

The Companies Act 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ASSOCIATION OF BRITISH NEUROLOGISTS

Registered Charity No 1077893

INTERPRETATION

1. In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context:-

The Act	The Companies Act 2006
The Articles	These Articles of Association of the Association
The Association	The above-named Company
The Auditors	The auditors for the time being appointed by the Association
The Council	The Council for the time being of the Association
Councillor	A member of the Council
The Charities Legislation	Charities Acts 1992 and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time
Clear days	In relation to a period of notice means the period excluding the day on which 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
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
Month	Calendar month
The Office	The registered office of the Association

The Rules	Means the Rules adapted by the Association from time to time in accordance with Article 62.1
The SORP	The Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time
The Trustees	the Directors of the Association who are set out in the Rules pursuant to Article 32
The United Kingdom	Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

OBJECTS

2. The objects for which the Association is established ("the Objects") are to promote education in and the advancement of the neurological sciences, including (without limitation) the practice of neurology in the United Kingdom and Ireland.
3. The income and property of the Association shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Association, and no Trustee shall receive any salary or fee or remuneration or other benefit in money or money's worth from the Association:

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

- 3.1. reasonable and proper remuneration or pensions to any member officer or servant of the Association in return for any services actually rendered to the Association, or
- 3.2. reasonable and proper professional charges to any member of the Association or a Trustee or any partner or employee of his or hers for any professional services rendered to the Association, or
- 3.3. interest at a reasonable and proper rate on money lent to the Association by any member of the Association or by any Trustee, or
- 3.4. reasonable and proper rent for premises demised or let to the Association by any member of the Association or by any Trustee, or
- 3.5. reimbursement of reasonable out-of-pocket expenses actually incurred by any Trustee, committee member, officer or servant of the Association in or about the affairs of the Association, or

- 3.6. fees, remuneration or other benefit in money or money's worth to any company of which any member of the Association or any Trustee may also be a member holding not more than 1% of the issued share capital of that company, or
- 3.7. indemnity insurance premiums in accordance with the terms of Article 61.3 hereof.

DISSOLUTION

4. The liability of the members is limited.
5. Each member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.
6. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Association by Article 3 above and having objects identical with or similar to the Objects, as the members of the Association shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

MEMBERS

7. The subscribers to the Memorandum of Association and such other persons (not being corporations) as shall be admitted to membership by the Trustees in accordance with the provisions of the Rules shall be the members of the Association, subject to the provisions of Article 9.
8. Every member of the Association shall either sign a consent in a form approved by the Trustees to become a member or sign the register of members on becoming a member.
9. A person shall forthwith cease to be a member of the Association (provided always that at least one member of the Association remains on the Register of Members thereafter):
 - 9.1. if he is removed by notice to him in writing signed by a majority of the members of the Association, or by the Trustees, or
 - 9.2. if by notice in writing to the Association he resigns his membership, or
 - 9.3. if he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - 9.4. if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
 - 9.5. if he ceases to hold office as a Trustee by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation, or
 - 9.6. if he is removed from office as a Trustee by a resolution duly passed pursuant to

Article 43.2 or section 168 of the Act, or

- 9.7. if he is removed from office as a Councillor pursuant to the Rules, or
- 9.8. if he fails to pay any subscription due to the Association pursuant to the Rules.

GENERAL MEETINGS

10. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
11. The Trustees may whenever they think fit convene a General Meeting and General Meetings shall also be convened on the requisition of members of the Association pursuant to the provisions of the Act.
12. At least twenty-one clear days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen clear days' notice in writing of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under the Articles or under the Act entitled to receive such notices from the Association, but with the consent of (in the case of an Annual General Meeting) all members and (in the case of any other General Meeting) members having at least 90% of the voting rights at the meeting intended to be convened and in either case having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and reports of the Trustees and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten persons entitled to vote upon the business to be transacted, each being an Ordinary Member of the Association or a proxy for an Ordinary Member of the Association, or one tenth of the total number of such persons for the time being, whichever is the greater, shall be a quorum.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
17. The President of the Association shall preside as chairman at every General Meeting at

which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting, or is unwilling to preside, the President Elect or another Trustee will preside at that meeting failing whom the members present shall choose some member (or his duly authorised representative), in either case who shall be present, to preside at that meeting.

