individual who holds the office of:
- 22.3.1 President-Elect shall as soon as the current President ceases to act automatically become the next President;
- 22.3.2 Deputy Honorary Secretary shall as soon as the current Honorary Secretary ceases to act automatically become the next Honorary Secretary; and
- 22.3.3 Deputy Honorary Treasurer shall as soon as the current Honorary Treasurer ceases to act automatically become the next Honorary Treasurer.
- 22.4 In the event of a vacancy or impending vacancy in the office of President-Elect, Deputy Honorary Secretary and/or Deputy Honorary Treasurer, the Association shall hold a ballot of the members for the appointment of the President-Elect, Deputy Honorary Secretary and/or Deputy Honorary Treasurer (as the case may be) in accordance with such rules and such timetable as the Trustees may determine from time to time. The result of such ballot will be announced at the next following annual general meeting and the new President-Elect, Deputy Honorary Secretary or Deputy Honorary Treasurer, as appropriate, will take office from the end of such meeting.
- 22.5 Subject to Article 23:
- 22.5.1 the President, President-Elect, Honorary Secretary and Lay Trustees shall remain in office until the second annual general meeting after he or she was appointed; and
- 22.5.2 the Honorary Treasurer shall remain in office until the third annual general meeting after he or she was appointed.

Maximum term

22.6 A Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:

22.6.1 the anniversary of the commencement of his or her break from office; and

22.6.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.

For the purposes of this Article 22.6 a term of office shall include a term for which the Trustee was appointed ex officio.

Minimum age

22.7 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

23. Disqualification and removal of Trustees, the Deputy Honorary Secretary and Deputy Honorary Treasurer

A Trustee, the Deputy Honorary Secretary and Deputy Honorary Treasurer shall cease to hold office if:

23.1 he or she is a Trustee and ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

23.2 he or she is disqualified under the Charities Act 1993 from acting as a trustee of a charity;

23.3 he or she is a Trustee (and not a Lay Trustee) and he or she ceases to be a member of the Association and the Trustees resolve that he or she be removed for this reason;

23.4 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

23.5 a composition is made with his or her creditors generally in satisfaction of his or her debts;

23.6 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

23.7 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but, if he or she is a Trustee, only if at least six Trustees will remain in office when such resignation has taken effect);

23.8 he or she is a Trustee and he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;

- 23.9 at a general meeting of the Association, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;
- 23.10 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

PATRONS

24. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Association on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Association and shall also have the right to receive accounts of the Association when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Becoming a member

- 25.1 The members of the Association shall be such persons as are admitted to membership by the Trustees in accordance with the Articles.
- 25.2 No person may become a member of the Association unless:
- 25.2.1 that person is a registered health practitioner, researcher, retired health practitioner or retired researcher;
 - 25.2.2 that person has applied for membership in a manner approved by the Trustees; and
 - 25.2.3 the Trustees have approved the application.
- 25.3 The Trustees may from time to time prescribe further criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

Subscriptions

- 25.4 Every member of the Association shall pay the required subscription funds to the Association.
- 25.5 The subscription shall be proposed by the Trustees and approved by an ordinary resolution of the members at a general meeting.
- 25.6 There may be different subscriptions for different categories of membership.

Register of members

25.7 The names of the members of the Association must be entered in the register of members.

26. Termination of membership

26.1 Membership is not transferable.

26.2 A member shall cease to be a member:

26.2.1 if the member dies;

26.2.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

26.2.3 on the expiry of at least seven Clear Days' notice given by the member to the Association of his or her intention to withdraw;

26.2.4 if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid at the end of the period of three calendar months beginning with the due date. The Trustees may re-admit to membership any person who ceases to be a member on this ground on him or her paying such reasonable sum as the Trustees may determine; or

26.2.5 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Association. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by him or her.

27. Categories of membership

27.1 Subject to Article 27.2, the Trustees may establish such different categories of membership as they think fit. The Trustees may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

27.2 The Trustees may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

28. Associate members

The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the

obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make, provided that no such associate members shall be members of the Association for the purposes of the Articles or the Companies Acts.

