**Company number 4075344**

A COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

RADIOLOGY AND ONCOLOGY CONGRESSES

INTERPRETATION

* 1. In these Articles:

|  |  |
| --- | --- |
| "**the Articles**" | 1. means these Articles of Association of the Charity; |
| "**Auditor**" | 1. means a person appointed to conduct an examination and verification of the Charity’s accounts and includes a reporting accountant appointed in accordance with the Statutes; |
| **"Authorised Representative"** | 1. means an individual who is authorised by a Member of the Charity which is an organisation (“Member”) being either an unincorporated or a corporate body to act on its behalf and whose name is given to the Secretary. |
| "**the Board**" | 1. means the board of directors of the Charity who are the directors of the Charity for the purposes of the Statutes and the charity trustees; |
| "**CA 2006**" | 1. means the Companies Act 2006; |
| "**Chair**" | 1. means the chair of the Board appointed from time to time; |
| **"the Charity"** | 1. means the above named Company; |
| "**Charity Commission**" | 1. means the Charity Commission for England and Wales (or such other organisation as replaces it or is given authority to act as regulator for charities in England and Wales); |
| "**clear days**" | 1. in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| **"Congress"** | 1. means the UK Imaging and Oncology Congress or any other congresses from time to time under the responsibility of the Charity |
| "**Companies Acts**" | 1. means the Companies Acts (as defined in section 2 of the CA 2006) in so far as they apply to the Charity; |
| "**Connected Person**" | 1. means a person connected with a Trustee as set out in section 118 of the Charities Act 2011 |
| **"Director"** | 1. means a member of the Board; |
| "**electronic communication**" | 1. means the same as in the CA 2006; |
| "**electronic form**" | 1. has the meaning in section 1168(3) of the CA 2006; |
| "**executed**" | 1. includes any mode of execution; |
| **"Founding Members"** | 1. means the British Institute of Radiology, Institute of Physics and Engineering in Medicine, Royal College of Radiologists and the College of Radiographers |
| "**hard copy**" | 1. has the meaning in section 1168(2) of the CA 2006; |
| "**Members**" | 1. means those members of the Charity having the right to vote at general meetings; |
| "**the Memorandum**" | 1. means the Memorandum of Association of the Charity; |
| "**Model Articles**" | 1. means the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles; |
| "**month**" | 1. means a calendar month; |
| "**Office**" | 1. means the registered office of the Charity; |
| "**Secretary**" | 1. means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity; |
| "**Statutes**" | 1. means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts; |
| "**the United Kingdom**" | 1. means Great Britain and Northern Ireland. |

* 1. Any reference to:
     1. a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
     2. the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa;
     3. a *person* includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality); and
  2. Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

APPLICATION OF MODEL ARTICLES

1. The Model Articles shall not apply to the Charity and are hereby excluded in their entirety.

OBJECTS OF THE CHARITY

1. The object of the Charity shall be to advance education in radiology, oncology and related sciences particularly by the provision of congresses pertaining to the radiation sciences as applied to medicine and the dissemination for the public benefit of the useful results of reports of research arising from such congresses ("the Objects").

POWERS OF THE CHARITY

1. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
   1. to make grants and loans 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 Charity as security for the performance of contracts entered into by any person as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the Objects;
   2. to engage in the organisation and provision of congresses and to organise meetings, lectures, conferences, broadcasts, courses of instruction or other activities;
   3. to provide advice and guidance;
   4. to promote or carry out research and to publish and distribute the useful results of such research;
   5. to produce or help others to publish and distribute material in any form 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 Charity;
   6. to purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the Objects;
   7. to accept gifts on any terms;
   8. to raise funds for the Charity;
   9. to carry out trade in so far as either the trade is exercised in the course of carrying out the Objects or the trade is temporary and ancillary to the carrying out of the Objects or is otherwise permissible for a charity by law;
   10. to operate bank accounts in the name of the Charity;
   11. to acquire any property of any kind situated anywhere in the world for investment purposes whether involving liabilities or producing income or not and to appoint and pay professional investment managers who are authorised to carry on the requisite regulated activities under the provisions of the Financial Services and Markets Act 2000 and otherwise delegate the management of investments to proper and competent persons;
   12. to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property together with any rights or privileges which the Charity may think necessary;
   13. to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use and to make planning applications, applications for consent under by-laws or building regulations and other like applications;
   14. subject to any restrictions imposed by law, to exchange, sell, let, mortgage, charge, dispose of, turn to account, or otherwise deal with all or any of the property or assets of the Charity;
   15. subject to any restrictions imposed by law, to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as the Directors may think fit;
   16. to employ, engage or retain the services of such persons as the Directors think may be necessary or desirable on such terms as the Directors think fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;
   17. to appoint any person to hold any property as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
   18. to pay the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Director or any other officer of the Charity which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of that person and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against that person in their capacity as a Director or officer of the Charity;
   19. to establish or support charitable trusts and to act as trustees of any charitable trust whether established by the Charity or otherwise;
   20. to establish or promote the establishment of any artificial person;
   21. to establish and own in whole or in part any company or other entity;
   22. to co-operate with any person operating in furtherance of the Objects or similar charitable purposes;
   23. to amalgamate with, acquire the assets of or in any other way to merge with any person (other than a natural person) which is charitable at law and has objects the same or similar to the Objects;
   24. to set aside funds for specific purposes or as reserves against future expenditure;
   25. to do all such other lawful things as shall be expedient in the interests of the Charity.

BENEFITS TO MEMBERS AND DIRECTORS

1. The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
   1. members who are not Directors may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
   2. members (including Directors) may be paid interest at a reasonable rate on money lent to the Charity
   3. members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
   4. individuals who are members but who are not Directors and who are beneficiaries may receive charitable benefits in that capacity
   5. A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
      1. as mentioned in clauses 4.18, 5.1, 5.2 or 5.3
      2. reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in running the Charity
      3. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
      4. payment to any company in which a Director has no more than 1 percent shareholding
      5. In exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
   6. Any Director (or any firm or company of which a Director is a member or (in the case of an individual) an employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
      1. the goods or services are actually required by the Charity
      2. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.1
      3. no more than one half of the Directors are subject to such a contract in any financial year

and none of the above arrangements or transactions shall constitute a breach by a Director of his duty under section 175 of the CA 2006.

LIABILITY OF MEMBERS

1. The liability of the Members is limited to a sum not exceeding £1.00.

PROCEDURE FOR CHANGE OF NAME

1. The Charity may change its name by a resolution of the Board.

MEMBERSHIP

1. The Charity must maintain a register of Members.
2. The Members shall be:
   1. the Founding Members; and
   2. such other unincorporated or corporate bodies as the Board shall admit to membership as Members from time to time.
3. The Board may from time to time resolve upon the creation of other classes of Members (including honorary Members) provided that the rights of such other classes of Members do not extend to voting at general meetings. Such categories of membership may be called by such names and have such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution.
4. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.
5. The Board may in its discretion levy subscriptions on all or any classes of Members at such rates as it shall determine and may levy subscriptions at different rates for different categories of Member including Members of the same class.
6. Membership shall not be transferable and a Member shall cease to be a Member if the Member concerned:
   1. gives written notice of resignation to the Charity
   2. ceases to exist, or becomes under the control of, or under the same control as another organisation having substantially different objects (as determined by the Board).
   3. is six months in arrears in paying the relevant dues (if any) (but in such a case the Member may be reinstated on payment of all amounts due) or
   4. is removed from membership by resolution of the Board on the grounds that in their reasonable opinion the Member's continued membership is harmful to the Charity (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 90 clear days after receiving notice)

GENERAL MEETINGS

1. The Board may call general meetings.
2. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

1. All general meetings shall be called by at least 14 clear days notice but 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 together holding not less than 90% of the total voting rights.
2. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and shall be given to all Members, Directors, Honorary Officers and the Auditor.

PROCEEDINGS AT GENERAL MEETINGS

1. No business other than the appointment of the chair of the meeting shall be transacted at any general meeting unless a quorum is present. Two persons present in person or by proxy and entitled to vote upon the business to be transacted, each being an Authorised Representative of a Member, or three quarters of the Members entitled to attend and vote for the time being, whichever is greater, shall constitute a quorum.
2. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the chair of the meeting may determine.
3. The Chair, if any, of the Board or in his absence the Vice Chair or in his absence some other Director nominated by the Board shall preside as chair of the meeting, but if neither the Chair, the Vice Chair nor such Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair of the meeting and, if there is only one Director present and willing to act, he shall be chair of the meeting.
4. If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
5. The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days’ notice shall be given in any manner in which notice of a meeting may lawfully be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
6. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded:
   1. by the chair of the meeting; or
   2. by at least two Authorised Representatives of Members present in person or by proxy and having the right to vote at the meeting;
7. Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
8. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
9. A poll shall be taken as the chair of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
10. A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
11. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a casting vote in addition to any other vote he may have.

ELECTRONIC COMMUNICATION

1. At the discretion of the Board and subject to notification being given to the Charity, a person entitled to be present at a general meeting may participate by means of electronic communications whereby all persons participating in the meeting can understand and communicate with each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

WRITTEN RESOLUTION

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 75%) 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 a copy of the proposed resolution has been circulated to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. Communications in relation to written resolutions shall be sent to the Company’s auditors in accordance with the CA 2006. The provisions of chapter 2 of Part 13 of the CA 2006 shall apply to written resolutions of the Members.
2. Neither a resolution removing a Director before the expiration of his period of office nor a resolution removing an auditor before the expiration of his term of office can be passed as a written resolution.

VOTES OF MEMBERS

1. Subject to Article 28 and Article 33, every Member shall have one vote.
2. No Member shall debate or vote (whether in person or by proxy) on any matter in which he is personally interested without the permission of the majority of the persons present and voting.
3. Any Member may by a resolution of its governing body authorise such individual as it thinks fit to act as its representative at any meeting of the Charity (an "Authorised Representative"), and the individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member. An instrument appointing such individual shall be in the following form or as near to it as circumstances will admit, or in any other form which is usual or which the Board may approve:

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* 1. We [name of organisation] being a Member of the above-named Charity hereby appoint
  2. [name and address of representative] or failing him,
  3. [name and address of substitute] to vote on our behalf at general meetings of the above-named Charity until such time as this appointment is revoked.
  4. Signed [name] this ………… day of …………….. ………..]

1. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

THE BOARD

1. The number of Directors shall be not less than three and not more than fifteen persons.
2. Those persons who are Directors at the date of the adoption of these Articles and whose details have been filed with Companies House shall continue to serve as Directors until their respective terms of office expire and shall be eligible to be reappointed for a further term or terms of office in accordance with Article 44.
3. The Board shall consist of:
   1. Not more than two Directors, one of whom may be the Authorised Representative of the Member concerned, to be nominated by each of the Members ("Nominated Directors"). Nominated Directors shall serve for a term of up to five years and shall be eligible to be reappointed for a further term or terms of office; and
   2. Four Honorary Officers, who shall be appointed by resolution of the Board from among their number, being
      1. The Chair, who shall hold office for [ X ] years;
      2. The Vice Chair who shall hold office for [ X ] years, [and then become the Chair]
      3. The Secretary, who shall hold office for [ X ] years;
      4. The Treasurer, who shall hold office for [ X ] years;
4. Where a vacancy arises for a Nominated Director:
   1. The Member concerned shall be invited to nominate an individual for appointment as a Nominated Director by resolution of the Board.
   2. The Member shall notify the Board of its nomination and provide such information as the Board may require about the candidate including confirmation that the nominee has consented to be a Nominated Director.
5. The Board may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed fifteen. Directors appointed under this Article 45 may be appointed for a term of up to three years and shall be eligible to be reappointed to serve for a further term or terms of office.
6. Except to the extent permitted by the Articles, no Director shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Director in any other contract to which the Charity is a party.
7. Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties.

POWERS OF THE BOARD

1. The business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and are not by the Statutes or by these Articles required to be exercised by the Charity in general meeting. No alteration to the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. A meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
2. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
3. The Board shall have power from time to time to make, repeal and alter rules or regulations for the proper conduct and management of the Charity, or any committee and any other matters arising under the Articles.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

1. A Director shall cease to hold office if:
   1. he ceases to be a Director by virtue of any provision in the Statutes or is disqualified from acting as a Director by virtue of section 178 of the Charities Act 2011 or is otherwise prohibited by law from being a Director;
   2. a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
   3. he resigns his office by notice to the Charity (but only if, pursuant to Article 54, a quorum of Directors will remain in office when the notice or resignation is to take effect);
   4. he is removed from office by way of a resolution of not less than 75% of the Directors entitled to attend and vote at a Board meeting;
   5. he is absent without the permission of the Board from all their meetings held within a period of twelve months and the Board resolve that his office be vacated.

PROCEEDINGS OF THE BOARD

1. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Directors may and the Secretary at the request of two Directors shall call a meeting of the Board. Notice of a Board meeting shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent to him in hard copy form at his last known address or any other address given by him to the Charity for this purpose or sent in electronic form to him at an address given by him to the Charity for this purpose.
2. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall not be entitled to a second or casting vote.
3. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than two or a simple majority of the Board whichever is the greater.
4. The Board may act notwithstanding any vacancies but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
5. Unless he is unwilling to do so, the Chair, or in his absence the Vice Chair shall preside at every meeting of Board at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
6. The Board may delegate any of their functions to an Executive Committee comprising the Chair, the Vice Chair, the Honorary Secretary and the Honorary Treasurer or to such other committee consisting of two or more individuals appointed by the Board (but at least one member of any such committee must be a Director) on the basis that all proceedings of any such committee must be reported promptly to the Board. Subject as provided above the Board shall provide Terms of Reference for all such committees.
7. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote.
8. Instead of taking a decision at a meeting of the Board, a decision of the Directors can be taken when all eligible Directors indicate to each other by any means that they share a common view on a matter provided that the eligible Directors taking such a decision would have formed a quorum had a meeting of the Directors been held. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing (including email). Otherwise, such a decision must be recorded in writing and signed by the Chair to confirm that agreement of all eligible Directors has been obtained. References in this Article to “eligible Directors” are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.
9. Directors and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of telephone, televisual, electronic or virtual communications so that all persons participating in the meeting can be identified by the Chair and can understand and communicate with each other simultaneously. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.
10. A Director must declare the nature and extent of any interest direct or indirect, whether personal or by virtue of a duty of loyalty or otherwise, which that Director has in a proposed transaction or arrangement with the Charity before that transaction or arrangement is entered into or which the Director has in any existing transaction or arrangement already entered into by the Charity which has not been previously declared. That Director shall provide sufficient information to the other Directors to enable them to properly debate the matter and shall be absent from that part of the meeting at which the matter is discussed and shall not be counted in the quorum for that part of the meeting and shall have no vote on the matter.
11. In accordance with the requirements set out in Articles 58 to 61 inclusive, the Directors may authorise any matter proposed to them by any Director which would, if not authorised, constitute a breach of the duty to avoid conflicts of interests under section 175 of the CA 2006 ("Conflict").
12. Any authorisation under Article 57 will be effective only if:
    1. the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
    2. any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and the Director concerned shall be absent from that part of the meeting at which the matter is discussed unless the other Directors waive the requirement for the Director to be absent;
    3. the matter was agreed to without his voting or would have been agreed to if his vote had not been counted; and
    4. the Directors, other than the Director concerned, consider that it is in the interests of the Charity to authorise the Conflict.
13. Any authorisation of a Conflict under Article 57 may (whether at the time of giving the authorisation or subsequently):
    1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
    2. be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
    3. be terminated or varied by the Directors at any time. This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
14. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Charity and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:
    1. disclose such information to the Directors or to any Director or other officer or employee of the Charity;
    2. use or apply any such information in performing his duties as a Director, where to do so would amount to a breach of that confidence.
15. Where the Directors authorise a Conflict:
    1. the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict;
    2. the Director will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the CA 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation; and
    3. neither the Director nor any Connected Person may receive any direct or indirect benefit as a result of the authorised Conflict other than a benefit which is authorised under Article 5.

HONORARY OFFICERS

1. The following Honorary Officers of the Charity shall have the following roles and responsibilities in respect of the Charity:-
   1. The Chair shall:-
      1. Chair meetings of the Board
      2. Chair and lead the Executive Committee
      3. Provide strategic leadership
      4. Delegate appropriately to the Vice Chair, Honorary Secretary and Honorary Treasurer.
   2. The Vice Chair shall:-
      1. Deputise for the Chair as and when necessary
      2. Assume roles and responsibilities delegated to him/her by the Chair
      3. Assist the Honorary Secretary and Honorary Treasurer by mutual agreement
   3. The Honorary Treasurer shall:-
      1. Present budgets and accounts in respect of the Congresses to the Board
      2. Present accounts of the Charity to the Board
      3. Present annual reports to the Board (in conjunction with the Honorary Secretary)
   4. The Honorary Secretary shall:-
      1. Fulfil statutory obligations as Company Secretary of the Charity
      2. (in conjunction with the Auditor) ensure compliance with company law and charity law.
      3. Present annual reports to the Board (in conjunction with the Honorary Treasurer)

PATRONS

1. The Board may confer on any individual (with his or her consent) the honorary title of Patron of the Charity, or President of a specified future year's Congress. The Board may, at their discretion invite any Patron or President to attend meetings of the Board.

MINUTES

1. The Board shall ensure that minutes are kept for a minimum of ten years (or such other period as the Statutes require:
   1. of all appointments of officers made by the Board; and
   2. of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at such meetings.

BANK ACCOUNTS

1. Any bank account or investment account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity.

ACCOUNTS

1. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Statutes shall be kept at the Office or such other place within the United Kingdom as the Board thinks fit.
2. Subject to the requirements of the Statutes, the Charity may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.

INDEPENDENT EXAMINATION AND AUDIT

1. The Board shall comply with their obligations under the Charities Act 2011 and the Statutes with regard to the independent examination or audit of accounts and if required by the Statutes shall appoint an Auditor whose duties shall be regulated in accordance with the Charities Act 2011 or the Statutes.

ANNUAL REPORT AND ANNUAL RETURN

1. The Board shall comply with their obligations under the Statutes and the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to Companies House and the Charity Commission.

NOTICES

1. Notwithstanding anything to the contrary in these Articles, any notice or other document or information sent or supplied by or to the Charity (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Charity, may be sent or supplied in any way in which the CA 2006 provides for documents or information to be sent or supplied by or to the Charity for the purposes of the Statutes.
2. Subject to first obtaining the consent of the Members, the Charity may supply any document or information to the Members via a website.
3. A notice or other document or information sent in electronic form shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.
4. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
5. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
   1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
   2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
   3. if properly addressed and sent or supplied by electronic means, [one hour] after the document or information was sent or supplied; and
   4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

1. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

INDEMNITY

1. Subject to the provisions of the Statutes but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the company shall be indemnified out of the assets of the Charity against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or in connection with any application in which relief is granted to that person by the Court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
2. The Board shall have power to resolve pursuant to Article 4.18 to effect indemnity insurance for any relevant officer notwithstanding their interest in such policy.

WINDING-UP

1. Every Member promises, if the Charity is dissolved while that person remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Member.
2. If the Charity is dissolved the assets (if any) remaining after the provision has been made for all its liabilities must be applied in one or more of the following ways:
   1. By transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to the Objects and as determined by the Members at or before the commencement of dissolution.
   2. Directly for the Objects or charitable purposes within or similar to the Objects and as determined by the Members at or before the commencement of dissolution.
   3. In such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

BY-LAWS

1. The Board may from time to time make such reasonable by-laws as they may deem necessary and expedient for the proper conduct and management of the Charity.
2. The by-laws may regulate the following matters but are not restricted to them:
   1. The appointment of Directors and admission of Members of the Charity and the rights and privileges of such Directors and Members;
   2. The conduct of Directors and Members in relation to one another and the Charity's employees and volunteers;
   3. The setting aside of the whole or any part of parts of the Charity's premises at any particular time or times or for any particular purposes;
   4. The procedure at general meetings and meetings of the Board in so far as such procedure is not regulated by the Companies Act or by the Articles; and
   5. Generally, all such matters as are commonly the subject matter of company rules.
3. The Board has the power to alter, add to or repeal the by-laws.
4. The Board must adopt such means as they think sufficient to bring the by-laws to the notice of the Members.
5. The by-laws shall be binding on all Members. No by-laws shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.