18. The chairman may, with the consent of any 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 which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by any member or members present in each case in person or by proxy, and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chairman 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn, before the poll is taken.
20. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every Ordinary Member shall have one vote.
25. Save as herein expressly provided, no person other than an Ordinary Member duly registered, who has paid all moneys then due to the Association, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
26. Votes may be given on a poll either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or in such electronic form as the Trustees approve from time to time.
28. The instrument appointing a proxy and the Power of Attorney or other authority (if any)

under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office (or transmitted to such electronic address as the Association may specify) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote (or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll) and in default the instrument of proxy shall not be treated as valid provided that the forty-eight hour and twenty-four hour periods referred to in this sentence shall be calculated excluding any part of days which are a bank holiday in England or Saturday or Sunday. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I
of
an Ordinary Member of the Association of British Neurologists ,
hereby appoint ,
of ,
and failing him/her, ,
of ,
to vote for me and on my behalf at the ,
[Annual, or adjourned, as ,
the case may be] General meeting of the ,
Association to be held on the day of ,
and at every adjournment thereof. '
As witness my hand/the hand of our duly ,
appointed representative ,
this day of ."

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE TRUSTEES

32. The Rules shall specify the number of Trustees, the manner of their election or appointment and the term for which they shall hold office.

POWERS OF THE TRUSTEES

33. The business of the Association shall be managed by the Trustees who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to:-

- 33.1. the provisions of the Articles;
- 33.2. the provisions of the statutes for the time being in force and affecting the Association;
- 33.3. the provisions of the Rules for the time being in force; and

- 33.4. the requirement that the Trustees do not do or permit any act or omission which would prejudice the charitable status of the Association in law.
34. The Trustees for the time being may act notwithstanding any vacancy in their number but, if the number of Trustees is less than the number fixed as the quorum the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
35. In addition and without prejudice to any other powers hereby or by law conferred on the Trustees the Trustees may from time to time and for such period and to such extent and generally on such terms as the Trustees shall think fit delegate to any Trustee or Trustees and/or any employee of the Association employed in or in connection with the management, administration, organisation and conduct of the affairs of the Association any powers and duties of the Trustees as may be reasonable SAVE THAT the Trustees must report back to the Association in General Meeting as to the delegation of such powers and duties.
36. The Trustees may appoint as the investment manager for the Association a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Trustees may delegate to an investment manager so appointed power at his/her discretion to buy and sell investments for the Association in accordance with the investment policy laid down by the Trustees from time to time,

Provided that where the Trustees make any such delegation they shall:-

- 36.1. inform the investment manager in writing of the extent of the Association's investment powers and the terms of the delegation;
- 36.2. lay down a detailed investment policy for the Association and immediately inform the investment manager in writing of it and of any changes to it;
- 36.3. ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
- 36.4. take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 36.5. pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustees.
37. The Trustees may:-
- 37.1. make such arrangements as they think fit for any investments of the Association or income from those investments to be held by a corporate body as the Association's nominee; and
- 37.2. pay reasonable and proper remuneration to any corporate body acting as the Association's nominee in pursuance of this article.

38. Each Trustee may be repaid out of the funds of the Association such reasonable out-of-pocket expenses as the Trustees shall from time to time determine in respect of his or her attendance at meetings of the Trustees or on behalf of the affairs of the Association but save as otherwise provided in the Article 3 no member of the Association nor any Trustee shall receive any remuneration from the Association.

ELECTION AND RETIREMENT OF HONORARY OFFICERS AND REPRESENTATIVES

Election of Honorary Officers

39. The Association shall have a President. The Rules shall specify the manner of his election and the term for which he shall hold office.
40. The Rules shall specify which other Honorary Officers the Association shall have, the manner of their election or appointment and the term for which they shall hold office.

Chairmen of Sub-Committees

41. The Trustees shall appoint the chairmen of the Association's sub-committees, in accordance with the Rules from time to time.

The Association of British Neurology Trainees Representative

42. The Association of British Neurology Trainees shall nominate a representative from their number who shall hold such offices as the Rules may specify from time to time.

DISQUALIFICATION OF TRUSTEES

43. The office of Trustee shall be vacated:-
- 43.1. if by notice in writing to the Association he resigns as a Trustee (but only if at least two Trustees remain in office when the notice of resignation is to take effect), or
 - 43.2. if he is removed by notice in writing to the Association signed by a majority of the members of the Association, or
 - 43.3. if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation, or
 - 43.4. if he is removed from office by a resolution duly passed pursuant to s.168 of the Act, or
 - 43.5. if he is absent from three consecutive meetings of the Trustees without the consent of the Chairman, or
 - 43.6. if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
 - 43.7. if he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association.

