

**A Company Limited by Guarantee  
and not having a share capital**

**Articles of Association**

**of**

**EUROPEAN ORTHODONTIC SOCIETY**

*(adopted by special resolution on 29th June 2013)*

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## Articles of Association

of

### EUROPEAN ORTHODONTIC SOCIETY

Company No. 4539916

*(adopted by special resolution on the 29th June 2013)*

#### 1 Name

1.1 The company's name is the European Orthodontic Society (and in this document it is called the '**Company**').

#### 2 Interpretation

2.1 In these articles:

'address'	means a postal address or, for the purposes of electronic communication, a fax number, an email address or a telephone number for receiving text messages, in each case, registered with the Company;
'the articles'	means the Company's articles of association;
'clear days'	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul>
'Commission'	means the Charity Commission for England and Wales;
'Companies Acts'	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
'connected'	has the meaning set out in article 2.3;
'Council'	means the officers and 'Councillors' shall be construed accordingly;
'directors'	means the directors of the Company; the directors are charity trustees as defined by section 177 of the Charities Act 2011;
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form;

‘Elected Officers’	means all Councillors (including the President, Presidents Elect, the Secretary, the Treasurer and the Editor);
‘electronic form’	has the meaning given in section 1168 of the Companies Act 2006;
‘officers’	includes the directors and the Elected Officers;
‘the seal’	means the common seal of the Company if it has one;
‘Secretary’	means any person appointed to perform the duties of the secretary of the Company;
‘the United Kingdom’	means Great Britain and Northern Ireland;

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

2.3 In these articles ‘connected’ means:

2.3.1 a person who is a child (including a step-child), parent, grandchild, grandparent, brother or sister of the director;

2.3.2 the spouse or civil partner of the director, or a person living with the director as that person’s husband or wife or enduring partner (and whether of the same sex or a different sex) or of any person falling within article 2.3.1;

2.3.3 a person carrying on business in partnership with the director or with any person falling within article 2.3.1 or article 2.3.2;

2.3.4 an institution which is controlled:

2.3.4.1 by the director or any connected person falling within articles 2.3.1 to 2.3.3; or

2.3.4.2 by two or more persons falling within article 2.3.4.1 when taken together;

(and for the purposes of this definition a person controls an institution if he is able to secure that the affairs of the institution are conducted in accordance with his wishes);

2.3.5 a body corporate in which:

2.3.5.1 the director or any connected person falling within articles 2.3.1 to 2.3.3 has a substantial interest (as defined in article 2.3.6); or

2.3.5.2 two or more persons falling within article 2.3.5.1 who, when taken together, have a substantial interest;

- 2.3.6 for the purposes of article 2.3.5, a person has a substantial interest in a body corporate if the person or institution in question:
- 2.3.6.1 is interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
  - 2.3.6.2 is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body;
- 2.3.7 the rules set out in Schedule 1 to the Companies Act 2006 shall apply for the purposes of article 2.3.5. above as they apply for the purposes of sections 254 and 255 of that Act (*'connected persons' etc*); and
- 2.3.8 in this article 'equity share capital' and 'share' have the same meaning as in that Act.
- 2.4 Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.
- 2.5 Apart from the exception mentioned in article 2.4, a reference to an Act of Parliament includes any statutory modification or re-enactment of it in force for the time being.

### **3 Liability of members**

- 3.1 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
- 3.1.1 payment of the Company's debts and liabilities incurred before he or she ceases to be a member;
  - 3.1.2 payment of the costs, charges and expenses of winding up; and
  - 3.1.3 adjustment of the rights of the contributories among themselves.

### **4 Objects**

- 4.1 The company's objects (Objects) are to advance all aspects of orthodontics and its relations with the collateral arts and sciences for the public benefit.

### **5 Powers**

- 5.1 The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has power:
- 5.1.1 to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the

Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company;