NATIONAL AND TRAINEES COUNCILS

29. National Councils

29.1 The members of the Association shall be divided into the following geographic groups:

29.1.1 England;

29.1.2 Northern Ireland;

29.1.3 Scotland; and

29.1.4 Wales.

29.2 There shall be National Councils for each of the geographic groups England, Northern Ireland, Scotland and Wales.

29.3 A member shall belong to one national group only, but shall be entitled to elect (and change his or her election) by notifying the Company Secretary, in writing, the national group to which he belongs and, in the absence of any such election, shall belong to the national group of the country or principality in which is situated his or her registered address as a member.

29.4 The meetings and proceedings of a national group and a National Council shall be governed by the provisions of these Articles for regulating meetings and proceedings of the Association and the Trustees, so far as applicable, and, so far as the same shall not be superseded by any regulations made by the Trustees.

29.5 The mandatory officers of each National Council shall be a chair, and an honorary secretary and a representative Trustee, who can be the chair or honorary secretary in dual capacity. There may be other officers, but shall not be mandatory.

29.6 The Trustees shall determine the delegated powers of each National Council, from time to time, as the Trustees think fit.

30. Trainees Council and Nurses and Allied Health Professionals Council

30.1 There shall be:

30.1.1 a Trainees Council which shall represent members who are trainees; and

30.1.2 a Nurses and Allied Health Professionals Council which shall represent members who are nurses or allied health professionals

30.2 The meetings and proceedings of the Trainees Council and the Nurses and Allied Health Professionals Council shall be governed by the provisions of these Articles for

regulating meetings and proceedings of the Association and the Trustees, so far as applicable, and, so far as the same shall not be superseded by any regulations made by the Trustees.

- 30.3 The mandatory officers of the Trainees Council and of the Nurses and Allied Health Professionals Council shall be a chair, and an honorary secretary and a representative Trustee, who can be the chair or honorary secretary in dual capacity. There may be other officers, but shall not be mandatory.
- 30.4 The Trustees shall determine the delegated powers of the Trainees Council and of the Nurses and Allied Health Professionals Council, from time to time, as the Trustees think fit.

ORGANISATION OF GENERAL MEETINGS

31. Annual general meetings

The Association must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

32. Other general meetings

- 32.1 The Trustees may call a general meeting at any time.
- 32.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

33. Length of notice

All general meetings must be called by either:

- 33.1 at least 14 Clear Days' notice; or
- 33.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

34. Contents of notice

- 34.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 34.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 34.3 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Association.
- 34.4 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at

the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice.

35. Service of notice

Notice of general meetings must be given to every member, to the Trustees, to any patron(s) and to the auditors of the Association.

36. Quorum for general meetings

36.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

36.2 The quorum shall be twenty persons entitled to vote on the business to be transacted.

36.3 If a quorum is not present within half an hour from the time appointed for the meeting:

36.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

36.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

37. Chairing general meetings

37.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.

37.2 If neither the Chair nor any Trustee nominated in accordance with Article 37.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.

37.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person and entitled to vote or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

38. Attendance and speaking by Trustees, patrons and non-members

38.1 Trustees may attend and speak at general meetings, whether or not they are members.

38.2 Patrons may attend and speak at general meetings, whether or not they are members.

38.3 The chair of the meeting may permit other persons who are not members of the Association (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

39. Adjournment

39.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

39.1.1 the meeting consents to an adjournment; or

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

39.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

39.3 When adjourning a general meeting, the chair of the meeting must:

39.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

39.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

39.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:

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

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

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

VOTING AT GENERAL MEETINGS

40. Voting: general

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

40.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

40.2.1 has or has not been passed; or

40.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a

declaration in minutes of the meeting recorded in accordance with Article 53 is also conclusive evidence of that fact without such proof.

41. Votes

Votes on a show of hands

41.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

41.1.1 each member present in person; and

41.1.2 (subject to Article 45.2) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution.

Votes on a poll

41.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

41.2.1 every member present in person; and

41.2.2 every member present by proxy (subject to Article 45.2).

General

41.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

41.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Association have been paid.

42. Errors and disputes

42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

42.2 Any such objection must be referred to the chair of the meeting whose decision is final.

43. Poll votes

43.1 A poll on a resolution may be demanded:

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

43.1.2 by any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes;
or

- 43.1.3 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 43.2 A poll may be demanded by:
 - 43.2.1 the chair of the meeting;
 - 43.2.2 three or more persons having the right to vote on the resolution;
 - 43.2.3 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 43.3 A demand for a poll may be withdrawn if:
 - 43.3.1 the poll has not yet been taken; and
 - 43.3.2 the chair of the meeting consents to the withdrawal.