PROCEEDINGS OF THE TRUSTEES

44. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least twice during every year. Unless otherwise determined, three Trustees shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the chairman of the meeting shall have a second or casting vote.
45. The President or two Trustees may, and on the request of the President or such Trustees the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon all Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
46. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Trustees generally. Trustees may be present in person or by means of any communication equipment that enables them to communicate effectively with the other attendees at that meeting.
47. The Trustees may delegate any of their powers to committees consisting of such Trustee or Trustees and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.
48. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee or member of the committee as the case may be.
49. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Association and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
50. A resolution in writing signed by all the Trustees or by all the members for the time being of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Trustees or members of the committee as the case may be. An email indicating agreement with a proposed written resolution from the email address customarily used by a Trustee for Association business shall constitute a valid signature for the purposes of passing such resolution.
51. Any bank account in which any part of the assets of the Association is deposited shall be operated by or with the authority of the Trustees and shall indicate the name of the Association.

PRESIDENT

52. The President shall preside as chairman at all meetings of the Trustees and of Council at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside,
- 52.1. in the case of a Trustees' meeting, the President Elect or another Trustee chosen by the Trustees present, or
- 52.2. in the case of Council meeting, the President Elect or another Councillor chosen by the Councillors present,
- shall preside at that meeting.

ACCOUNTS

53. The Trustees shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act and the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
54. The books of account shall be kept at the Office, or, subject to Section 388 of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of any Trustee.
55. At the Annual General Meeting in every year the Trustees shall lay before the Association accounts including an income and expenditure account for the period since the last preceding account, together with a balance sheet made up as at the same date. Such accounts shall be accompanied by reports of the Trustees and the Auditors. Copies of such accounts and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attaching thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 423 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be laid before the meeting.

AUDIT

56. Once at least in every year the accounts of the Association shall be examined and reported upon by the Auditors.
57. The Auditors shall be one or more properly qualified auditor(s) not being Trustees and their duties shall be regulated in accordance with the Act and the Charities Legislation and the SORP.

NOTICES

58. A notice may be served by the Association upon any member,
- 58.1. personally, or
- 58.2. by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or

- 58.3. by sending it by email or any other form of electronic communication to which the member has consented and for which the member has provided an email address or other delivery information; or
- 58.4. in the case of a member who has expressly agreed to receive notices by website communication, by placing it on the Association's website for at least 28 days in a form that the member can read and take a copy of and by notifying the member of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
59. Save as otherwise provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association. Provided that any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.
60. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a first class prepaid letter.

INDEMNITY

- 61.1. In the management of the affairs of the Association no Trustee shall be liable for any loss to the property of the Association arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Trustee in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Trustee or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.
- 61.2. Subject to the provisions of the Act, every Trustee and other officer of the Association and the Auditors shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
- 61.3. The Association may pay the premium of any indemnity insurance (1) to cover the Trustees for any liability which by virtue of any rule of law attaches to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in respect of the Association and all costs, charges and expenses which may be incurred by them in contesting any such liability or alleged liability. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or a breach of duty or not; and (2) for its officers and servants from and against all such risks incurred in the performance of their duties as may be thought fit.

RULES AND REGULATIONS

- 62.1. The Association in general meeting shall have power to adopt, alter, add to or repeal the Rules. Provided that no Rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.
- 62.2. No Rules made by the Association in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such Rules had not been made.
63. The Trustees may from time to time make such regulations as they deem necessary or expedient or convenient for the proper conduct and the management of the Association provided that such regulations are not inconsistent with the Articles or Rules.

ALTERATIONS

64. No alterations shall be made to the Articles except by a resolution put to a General Meeting of the Association either (1) by resolution of the Trustees (2) by the Council (a simple majority of whom at a duly convened Council meeting shall decide to put such resolution to the General Meeting) or (3) by at least ten Ordinary Members in writing giving notice to the Secretary at least 28 days before the date of the General Meeting and passed at such General Meeting (of which at least twenty-one days notice has been given) by three-quarters of those present and voting at such General Meeting provided that no alteration shall be made which shall have the effect of the Association ceasing to be a charity.

CONFLICT OF INTERESTS

- 65.1. A Trustee must declare to the other Trustees any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 65.2. An interest of a Trustee to be disclosed under Article 65.1 may be declared at a meeting of Trustees, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 65.3. If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Trustees may authorise such a conflict of interest if each of the following conditions is satisfied:
- 65.3.1. the Trustee is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
- 65.3.2. the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting; and
- 65.3.3. the remaining Trustees are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.
- 65.4. A conflict of interest arising for a Trustee because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 65.3 if such a conflict does not involve a direct or indirect benefit of any nature to a Trustee.

COUNCIL

- 66.1. The Rules shall specify the number of Councillors, the manner of their election or appointment and the term for which they shall hold office.