- 5.1.2 to organise or make grants towards the cost of others organising exhibitions, meetings, lectures, classes, examinations, seminars, courses of instruction, conferences or broadcasts;
- 5.1.3 to provide or procure the provision of counselling and guidance in furtherance of the objects of the Company or any of them;
- 5.1.4 to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the Objects or for the purpose of informing contributors and others of the needs or progress of the Company;
- 5.1.5 to raise funds by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient. In doing so, the Company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 5.1.6 to carry out trade insofar as either:
  - 5.1.6.1 the trade is exercised in the course of carrying out the Objects; or
  - 5.1.6.2 the trade is temporary and ancillary to the carrying out of the Objects;
- 5.1.7 to accept any gifts, endowments, legacies, bequests, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions, provided that, in relation to any contributions subject to any special trusts or conditions, the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 5.1.8 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.9 to make planning applications, applications for consent under byelaws or building regulations and other like applications;
- 5.1.10 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 5.1.11 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 5.1.12 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.13 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.14 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.15 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.16 to employ and remunerate such staff as are necessary for carrying out the work of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants;
- 5.1.17 subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and in the same manner to:
  - 5.1.17.1 deposit or invest funds;
  - 5.1.17.2 employ a professional fund-manager; and
  - 5.1.17.3 arrange for the investments or other property of the Company to be held in the name of a nominee;
- 5.1.18 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.1.19 to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- 5.1.20 to establish and control one or more companies to assist or act as agents for the Company either alone or jointly with others;
- 5.1.21 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

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

- 6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 6.2 A director is entitled to be reimbursed from the property of the Company or

may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.

- 6.3 A director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.4 A director may receive an indemnity from the Company in the circumstances specified in article 40.
- 6.5 A director may not receive any other benefit or payment unless it is authorised by article 7.
- 6.6 Subject to article 7, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a director receiving:
  - 6.6.1 a benefit from the Company in the capacity of a beneficiary of the Company;
  - 6.6.2 reasonable and proper remuneration for any goods or services supplied to the Company.

## **7 Benefits and payments to Company directors and connected persons**

- 7.1 No director or connected person may:
  - 7.1.1 buy any goods or services from the Company on terms preferential to those applicable to members of the public;
  - 7.1.2 sell goods, services, or any interest in land to the Company;
  - 7.1.3 be employed by, or receive any remuneration from, the Company;
  - 7.1.4 receive any other financial benefit from the Company.
- 7.2 In article 7.1 a '**financial benefit**' means a benefit, direct or indirect, which is either money or has a monetary value.

## **8 Remuneration of directors**

- 8.1 The directors must not be paid any remuneration.
- 8.2 Any person who accepts any form of remuneration or benefit from the Company (except the proper reimbursement of expenses) must resign immediately.

## **9 Declaration of directors' interests**

- 9.1 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

- 9.2 A director must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

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

- 10.1 If a conflict of interests arises for a director 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 un-conflicted directors may authorise such a conflict of interests where the following conditions apply:
- 10.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 10.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - 10.1.3 the un-conflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 10.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **11 Members**

- 11.1 The subscribers to the memorandum are the first members of the Company.
- 11.2 Membership is open to individuals who:
- 11.2.1 apply to the Company in the form required by the directors; and
  - 11.2.2 have been nominated in writing by at least one existing member; and
  - 11.2.3 (unless expressly waived by the directors) are permanently resident in Europe; and
  - 11.2.4 are approved by the Council.
- 11.3 The directors may only refuse an application for membership to a person who fulfils the criteria set out in article 11.2 if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
- 11.4 The Council shall not be obliged to give reasons for refusing to accept any person as a member.
- 11.5 Membership is not transferable.

- 11.6 The directors must keep a register of names and addresses of the members. It is the responsibility of individual members to maintain up-to-date details on this register.

## **12 Classes of membership and Patrons**

- 12.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members and in a memorandum published on the website of the Company. At the date of these articles, membership consists of the following categories:

12.1.1 members (in this article referred to as ‘**full members**’)

12.1.2 associate members,

12.1.3 postgraduate members,

12.1.4 life members and

12.1.5 honorary members.

- 12.2 No person other than full members shall have any right to vote at any general meeting of the Company unless such right is conferred by regulations made by the Council.

- 12.3 The directors may alter the rights or obligations attached to a class of membership other than the rights of full members by a resolution of the Council and the Council shall notify all those affected by publishing a memorandum on the website of the Company in accordance with article 39.4.

- 12.4 The rights attached to full membership may only be varied if:

12.4.1 three-quarters of the full members consent in writing to the variation;  
or

12.4.2 a special resolution is passed at a separate general meeting of the full members agreeing to the variation.

- 12.5 The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of full members.

- 12.6 The Council may in its discretion appoint any person to be a Patron of the Company (and remove any Patron) on such terms as they shall think fit. A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice of general meetings as if he was a member and shall also have the right to receive accounts of the Company when they are available to members.