44. Procedure on a poll

- 44.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 44.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 44.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 44.4 A poll on:
 - 44.4.1 the election of the chair of the meeting; or
 - 44.4.2 a question of adjournment;must be taken immediately.
- 44.5 Other polls must be taken within 30 days of their being demanded.
- 44.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 44.7 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.

44.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

45. Proxies

Power to appoint

45.1 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

45.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

45.2.1 states the name and address of the member appointing the proxy;

45.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

45.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

45.2.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

45.3 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

45.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

45.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

45.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

45.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

46. Delivery of Proxy Notices

46.1 The Proxy Notification Address in relation to any general meeting is the registered office of the Association.

Attendance of member

46.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the

Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 46.3 Subject to Articles 46.4 and 46.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 46.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 46.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
 - 46.5.1 received in accordance with Article 46.3; or
 - 46.5.2 given to the chair, Company Secretary or any Trustee at the meeting at which the poll was demanded.

Interpretation

- 46.6 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 46.

Revocation

- 46.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 46.8 A notice revoking the appointment of a proxy only takes effect if it is received before:
 - 46.8.1 the start of the meeting or adjourned meeting to which it relates; or
 - 46.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 46.9 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.

47. Amendments to resolutions

- 47.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 47.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
 - 47.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 47.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 47.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 47.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 47.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

48. Written resolutions

General

- 48.1 Subject to this Article 48 a written resolution agreed by:
- 48.1.1 members representing a simple majority; or
 - 48.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- 48.2 On a written resolution each member shall have one vote.
- 48.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 48.4 A members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 48.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.

- 48.6 In relation to a resolution proposed as a written resolution of the Association the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 48.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 48.8 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts.

Signifying agreement

- 48.9 A member signifies his or her agreement to a proposed written resolution when the Association receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 48.9.1 identifying the resolution to which it relates; and
- 48.9.2 indicating the member's agreement to the resolution.
- 48.10 For the purposes of Article 48.9:
- 48.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 48.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Association; or
- (b) where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.
- 48.11 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

INDEMNITY

49. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Association shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

50. Communications by the Association

Methods of communication

50.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

50.1.1 in Hard Copy Form;

50.1.2 in Electronic Form; or

50.1.3 by making it available on a website.

50.2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

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

Deemed delivery

50.4 A member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

50.5 Where any Document or information is sent or supplied by the Association to the members:

50.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

50.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

50.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

50.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

50.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:

50.7.1 if the Document or information has been sent to a member or Trustee and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the member's or Trustee's postal address as shown in the Association's register of members or Trustees, but may in its discretion choose to do so;

50.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

50.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

50.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.

50.9 Notices of general meetings need not be sent to a member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a member for whom the Association does not have a current Address.

51. Communications to the Association

The provisions of the Companies Acts shall apply to communications to the Association.

52. Irregularities

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

53. Minutes

The Trustees must cause minutes to be made:

- 53.1 of all appointments of officers made by the Trustees;
- 53.2 of all resolutions of the Association and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 53.3 of all proceedings at meetings of the Association and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and
- 53.4 any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Association, be sufficient evidence of the proceedings.

54. Records and accounts

- 54.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
 - 54.1.1 annual reports;
 - 54.1.2 annual returns; and
 - 54.1.3 annual statements of account.
- 54.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member.

55. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE 1

INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2 “Articles”	the Association’s articles of association;
1.3 “Association”	The British Geriatrics Society (company number: 01189776 and charity number: 268762) of Marjory Warren House, 31 St John’s Square, London EC1M 4DN;
1.4 “Chair”	has the meaning given in Article 5;
1.5 “Company Secretary”	the individual appointed as the company secretary of the Association;
1.6 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7 “Clear Days”	in relation to the period of a notice, that 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;
1.8 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.9 “Connected”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is

