**The Radiology and Oncology Congresses (“the charity”)**

**Outline of key changes made – Memorandum and Articles of Association**

We have reviewed the charity's Memorandum and Articles of Association. We have commented below on those provisions which, in our view should be amended to reflect recent legislative changes and good governance. A number of alteration are required to reflect the provisions of the Companies Act 2006 ("the 2006 Act") which came into force on the 1st of October 2009. The 2006 Act made certain changes to the requirements of a company's memorandum and articles of association. One of the key changes introduced by the 2006 Act is that the Memorandum of Association is now purely a historical record of the person who were the original subscribers when the company was incorporated. The provisions which were found in the Memorandum which continue to be relevant (for example the objects, limitation of liability and winding up provisions) are now deemed to form part of the articles of association. If the board decides to amend its current memorandum and articles of association all of the operative provisions will in future be contained in one document, namely, the articles of association.

**Objects**

It does not appear that any substantive changes to the objects of the charity are required. If, however the board wishes to consider making **any** changes please let me know. If amendments are required it will be necessary to obtain the prior consent of the Charity Commission.

**Powers**

The powers are set out in Article 4. The list includes some of the powers included in the original memorandum but expressed in a more modern form.

**Restriction on Benefit Clause**

Under your current Memorandum and Articles of Association, any amendment to the restrictions on benefit clause needs the prior consent of the Charity Commission. I have appended to this summary a copy of my earlier e-mail advice on the amendments which were made to this clause in 2005. In my view the clause should be amended so that the clause reflects the provisions which were contained in your memorandum when the company was incorporated.

**Membership Provisions**

The membership provisions are set out in Articles 8-13. Article 9 provides that the members shall be the founding members who are named in the definitions contained in Article 1.1 and such other organisations as may be admitted from time to time by the Board. As drafted, this article does not envisage that individuals will be appointed as members of the charity.

**General Meetings**

The provisions in relation to the calling and conduct of General Meetings can be found in Articles 14 to 28. The provisions have been amended to reflect changes introduced by the 2006 Act and to remove the requirement for there to be an annual general meeting. Unless the charity has a wider membership, there is little point served in holding an Annual General Meeting of the Members of the Charity. As the members of the Company will all be organisations rather than individuals provisions are contained to allow for the members to appoint authorised representatives to attend on their behalf.

**Meetings and Resolutions**

Articles 29 and 30 allow resolutions of the members to be passed by way of written resolutions and for members to attend general meetings by video conferencing or other electronic means.

**Appointment of the Board**

In my view the current provisions of your articles in relation to the constitution of the Board are confusing. In particular, I think it is undesirable for there to be both corporate directors as well as individuals appointed to the Board. Under the revised articles I have provided for there to be a body of individual directors (who are the charity trustees) who will be appointed by the member organisations. I have also provided within the appointment provisions for there to be four honorary officers. Further discussion is required as to the terms of office of those honorary officers. I suggest that the honorary officers are appointed by the board from amongst their numbers, that is from amongst the directors who have been nominated by the member organisations. At Article 41.3, the Board will also have power to appoint additional trustees or to fill vacancies on the board, provided the number of directors does not exceed 15.

**Disqualification and Removal of Directors**

These provisions (Article 47) have been updated to reflect changes in Company and Charity legislation.

**Board Meetings**

Articles 55 and 56 allow for meetings of the Board to be held by way of video conferencing or other electronic means.

**Conflicts of Interest**

Articles 57 to 62 deal with conflicts of interest. These provisions reflect the requirements of the Companies Act 2006 which require trustees to declare any conflict of interest and permit the Board to authorise conflicts in limited circumstances set out in the articles.

**Officers**

The roles of the honorary officers are set out in Article 63.

**Accounts, Audit and Reporting**

Minor provisions have been made to Articles 66 to 69 to reflect the requirements of both the Companies Act 2006 and the Charities Act 2011.

**Guarantee and Dissolution**

Clauses 7 and 8 of the current memorandum now appear as articles 78 and 79 of the revised articles.

**Wilsons Solicitors LLP**

**17 July 2017**