## **13 Termination of membership**

- 13.1 Membership is terminated if:

13.1.1 the member dies;

- 13.1.2 the member resigns by written notice to the Company unless, after the resignation, there would be less than two members;
  - 13.1.3 any sum due from the member to the Company is not paid in full within three months of it falling due and after notice has been served on the member informing him that he will be removed from membership if it is not paid;
  - 13.1.4 (subject to article 13.2) the member ceases to reside permanently in Europe;
  - 13.1.5 the member is removed from membership by a resolution of the directors that it is in the best interests of the Company that his or her membership is terminated, passed by not less than three-quarters of the officers present and voting.
- 13.2 A full member who ceases to reside in Europe shall become an associate member unless the notice of resignation specifies an intention to resign as a member of the Company.
- 13.3 The Council may readmit to membership of the Company any person removed under article 13.1.3 if he pays in full the outstanding subscription and any other sums then payable.
- 13.4 A resolution to remove a member from membership may only be passed if:
- 13.4.1 the member has been given at least fourteen days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - 13.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting either in person or in writing.

## **14 General meetings**

- 14.1 The Company must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 14.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 14.3 The directors may call a general meeting at any time.

## **15 Notice of general meetings**

- 15.1 The minimum periods of notice required to hold a general meeting of the Company are:
  - 15.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

15.1.2 fourteen clear days for all other general meetings.

15.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

15.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted, If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 20.

15.4 The notice must be given to all the members and to the officers and auditors.

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

## 16 **Proceedings at general meetings**

16.1 No business shall be transacted at any general meeting unless a quorum is present.

16.2 A quorum is whichever is the greater of:

16.2.1 ten full members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

16.2.2 one tenth of the full membership at the time.

16.3 The meeting shall be adjourned to such time and place as the directors shall determine if:

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

16.3.2 during a meeting, a quorum ceases to be present.

16.4 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

## 17 **Chair of general meetings**

17.1 General meetings shall be chaired by the President (as defined in article 26) or in his absence the Immediate Past President.

17.2 If neither the President nor the Immediate Past President are present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.

- 17.3 If there is only one director present and willing to act, he or she shall chair the meeting.
- 17.4 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

## **18 Adjournment**

- 18.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 18.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 18.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## **19 Voting**

- 19.1 Any vote at a meeting shall be decided by a show of hands of the members attending and entitled to vote unless before, or on the declaration of the result of the show of hands, a poll is demanded:
- 19.1.1 by the person chairing the meeting; or
- 19.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 19.1.3 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 at the meeting.
- 19.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 19.3 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 19.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 19.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 19.6 A poll must be taken in such manner as the person who is chairing the meeting directs and he or she may appoint scrutineers (who need not be

members) and he or she may fix a time and place for declaring the results of the poll.

- 19.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 19.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 19.9 A poll demanded on any other question may be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 19.10 The poll must be taken within thirty days after it has been demanded.
- 19.11 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 19.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## 20 **Content of proxy notices**

- 20.1 Proxies may only validly be appointed by a notice in writing (a '**proxy notice**') which:
  - 20.1.1 states the name and address and membership number of the member appointing the proxy;
  - 20.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 20.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 20.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 20.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 20.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 20.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 20.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 20.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
  - 20.4.3

## **21 Delivery of proxy notices**

- 21.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 21.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 21.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 21.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **22 Written resolutions**

- 22.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than three-quarters) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - 22.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 22.1.2 a simple majority (or in the case of a special resolution a majority of not less than three-quarters) of members has signified its agreement to the resolution; and
  - 22.1.3 it is contained in an authenticated document which has been received at the Company's registered office within the period of twenty eight days beginning with the circulation date.
- 22.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **23 Votes of members**

- 23.1 Subject to articles 22.3 and 23.4, every full member shall have one vote.
- 23.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 23.3 No member shall debate or vote on any matter in which he is personally interested without the permission of the majority of the persons present and voting at the meeting.
- 23.4 Every member eligible to vote must be able to prove his eligibility by the production of evidence satisfactory to the person who is chairing the meeting that he is eligible.

## **24 Directors**

- 24.1 A director must be a natural person aged 16 years or older.
- 24.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 27.
- 24.3 The minimum number of directors shall be thirteen but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. The Council shall consist of the following directors and other officers appointed in accordance with article 26:
- 24.3.1 the President;
- 24.3.2 the Immediate Past President;
- 24.3.3 five Presidents Elect;
- 24.3.4 three Past Presidents;
- 24.3.5 three Councillors (who shall be from countries of Europe other than those represented by other Councillors);
- 24.3.6 the Treasurer;
- 24.3.7 the Secretary; and
- 24.3.8 the Editor.
- 24.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## **25 Powers of directors**

- 25.1 The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 25.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 25.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 25.4 No director is permitted to sign a cheque or other instrument under which he or any connected person would or may receive any financial benefit (as defined in article 7.2).

