

ARTICLES OF ASSOCIATION OF BRITISH NUCLEAR MEDICINE SOCIETY

1. Objects

1.1 The **Objects** of the **Society** are the advancement of the science and public education in Nuclear Medicine and particularly, (but without limitation):

- a) To promote the discussion and exchange of ideas associated with the diagnostic, investigative, research and therapeutic use of radioactive materials in human disease.
- b) To promote appropriate training in Nuclear Medicine of all grades of staff dealing with radioactive isotopes.
- c) To provide a suitable medium for the dissemination of the results of original work in the field of Nuclear Medicine with special reference to clinical applications.
- d) To improve the standards of practice and patient care in the safe practice of the speciality.
- e) To affiliate or join in association with any other charitable body, institution or society whose interests and objects are similar, ancillary or considered to be helpful to the objects of the Society.
- f) To invite, if desired, speakers from outside the membership of the Society to address the Society on subjects which come within the field of interest.
- g) To maintain close touch with other Societies and organisations in the United Kingdom and abroad which have similar aims and interests.
- h) To uphold the good standing of the Society by such means as are set out in the Articles of Association or other ancillary rules as may be adopted by the Society.
- i) To make grants of money, books, apparatus or otherwise for the purpose of promoting research in Nuclear Medicine or its application, or in subjects connected therewith, provided that the results of such research shall be disseminated.
- j) To extend, increase and disseminate knowledge of Nuclear Medicine, for which purpose meetings may be held, demonstrations given, exhibitions, conferences and courses promoted, papers, pamphlets, journals or other writings may be published.

1.2 This provision may be amended by **special resolution** but only with the prior written consent of the **Commission**.

2. Powers

The Society has the following powers, which may be exercised only in promoting the Objects:

- 2.1 to provide advice or information;
- 2.2 to carry out research;
- 2.3 to co-operate with other bodies;
- 2.4 to support, administer or set up other charities;
- 2.5 to accept gifts and to raise funds (but not by means of **taxable trading**);
- 2.6 to borrow money;
- 2.7 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**);
- 2.8 to acquire or hire property of any kind;
- 2.9 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 2.10 to set aside funds for special purposes or as reserves against future expenditure;
- 2.11 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification);
- 2.12 to delegate the management of investments to a financial expert, but only on terms that:
 - (1) the investment policy is set down **in writing** for the financial expert by the Trustees;
 - (2) timely reports of all transactions are provided to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Society;
- 2.13 to arrange for investments or other property of the Society to be held in the name of a **nominee company** acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 2.14 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required;

- 2.15 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 2.16 subject to **Article 9**, to employ paid or unpaid agents, staff or advisers;
- 2.17 to enter into contracts to provide services to or on behalf of other bodies;
- 2.18 to establish or acquire subsidiary companies;
- 2.19 to do anything else within the law which promotes or helps to promote the Objects.

3. The Council of Trustees

- 3.1 The affairs of the Society will be governed by a Council of Trustees who will be the Officers of the Society and elected members of Council during their period of office. The Council shall have control of the Society and its property and funds.
- 3.2 The subscribers to the **Memorandum** (being the first **Members**) are also the first Trustees. Subsequent Trustees are elected by the Members or co-opted by the Trustees.
- 3.3 The Trustees when complete consist of at least three and not more than ten, where individuals over the age of 18, all of whom must support the Objects, and of whom at least three (3) shall be registered medical practitioners, two (2) shall be clinical scientists, one (1) shall be a radiopharmacist, and one (1) shall be a technologist or radiographer (clinical practitioner). The Council shall ensure that at least one medical position is held by a trainee in the speciality, but if such person whilst on Council is appointed to a consultant position, they shall be eligible to complete their term on Council.
- 3.4 If any Trustee is a corporate body or professional specialist interest group recognised by the Society, it must act through a named representative, usually the president or chairman of the relevant body or group, whose contact details are notified to the Trustees and who may attend Council meetings.
- 3.5 A Trustee may not act as a Trustee unless he/she
 - (1) is a Member; and
 - (2) has signed a written declaration of willingness to act as a charity trustee of the Society.
- 3.6 Each Trustee shall hold office for three years from the date of election, or until the third Annual General Meeting following his/her election, whichever is the longer.
- 3.7 A retiring Trustee who is eligible under Articles 3.3 and 3.5 may be reappointed.
- 3.8 A Trustee's term of office as such automatically terminates if he/she:
 - (1) ceases to be appropriately qualified;
 - (2) is disqualified under the Charities Act from acting as a charity trustee;

- (3) is incapable, whether mentally or physically, of managing his/her own affairs;
 - (4) is absent without notice from consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
 - (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - (6) is removed by the Members at a general meeting under the Companies Act.
- 3.9 The Trustees may at any time co-opt any individual who is eligible under Articles 3.3 and 3.5 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3.3) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.11 The following officers of the Society shall be ex-officio members of the Council; the President, the President-elect or the Immediate Past-President, the Honorary Treasurer and the Honorary Secretary.