mentioned at (a) or (b); or

(d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

- 1.10 “Deputy Honorary Secretary” an individual appointed as the deputy to the Honorary Secretary in accordance with Article 22.4;
- 1.11 “Deputy Honorary Treasurer” an individual appointed as the deputy to the Honorary Treasurer in accordance with Article 22.4;
- 1.12 “Document” includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.13 “Electronic Form” and “Electronic Means” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.14 “Financial Expert” an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.15 “Hard Copy” and “Hard Copy Form” have the meanings respectively given to them in the Companies Act 2006;
- 1.16 “Honorary Secretary” an individual appointed as a Trustee and to that office in accordance with Article 22.3;
- 1.17 “Honorary Treasurer” an individual appointed as a Trustee and to that office in accordance with Article 22.3;
- 1.18 “Lay Trustee” an individual appointed as a Trustee and to that office in accordance with Article 22.2.3;
- 1.19 “National Council” has the meaning given in Article 29;
- 1.20 “Nurses and Allied Health Professionals Council” has the meaning given in Article 30;
- 1.21 “President” the president of the Association who takes office in accordance with Article 22.3;
- 1.22 “President-Elect” an individual appointed as a Trustee and to that office in accordance with Article 22.4;
- 1.23 “Proxy Notice” has the meaning given in Article 45.2;

- 1.24 “Proxy Notification Address” has the meaning given in Article 46;
- 1.25 “Public Holiday” means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.26 “Trainees Council” has the meaning given in Article 30;
- 1.27 “Trustee” a director of the Association, and includes any person occupying the position of director, by whatever name called;
- 1.28 “Vice President” an individual appointed as a vice president; and
- 1.29 “Writing” 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.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.

SCHEDULE 2

MEMORANDUM OF ASSOCIATION OF THE BRITISH GERIATRICS SOCIETY

1. The name of the Company (hereinafter called "the Association") is "THE BRITISH GERIATRICS SOCIETY".
2. The registered office of the Association will be situate in England.
3. Objects for which the Association is established are the relief of suffering and distress amongst the aged and infirm by the improvement of standards of medical care for such persons, the holding of meetings and the publication of papers, the encouragement of research of special problems of such persons, and the publication and distribution of the results of such research.

In furtherance of the said objects, the Association shall have the following powers:-

- (A)(i) to take over the whole, or such part, of the property and funds as can be legally vested in the Association of the property and funds of the unincorporated institution called The British Geriatrics Society;
- (A)(ii) to employ all such officers and servants as may be required for the purposes of the Association;
- (B) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
- (C) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association;
- (D) to undertake and execute any charitable trust which may lawfully be undertaken by the Association;
- (E) to borrow or raise money for the purposes of the Association;
- (F) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject, nevertheless, to such conditions (if any) and such consents (if any) as may, for the time being, be imposed or required by law and subject also as hereinafter provided;
- (G) to establish and support, or aid in the establishment and support of, any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;
- (H) to provide indemnity insurance to cover the liability of the Trustees 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 Association: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Association;

- (I) to do all such other things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with, or invest the same, in such manner as allowed by law, having regard to such trusts;
- (ii) the Association's objects shall not extend to the regulation of relations between workers and employers, or organisations of workers and organisations of employers;
- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent, as may be required by law and, as regards any such property, the council of management or governing body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such council of management or governing body, have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such council of management or governing body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association shall be applied solely towards the promotion of its objects, as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever, by way of profit, to members of the Association and no member of its council of management or governing body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its council of management or governing body) for any services rendered to the Association;
 - (b) of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its council of management or governing body;
 - (c) to any member of its council of management or governing body of out-of-pocket expenses;
 - (d) to a company of which a member of the Association or of its council of management or governing body may be a member, holding not more than one-hundredth part of the capital of such company;
 - (e) under an indemnity in respect of any liabilities properly incurred in running the Association (including the cost of a successful defence to criminal proceedings);
 - (f) of any premium in respect of any indemnity insurance to cover the liability of the Trustees which, by virtue of any rule of law, might attach to them in respect of any negligence, default, breach of trust or breach of duty of which they might be guilty in relation to the Association: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustee knew to be a breach of trust or breach of duty, or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the cost of an unsuccessful defence to a criminal prosecution brought against a Trustee in his or her capacity as a Trustee.
5. No addition, alteration or amendment shall be made to or in the provisions of the memorandum or articles of association for the time being in force, unless the same shall have been previously submitted to, and approved by, the Department of Trade and Industry.
 6. The fourth and fifth paragraphs of this memorandum contain conditions to which a licence granted by the Secretary of State for Trade and Industry to the Association in pursuance of Section 30 of the Companies Act 1985 is subject.
 7. The liability of the members is limited.
 8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same 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, such amount as may be required, not exceeding One pound (£1.00).
 9. If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among, the members of the Association, but shall be given or

transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under, or by virtue of, Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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