## **26 Retirement of directors**

- 26.1 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

## 27 Appointment of officers

27.1 The Company may by ordinary resolution appoint a person who is willing to act to be a director.

27.2 Members of the Council shall hold office for the following periods:

<i>Office</i>	<i>Number Appointed</i>	<i>Term of years</i>
President	one	one
Immediate Past President	one	one
Presidents Elect	five	five
Past Presidents	three	three
Councillors	three	five
Secretary	one	five
Treasurer	one	five
Editor	one	seven

27.3 Appointment of the President:

27.3.1 At the conclusion of each annual general meeting one of the Presidents Elect for the time being shall take up the office of President and for the avoidance of doubt, the person who has been longest in office as President Elect shall become President;

27.3.2 If two or more persons became or were last reappointed as Presidents Elect on the same day, the person to become President shall (unless they otherwise agree among themselves) be determined by the Council.

27.4 Upon expiry of his term of office the President shall become the Immediate Past President for the period specified in article 26.2 and then a Past President when his period of office as Immediate Past President elapses.

27.5 Appointment of Elected Officers:

27.5.1 the Elected Officers shall be elected by a ballot of the Company Members;

27.5.2 at least one year before the office of each Elected Officer is due to

expire in accordance with article 23, the Council shall call for nominations for individuals wishing to be appointed to the office in question;

- 27.5.3 each nomination must be supported in writing by at least four members:
  - 27.5.3.1 one from the nominee's country; and
  - 27.5.3.2 three from other countries in Europe;
  - 27.5.3.3 each nomination must include the full name and the curriculum vitae of the nominee and be signed by the nominee;
  - 27.5.3.4 each nomination must contain the details that, if the person were to be appointed, the Company would have to file at Companies House;
- 27.5.4 nominations must be received by the Council by 31 December of the year preceding the year in which the successful candidate(s) will take up office;
- 27.5.5 nominations received shall be considered by the Council who shall circulate a list of nominees for election to the members;
- 27.5.6 the election of the Elected Officers shall take place by ballot of the members;
- 27.5.7 ballot papers will be sent to the last known address of each member in accordance with article 39 with the Company's newsletter which immediately precedes the annual general meeting of the Company;
- 27.5.8 ballot papers must be returned to the Company at least forty clear days before the annual general meeting;
- 27.5.9 in the event that no nominations have been received for any Elected Office within the time specified in article 26.5.8, the Council shall make such nomination as they consider appropriate;
- 27.5.10 in the event that only one nomination has been received for any Elected Office within the time specified in article 26.5.8, no ballot shall take place and the sole candidate shall have been deemed to have been appointed subject to the appointment or reappointment being ratified at the annual general meeting;
- 27.5.11 in the event of more than one nomination for the same post the Council shall follow the procedures for the postal ballot as set out in article 26.5.8;
- 27.5.12 the results of the ballot for the Elected Officers shall be announced at the annual general meeting at the conclusion of which the newly Elected Officers' term of office shall commence.

- 27.6 No Councillor other than the Secretary, the Treasurer or the Editor shall serve more than one term in the same office.
- 27.7 The Company may from time to time in general meeting increase or reduce the number of Councillors and determine their terms of office and may make the appointments necessary for effecting any such increase.
- 27.8 The Council may appoint a person who is willing to be a Councillor either to fill a vacancy or as an additional Councillor provided that the appointment does not cause the number of Councillors to exceed any number fixed by or in accordance with the articles as the maximum number. A Councillor so appointed shall hold office only until the next annual general meeting. If he is not reappointed at that meeting, he shall vacate office at the conclusion of that meeting.

## **28 Disqualification and removal of directors**

- 28.1 A director shall cease to hold office if he or she:
- 28.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 28.1.2 is disqualified from acting as a trustee by virtue of 185 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - 28.1.3 ceases to be a member of the Company;
  - 28.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 28.1.5 resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect);
  - 28.1.6 is absent without the permission of the directors from all their meetings held within a period of twelve consecutive months and the directors resolve that his or her office be vacated; or
  - 28.1.7 fails to resign in accordance with article 8.2.

## **29 Proceedings of directors**

- 29.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 29.2 Any director may call a meeting of the directors.
- 29.3 The Secretary must call a meeting of the directors if requested to do so by a director.
- 29.4 Questions arising at a meeting shall be decided by a majority of votes.
- 29.5 In the case of an equality of votes, the President (or other person who is chairing the meeting) shall have a second or casting vote.