4. The President

- 4.1 The President must be a full member of the Society and must at the time of taking office hold or have held a NHS or tenured University post at a level of Consultant or significant seniority in his or her own specialty or craft group. The President will act as Chairman of all meetings of Council and the Society. The President shall hold office for two years.
- 4.2 At the start of the President's second year of office, the Membership shall elect a President-Elect at the Annual General Meeting. The President-Elect must be a full member of the Society who has previously served at least one term as a member of the Council and must be eligible for the post of President. The President-Elect will serve for a period of one year.
- 4.3 On the President completing a term of office, the President-Elect shall take the office of President. The retiring President shall be an ex-officio member of Council for one year as Immediate Past President. If the Immediate Past President is unable or unwilling to hold office for the full period, Council may, if it wishes, co-opt another Past President to Council for the remainder of this term.
- 4.4 If the President is unable or unwilling to continue in office before the end of his/her term, the President-Elect shall immediately take office as temporary President and shall serve a further two years as President from the date of the next Annual General Meeting, with a new President-Elect being elected from the time of that Annual General Meeting. If, for any reason, the President-Elect is unable or unwilling to act as President upon being called upon to do so, or there is no President-Elect in post, the Immediate Past President (or failing the Immediate Past President, the Honorary Secretary) shall act as President until the next Annual General Meeting or until a ballot by post or such other means as Council shall determine shall be held.

5. The Treasurer and Secretary

- 5.1 The Honorary Treasurer and Secretary must be full members of the Society. They shall each hold office for a period of three years and shall be eligible for re-appointment once.
- 5.2 The Honorary Treasurer and Secretary shall be appointed by Council. They should have previously served at least one year on Council at some time. When the Honorary Treasurer (or Secretary) is approaching the end of his or her term of office, Council may, if it wishes, appoint an Assistant Honorary Treasurer or assistant Secretary to shadow the Honorary Treasurer or Secretary for up to one year before their term of office ends. During this time, if Council so wishes, the Assistant may be co-opted onto Council. It is normally expected that Council will choose to appoint the Assistant Honorary Treasurer or Assistant Secretary to the Post of Honorary Treasurer or Secretary at the end of this period.
- 5.3 Council may also appoint a Treasurer and a Chief Executive Officer (CEO) to assist the Honorary Treasurer and Secretary. The Treasurer will not be a member of Council. THE CEO will be a co-opted member of council. The Council may from time to time as they think fit remove the holder of either office and appoint another person.
- 5.4 The Executive Treasurer need not be a Member of the Society and may be a bank or other corporate Body. The CEO need not be a Member of the Society.
- 5.5 The Council may, subject to Rule 5, pay the Treasurer and the CEO such expenses/salaries as they may legitimately incur, and may pay such remuneration (if not a member of the Society) by way of fee or salary as may be agreed upon to either or both.
- 5.6 The Treasurer or the Honorary Treasurer shall perform such duties as the Council may from time to time prescribe and shall keep or cause to be kept accurate records of all monies of the Society and shall deal with such monies in accordance with the direction of the Council.
- 5.7 The Secretary or the CEO shall perform such duties as the Council may from to time prescribe and shall keep all records of the Society, the Minutes Books properly and accurately entered, the Register, and shall under the direction of the Council deal with day-to-day business and correspondence of the Society.
- 5.8 The Council may appoint Members of the Society to undertake an audit of the Society's records and accounts as may be required for compliance with any charitable or other status.

6. Election of Council Trustees

- 6.1 Not less than 6 months before the Annual General Meeting, the Secretary or the CEO shall invite all members of the Society to provide nominations for vacancies in ordinary seats on the Council which will arise in the coming year, and also nominations for President-Elect if that post becomes due for election (see Article 4.2). Such nominations shall be in writing, indicating whether the member nominated is a registered medical practitioner, a clinical scientist, or other craft

group, and shall be delivered to the Honorary Secretary or the Secretary, along with the written consent of the person nominated to accept office if elected. Nomination forms shall be signed by two full Members, of whom only one may be from the same institution as the nominee. They shall specify in which class of member the nominee is nominated.

- 6.2 All nominees shall have been Full members of the Society for at least one calendar year at the time of their nomination.
- 6.3 The Secretary or CEO shall fix a closing date for receipt of nomination not less than 21 days after the date of issue of the notice. At its next meeting after the closing date for nominations, the Council will review the nominations received from the Members for ordinary seats on the Council, and may add additional nominations of its own.
- 6.4 If the number of nominations exceeds the available vacancies, an electronic ballot shall take place, with all full Members having one non-transferable vote for each vacancy. The election shall be supervised by the Secretary, the President and the Immediate Past-President or President-Elect.
- 6.5 Voting must be completed at least one month before the Annual General Meeting, and the results will be announced by the Secretary or CEO at that meeting.
- 6.6 New members of Council and Officers will take post immediately after the Annual General Meeting.

7. Council Meetings

- 7.1 The Trustees must hold at least two Council meetings each year.
- 7.2 A quorum at a meeting of the Council is three Trustees together with the CEO or his/her Deputy and one other ex-officio officer.
- 7.3 A meeting of the Trustees may be held either in person or by suitable **electronic means** agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 7.4 The President presides at each meeting of the Council. In the absence of the President, the Immediate Past-President or President-Elect shall act as chairman at all meetings of the Council. In the absence of the President, Immediate Past-President or President-Elect at a Council meeting the members of the Council shall appoint a member from among their own number.
- 7.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution **in writing** agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 7.6 Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.
- 7.7 A procedural defect of which the Trustees are unaware at the time does not

invalidate decisions taken at a meeting.

8. Trustees' powers

The Trustees have the following powers in the administration of the Society in their capacity as Trustees:

- 8.1 To appoint (and remove) any person (who may be a Trustee) to act as **Secretary** in accordance with the **Companies Act**.
- 8.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 8.3 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.
- 8.4 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 8.5 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Society and the use of its seal (if any).
- 8.6 To establish procedures to assist the resolution of disputes or differences within the Society.
- 8.7 To exercise in their capacity as Trustees any powers of the Society which are not reserved to the Members.

9. Benefits and Conflicts

9.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the Members but:

- (1) Members who are not Trustees or **Connected Persons** may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied; and,

Subject to compliance with Article 9.4:

- (2) Members, Trustees and Connected Persons may be paid interest at a reasonable rate on money lent to the Society;
- (3) Members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Society; and
- (4) Members, Trustees and Connected Persons may receive charitable benefits on the same terms as any other **Beneficiaries**.

9.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Society except:

- (1) as mentioned in Articles 9.1 or 9.3;
- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
- (3) the benefit of **indemnity insurance** as permitted by the Charities Act;
- (4) an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
- (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).

9.3 No Trustee or Connected Person may be employed by the Society except in accordance with Article 9.2(5), but any Trustee or Connected Person may enter into a written contract with the Society, as permitted by the Charities Act, 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 Society, and the Trustees decide that it is in the best interests of the Society to enter into such a contract;
- (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 Article 9.4; and
- (3) no more than half of the Trustees are subject to such a contract in any financial year.

9.4 Subject to Clause 9.5, any Trustee who becomes a **Conflicted Trustee** in relation to any matter must:

- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
- (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
- (3) not be counted in the quorum for that part of the meeting; and
- (4) be absent during the vote and have no vote on the matter.

9.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Society to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee,

notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (2) disclose to a third party information confidential to the Society, or
- (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Society or
- (4) refrain from taking any step required to remove the conflict.

9.6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

10. Records and Accounts

10.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

10.2 The Trustees must also keep records of:

- (1) all proceedings at meetings of the Trustees;
- (2) all resolutions in writing;
- (3) all reports of committees; and
- (4) all professional advice obtained.

10.3 Accounting records relating to the Society must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.

10.4 A copy of the Society's **constitution** and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Society's reasonable costs.

11. Membership

11.1 The Society must maintain a register of Members and of each class of members.

- 11.2 The subscribers to the Memorandum are the first Members.
- 11.3 Such persons as the Council shall admit to Membership shall be full Members, namely the following:
- (1) qualified medical practitioners and clinical scientists.
 - (2) suitably qualified persons who are making a valuable contribution to the science, practice, or technology of Nuclear Medicine or related fields.
 - (3) such other persons as the Council may consider appropriate.

The Council shall have the absolute right at any time to decide whether any person comes within these categories.

- 11.4 The Council may admit the following people to the following classes of membership;
- (1) to Associate Membership such persons as do not fulfil the requirements for full Membership, or who are eligible but not in career grades of employment;
 - (2) to Associate Membership such persons as are eligible for full Membership, but engaged in Nuclear Medicine for a temporary period;
 - (3) to Overseas Membership persons who would qualify for full Membership, but who reside permanently outside the United Kingdom;
 - (4) as Honorary Members of the Society such persons as they in their absolute discretion shall think fit and for such periods as they shall direct;
 - (5) as Retired Members those persons who are retiring or have retired from professional practice, and have been Full Members for 10 years or more.
 - (6) as Student Members such persons who are unsalaried enrolled on a recognised undergraduate University Course with an interest/aspect of nuclear medicine.
 - (7) as Trainee Members such persons enrolled on a PhD, MD or PG course including STPs involving radioisotopes who are normally resident in the UK

11.5 Associate, Overseas, Honorary Members, Trainee Members, Student Members and Retired Members shall be entitled to the privileges of membership of the Society, except that they shall not be eligible for election to any office of the Society or for membership of the Council, or to vote electronically or at meetings of the Society. These supporters are not "Members" for the purposes of the Companies Act but will nevertheless be termed "members"

11.6 The form and the procedure for applying for Membership is to be prescribed by the Council and the Council may in its absolute discretion admit any applicant to the class of membership applied for other than Associate Membership or may indicate to an applicant that admission could only be granted in another class, or may refuse admission to a category other than Associate Membership without assigning any reason therefore. The Council may appoint a Committee consisting of Council

Members to carry out the duties of examining applications for Full, Overseas, Trainee, Student and Honorary Membership of the Society, and the Council may delegate to such Committee power to accept, reject or otherwise deal with Membership applications to these categories as provided in these Articles and as the Council directs.

11.7 Every applicant for Associate Membership shall be admitted forthwith on production to the Secretary of evidence of the qualifications of the applicant and on the payment by the applicant of the fees and subscriptions required under Article 12.

11.8 Membership is not transferable.

12. Subscription

12.1 The fees and subscriptions for the various classes of members of the Society shall be reviewed annually in the meeting held closest to September by the Council.

12.2 Annual Subscriptions shall be payable in advance annually on the anniversary of the member joining the society, and every person at whatever time he/she becomes a Member shall forthwith pay their annual subscription in respect of the whole of the current year. The minimum period of membership is 12 months.

13. General Meetings

13.1 Full Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).

13.2 General meetings are called on at least 14 and not more than 28 **clear days'** written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

13.3 There is a quorum at a general meeting if there are 10 Full Members present in person or by proxy.

13.4 The President of the Council or, in his absence, the President-Elect or Immediate Past-President shall preside as Chairman at any general meeting. If the President or the President-Elect or Immediate Past-President is not present within fifteen minutes after the time appointed for holding the meeting, or if all shall be unwilling to preside, then the full Members present, if sufficient to form a quorum, shall choose a Member of the Council, or if all Members of the Council present decline to preside they then may choose any Full Member present to preside.

13.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by **ordinary resolution**.

13.6 Every full Member present in person or by proxy at a general meeting has one vote on each issue.

13.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

13.8 The Society must hold an **AGM** in every year. All classes of member may attend but full Members only are entitled to vote at the AGM

13.9 Members must undertake by electronic voting annually before the AGM:

(1) elect Trustees to fill the vacancies arising;

(2) Approve any changes to the Articles of Association that will pertain to the subsequent AGM

The number of eligible voters should represent at least 33% of the voting members if this figure is not reached the election shall be run again. The second result will be valid even if less than 33% eligible voters vote.

13.10 Members must annually at the AGM:

(1) receive the accounts of the Society for the previous **financial year**;

(2) receive a written report on the Society's activities;

(3) be informed of the retirement of those Trustees who wish to retire or who are retiring by rotation;

(4) appoint reporting accountants or auditors for the Society;

13.11 Members have the right to discuss and determine any issues of policy or deal with any other business put before them by the Council.

13.12 A general meeting may be called by the Council at any time and must be called within 21 days of a written request from one or more Trustees (being full Members), or at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership.

13.13 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

14. Termination of Membership

14.1 Any Member, whether a full Member or otherwise may resign his Membership by giving to the Secretary notice in writing to that effect. Each such notice shall unless otherwise expressed, be deemed to take effect as from the anniversary of membership following the receipt thereof, but provided that any Member giving such notice after the 15th day prior to expiry of membership in any year shall be liable to pay their subscription for the following year. Such Member on resignation remains liable for any arrears or subscription fees, dues or other commitments to the Society.

14.2 Any Member whose subscription is more than six months overdue, and who has been informed of this fact by the Treasurer, shall cease to be a member unless the Council should decide to take note of special circumstances.

14.3 The Council may expel from the Society any Member whose conduct is such as shall,

in the opinion of the Council, be injurious to the character and interests of the Society or render him unfit to be a Member of the Society. Before a Member is expelled his conduct shall be inquired into by the Council and he shall be given an opportunity to defend himself and to justify or explain his conduct. If two-thirds of the Members of the Council present when the matter is inquired into are of the opinion that the Member has been guilty of such conduct as aforesaid and the Member has failed to justify or explain it satisfactorily, the Council may call upon the Member to resign, and if he does not resign, may expel him from Membership and remove his name from the Register of Members, provided always that a Member so expelled shall have a right of appeal to the Members in General Meeting and the Members present at such Meeting shall decide by a two-thirds majority on a secret ballot whether the Council's decision to expel the member shall be confirmed or denied.

14.4 A Member leaving the United Kingdom permanently or for a period in excess of three years may apply to have his class of Membership changed to Overseas Member.

15. Limited Liability

The liability of Members is limited.

16. Guarantee

Every Member promises, if the Society is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:

16.1 payment of those debts and liabilities of the Society incurred before he/she ceased to be a Member;

16.2 payment of the costs, charges and expenses of winding up; and

16.3 the adjustment of rights of contributors among themselves.

17. Communications

17.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

(1) by hand;

(2) by post;

(4) by suitable electronic means; or through publication in the Society's newsletter or on the Society's website.

17.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.

17.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means, posted on the Society's website or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally;
or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

17.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

18. Dissolution

18.1 If the Society is dissolved, the assets (if any) remaining after providing 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;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects;
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance.

18.2 A final report and statement of account must be sent to the Commission.

18.3 This provision may be amended by special resolution but only with the prior written consent of the Commission.

19. Interpretation

19.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Society.

19.2 In the Articles, unless the context indicates another meaning:

'AGM' means an annual general meeting of the Society;

'the Articles' means the Society's Articles of Association and 'Article' refers to a particular Article;

'the Charities Act' means the Charities Acts 1992 to 2006;

'Charity trustee' has the meaning prescribed by the Charities Act;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

‘the **Commission**’ means the Charity Commission for England and Wales or any body which replaces it;

‘the Companies Act’ means the Companies Acts 1985 to 2006;

‘**Conflicted Trustee**’ means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;

‘**Connected Person**’ means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights;

‘**constitution**’ means the Articles of Association of the Society and any special resolutions relating to them;

‘**custodian**’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘**electronic means**’ refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

‘**financial expert**’ means an individual, company or **firm** who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘**financial year**’ means the Society’s financial year;

‘**firm**’ includes a limited liability partnership;

‘**indemnity insurance**’ has the meaning prescribed by the Charities Act;

‘**material benefit**’ means a benefit, direct or indirect, which may not be financial but has a monetary value;

‘**Member**’ ‘full Member’ and ‘Membership’ refer to company Membership of the Society;

‘**Memorandum**’ means the Society’s Memorandum of Association;

‘**month**’ means calendar month;

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power;

'the Objects' means the Objects of the Society as described in Article 1;

'Resolution in writing' means a written resolution of the Trustees;

'the Society' means the company governed by the Articles;

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'taxable trading' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

'Trustee' means a member of the Council of the Society and 'Trustees' means the Council members but where a Trustee is a corporate body or professional society 'Trustee' includes, where appropriate, the named representative of the body or society;

'written' or **'in writing'** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year.

19.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

19.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

V2 for ratification on Tuesday 2nd April BNMS AGM 2019