- 29.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 29.7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means in accordance with article 29.6.
- 29.8 The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- 29.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 29.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

### **30 Chairman of directors**

- 30.1 The President, or in his absence the Immediate Past President, shall act as chairman but, if neither the President or the Immediate Past President shall be present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number present to be chairman of the meeting
- 30.2 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

### **31 Written resolutions of directors**

- 31.1 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 31.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **32 Delegation**

- 32.1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- 32.2 The directors may impose conditions when delegating, including the conditions that:
- 32.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 32.2.2 no expenditure may be incurred on behalf of the Company except in

accordance with a budget previously agreed with the directors.

32.3 The directors may revoke or alter a delegation.

32.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **33 Validity of directors' decisions**

33.1 Subject to article 33.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

33.1.1 who was disqualified from holding office;

33.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

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

if without:

33.1.4 the vote of that director; and

33.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

33.2 Article 33.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 33.1, the resolution would have been void, or if the director has not complied with article 9.

### **34 Additional officers**

34.1 Subject to the provisions of the Companies Acts and to article 7, the Council may:

34.1.1 appoint an assistant or deputy secretary and such other officers or servants as they shall see fit;

34.1.2 appoint one or more of their number to the unremunerated office of Managing Director or to any other unremunerated executive office of the Company; and

34.1.3 any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Council determines and the Council may dismiss any officer or servant so appointed or engaged.

### **35 Seal**

35.1 If the Company has a seal it must only be used by the authority of the

directors or of a committee of directors authorised by the directors.

- 35.2 The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

### **36 Minutes**

- 36.1 The directors must keep minutes of all:

36.1.1 appointments of officers made by the directors;

36.1.2 proceedings at meetings of the Company;

36.1.3 meetings of the directors and committees of directors including:

36.1.3.1 the names of the directors present at the meeting;

36.1.3.2 the decisions made at the meetings; and

36.1.3.3 where appropriate the reasons for the decisions.

### **37 Accounts**

- 37.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- 37.2 The directors must keep accounting records as required by the Companies Acts.

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

- 38.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

38.1.1 transmission of a copy of the statements of account to the Commission;

38.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

38.1.3 preparation of an Annual Return and its transmission to the Commission.

- 38.2 The directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

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

- 39.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act

2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- 39.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 39.3 Any notice to be given to or by any person pursuant to the articles:
- 39.3.1 must be in writing; or
  - 39.3.2 must be given in electronic form.
- 39.4 The Company may give any notice to a member either:
- 39.4.1 personally; or
  - 39.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 39.4.3 by leaving it at the address of the member; or
  - 39.4.4 by giving it in electronic form to the member's address.
  - 39.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 39.5 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 39.6 Proof that an envelope containing a notice was properly addressed and posted shall be conclusive evidence that the notice was given.
- 39.7 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006 as set out in article 39.4.
- 39.8 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 39.8.1 48 hours after the envelope containing it was posted; or
  - 39.8.2 in the case of an electronic form of communication, 48 hours after it was sent.

## **40 Indemnity**

- 40.1 The Company shall indemnify a relevant director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection

with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Company.

40.2 In this article a '**relevant director**' means any director or former director of the Company.

## 41 **Rules**

41.1 The directors may from time to time make such reasonable and proper rules or byelaws, as they may deem necessary or expedient for the proper conduct and management of the Company.

41.2 The byelaws may regulate the following matters but are not restricted to them:

41.2.1 the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

41.2.2 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

41.2.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

41.2.4 the procedure at general meetings and meetings of the officers in so far as such procedure is not regulated by the Companies Acts or by the articles;

41.2.5 generally, all such matters as are commonly the subject matter of company rules.

41.3 The Company in general meeting has the power to alter, add to or repeal the rules or byelaws.

41.4 The directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Company.

41.5 The rules or byelaws shall be binding on all members of the Company. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## 42 **Language**

42.1 The official language of the Company shall be English.

42.2 All notices and publications made by or on behalf of the Company shall be in English.

## **43 Disputes**

- 43.1 If a dispute arises between members of the Company about the validity or propriety of anything done by the members of the Company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation. Any such mediation shall be conducted in English and shall occur in England.

## **44 Dissolution**

- 44.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

44.1.1 directly for the Objects; or

44.1.2 by transfer to any Company or charities for purposes similar to the Objects; or

44.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 44.2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:

44.2.1 directly for the Objects; or

44.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

44.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 44.3 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no resolution in accordance with article 44.1 is passed by the members or the directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission.