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COMPANIES HOUSE

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**THE COMPANIES ACT 1985, 1989 & 2006**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION  
of  
ASSOCIATION FOR NUTRITION**

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**GENERAL**

1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

<b>WORDS</b>	<b>MEANINGS</b>
The Act	Means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force
These Articles	These articles of Association, and the regulations of the Body from time to time in force
The Body	The above-named Company
The Council	The Board of Directors for the time being of the Body (who shall also be trustees of the charity if the company is so registered)
The Office	The registered office of the Body
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in visible form
Rules	Rules made by the Council for governance or for conduct of members
Clear days	In relation to a period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect

Auditors

Professional firm or practice reporting on financial affairs, includes Examiners as well as Auditors

And 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

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles

- 1 The name of the Company (hereinafter called "the Body") is "Association for Nutrition")
- 2 The registered office of the Body is to be situated in England or Wales
- 3 The objects for which the Body is established are
  - (a) To promote the health of the public by the promotion and maintenance of high standards of practice among and the regulation of nutritionists,
  - (b) To advance the study and practice of nutritional science and medicine,
  - (c) To advance the education of the public and to promote research for the public benefit in the field of nutrition, health and allied subjects ('the field')
- 4 And the Body shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely -
  - (a) To promote education, training, scholarship, communication and knowledge creation, and high standards of professional practice, conduct and development among members and others engaged in the field,
  - (b) To control admission to the Body, and exclusion or suspension from it, in accordance with criteria and procedures laid down in the Rules or by the Council, and subject to rights of hearing and appeal, to create classes of membership and post-nominal designations to describe them, to maintain one or more registers of persons qualified in the field by admission to any of the classes of professional membership of the Body, and to enrol persons not so qualified (if any) as ordinary members and to exclude them as thought fit,
  - (c) To accredit (or decline to accredit) universities and colleges offering courses and programmes in the field,
  - (d) To maintain and publish other registers of persons, partnerships or incorporated bodies with particular professional or practical experience in the field or aspect thereof as the Council shall think fit, and to prescribe criteria for inclusion in or exclusion from such registers,

- (e) To create and maintain such other lawful databases in electronic or other forms as may be deemed necessary for pursuit of the objects,
- (f) To issue certificates, provided that no certificate issued by or on the authority of the Body shall contain any statement expressing or implying that it is granted by or on the authority of any Government Department or Authority unless it is in fact so granted,
- (g) To promote application of the above in the public and private sectors, and widespread formal and informal recognition,
- (h) To seek to engender public confidence in rational and balanced approaches to preserving and improving public health, sustainable food supplies, individual and collective sense of physical and cultural wellbeing, dignified protection of the vulnerable, and freedom of choice and from avoidable disease, including where appropriate legislation, voluntary control, labelling, information dissemination and consultation,
- (i) To levy entry, certification, annual subscription, accreditation and other fees for different classes or categories of member and of partner organization,
- (j) To confer honours and awards,
- (k) To purchase, take on lease or in exchange, hire or otherwise acquire real, personal or intellectual property and rights or privileges, to construct, maintain and alter buildings or structures, and to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Body,
- (l) To give any guarantee or indemnities to any persons or person, Corporation or Organisation transferring any property to the Body and to compromise all disputes or differences between any such person or persons, Corporation or Organisation and the Body,
- (m) To co-operate with charities, voluntary bodies and statutory authorities, and to exchange information and advice with them, and to promote, subscribe for, purchase or otherwise acquire any company, society or other institution or any interest in the same in furtherance of the Objects,
- (n) To undertake and execute any charitable trusts which may lawfully be undertaken by the Body,
- (o) To borrow or raise money on such terms and on such security as may be thought fit, and to solicit, accept and refuse donations, gifts and sponsorship,
- (p) To sue for the recovery of debts or in pursuit of the objects,
- (q) To invest the moneys of the Body not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, or to employ professional fund managers to do so, subject nevertheless to such conditions (if

any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,

- (r) To lawfully employ, remunerate, dismiss and control staff, consultants or special advisers, including independent persons,
- (s) To establish committees, branches, divisions and commissions of various kinds to advise and assist the Council in pursuit of the Objects, with such revocable remits, terms of office, delegated powers (if any) and composition as the Council may determine,
- (t) To provide indemnity insurance to cover the liability of the members of the Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Body, provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council knew to be a breach of trust or breach of duty or which was committed by the members of the Council in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Council in their capacity as trustees of the Body,
- (u) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes,
- (v) To ensure that the Body be registered or recognised in any part of the world if and when desirable,
- (w) To enter into partnerships or amalgamations,
- (x) To create Rules and subsidiary standing orders for the better governance of the Body,
- (y) To apply for and take all necessary steps to obtain any Statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the body and to defray the costs and expenses involved,
- (z) To undertake other activity consistent with public protection, general public good in the field, and the Body's overall purposes and values, and to do all such other things as are incidental to the attainment or furtherance of the said objects or any of them

Provided that -

- (i) In case the Body shall take or hold any property which may be subject to any trusts, the Body shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,
- (ii) The Body's objects shall not extend to the regulation of relations between

workers and employers or organisations of workers and organisations of employers,

- (iii) In case the Body shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Body shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Body shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council have been if no incorporation had been effected, and the incorporation of the Body shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners (if applicable) over such Council, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Body were not incorporated

- 5 The income and property of the Body shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Body No member of its Council shall be appointed to any office of the Body paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association

Provided that nothing herein shall prevent any payment in good faith by the Body

- a) Of reasonable and proper remuneration to any member, officer or servant of the Body (not being a member of its Council) for any services rendered to the Body,
  - b) Of reasonable and proper remuneration to any member of the Council for services rendered by him to the Body as an examiner of any form of examination, written, practical or oral, set or approved by the Society,
  - c) Of interest at a rate not exceeding six per cent (6%) per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Body or of its Council,
  - d) To any member of its Council of out-of-pocket expenses,
  - e) To a company of which a member of the Body or any of its Council may be a member holding not more than one hundredth part of the capital of such company
- 6 Members of Council, members of committees, and the staff of the Body shall be indemnified out of the funds of the Body against any losses, expenses or liability incurred by them in or

about the discharge of their duties, unless arising from their own negligence or wilful default  
No member of the Council or a Committee, trustee or member of the staff of the Body shall be liable for any act other than his own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Body, otherwise than through his own wilful act or default

- 7 The Council, or the Council acting with the approval of a General Meeting, may from time to time make and subsequently rescind vary or add to any such Rules as they think fit for the purpose of carrying into effect any provision of the Memorandum or Articles of Association for regulating the affairs of the Body
- 8 The Memorandum or Articles of Association may be amended or rescinded by special resolution of a General Meeting But no addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Body shall cease to be a company to which section 30 of the Companies Act 1985 applies, or, if it is by then a registered charity, be such as to contravene the provisions of charitable status
- 9 The liability of the members is limited
- 10 Every member of the Body undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Body if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Body's debts and liabilities contracted before he 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
- 11 If upon the winding up or dissolution of the Body 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 Body but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Body, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Body under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Body at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object
- 12 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Body No person shall be admitted as a member of the Body, or to a particular class or category, unless he is approved by the Council and makes any payment required under the provisions of the Rules Every person who wishes to become a member shall deliver to the Body an application for membership in such form as the Council shall require to be executed by him Application procedures for particular classes or categories shall also be as stated in the Rules A member may at any time withdraw from the Body by giving at least sixty clear days' notice to the Body No refund of subscriptions paid shall be made, and liability for past subscriptions or actions will not be waived Membership shall not be transferable and shall cease on death or exclusion Exclusion or suspension may be resolved by the Council in cases of breach of Codes of Ethics or Conduct (subject to procedures and appeal mechanisms laid down in the Rules) and in cases of non-payment of subscriptions or fees due

- 13 At its sole discretion, Council may make provision for organizations, associations, trusts, universities, public bodies, companies or other stakeholders or entities to become affiliated to the body on such terms, with such obligations and for such periods as it shall alone determine. Such organizational affiliates (by whatever title or titles the Council shall formally describe them) shall have no rights or voting powers beyond those exercisable by individual members associated with the entities concerned.
- 14 Membership shall be open to all those involved in the practice or business of nutrition, food and allied subjects ('the field')
- 15 All members must inform the body of their current postal address. Any member may notify the Body in writing of an address for the purpose of his receiving electronic mail and having done so shall be deemed to have agreed to receive any notice, requisition, certificate or other document required to be given, delivered or sent to him under or in connection with the Memorandum or Articles of Association or the Rules by electronic mail. If a member so notifies the Body of his electronic address the Body may satisfy its obligation to give deliver or send to him any notice or other document by
  - a Sending it to him at that address by such form of electronic mail as the Council may from time to time determine, or
  - b Publishing such notice or other document on a website and notifying him by electronic mail to that address that such notice and other document has been so published, specifying the address on the website on which it has been published, the place on the website where the notice or other document may be accessed and (if any such notice relates to a meeting of the Body) stating,
    - i That the notice concerns a notice of a meeting of the body,
    - ii The date, time and place of the meeting and,
    - iii Whether the meeting is an annual or extraordinary meeting
- 16 The Body may notify members in writing of an address for the purpose of its receiving from members such form of electronic mail as the Council may determine and may specify what notice or other document may be sent to it by electronic mail and having done so shall be deemed to have agreed to receive any such notice or other document from members by such form of electronic mail.
- 17 Any notice or other document sent in accordance with articles 6 or 7 above shall be deemed to be received at 1000 on the day following that on which it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators for the time being in force) that a notice or other document was sent by electronic mail shall be conclusive evidence of such sending.

### **GENERAL MEETINGS**

- 18 The Body 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 Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last

preceding Annual General Meeting, and that so long as the Body holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

- 19 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 20 The Council may whenever it thinks fit convene an Extraordinary General Meeting Extraordinary General Meetings shall also be convened on the requisition of thirty voting members
- 21 Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least 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 in manner hereinafter mentioned to such persons (including the Auditors, if any) as are under these Articles or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 22 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 23 All business shall be deemed special that is transacted at an Extraordinary 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 income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 24 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 three members personally present shall be a quorum
- 25 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 date, time and place as the Council may determine If adjourned under these circumstances by precisely seven days with the same agenda, no new notice need be sent to members
- 26 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be



present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Body who shall be present to preside

- 27 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
- 28 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 at least three members present, and unless a poll be so demanded a declaration by the Chairman 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 minute book of the Body 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
- 29 Subject to the provision of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 30 No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment
- 31 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to cast a second vote
- 32 The demand for 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
- 33 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting of the Association duly convened and held

#### **VOTES OF MEMBERS**

- 34 Subject as hereinafter provided, every member shall have one vote
- 35 Save as herein expressly provided, no member other than a member duly registered and in good standing shall be entitled to vote on any question at any General Meeting
- 36 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

Chairman whose decision shall be final and conclusive

### **COUNCIL**

- 37 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 3 nor more than 30. Elections shall be held annually according to procedures laid down in the Rules and Standing Orders. However, the first members of the Council shall be appointed, and be as named in the Statement delivered to the Registrar of Companies at the time of registration.

The Council may from time to time and at any time appoint any member of the Body as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member appointed to fill a casual vacancy shall serve the remainder of the uncompleted term. Other persons appointed by Council shall retain office only until the next Annual General Meeting, but shall then be eligible for re-election. Council may additionally appoint one or more independent persons as lay representatives (on such terms and for such periods as decided by the Council), they will count towards the prescribed maximum. Except in such cases, no person who is not a member of the Body shall in any circumstances be eligible to hold office as a member of the Council.

- 38 The officers of the Body shall include the President, the Chairman of the Council, the Honorary Secretary, the Honorary Treasurer and such other offices as may be determined in General Meeting. All officers shall be or become members of Council.

### **POWERS OF COUNCIL**

- 39 The business of the Body shall be managed by the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Body as they think fit, and may exercise all such powers of the Body as are not required to be done by the Body in General Meeting. However, the Council shall be subject to the legitimate direction of members in General Meeting according to a majority vote although any such direction shall not invalidate any prior act of the Council which would have been valid if the direction had not been given.
- 40 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Body, filling up vacancies in the Council, or of summoning a General Meeting, but not for any other purpose.

### **SECRETARY**

- 41 The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them so far as allowed by law. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **THE COMMON SEAL**

- 42 The Body's common seal (if any) shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the common seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Body such signatures shall be conclusive evidence of the fact that the common seal has been properly affixed

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 43 The office of a member of the Council shall be vacated
- a If he becomes bankrupt or makes any arrangement or composition with his creditors generally
  - b If he becomes of unsound mind
  - c If he ceases to be a member of the Body
  - d If by notice in writing to the Body he resigns his office and the Council accepts
  - e If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company

#### **ROTATION OF MEMBERS OF COUNCIL**

- 44 At the first Annual General Meeting and at any Annual General Meeting to be held in any subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office
- 45 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in Office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election, subject to any general restrictions about rotation decided by General Meeting
- 46 The Body may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing or appointing a person thereto, and in default the retiring member shall, if eligible and offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- 47 No person shall be eligible for election or re-election to the Council unless he is validly proposed by a member of the Body in good standing. The requirements for a valid nomination shall be as provided in the Rules of the Body including nomination in writing duly signed by the nominator and the nomination to be received by whatever date shall be identified as the closing date for nominations
- 48 The Body may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such changes

- 49 In addition, the Body may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

### **PROCEEDINGS OF THE COUNCIL**

- 50 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined, three shall be a quorum Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chairman shall have a second or casting vote A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Rules or Standing Orders of the Body for the time being vested in the Council generally
- 51 Council meetings shall be convened by the Secretary on the instructions of the Council or any three members thereof and all persons entitled to participate shall be given due notice Subject to the specific or general approval of the Chair for the time being, one or more Council members may participate in Council meetings through video- or teleconferencing provided they can hear and be heard comprehensively throughout the time they are so participating
- 52 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting
- 53 Council shall make provision in the Rules for the appointment of other Honorary Officers and main committee chairmen, in addition to the Chairman, together with their terms of office and responsibilities All Honorary Officers and main committee chairmen shall be or become members of Council The Rules shall also provide for Council, in its absolute discretion, to appoint a President and one or more Vice Presidents No vacancy in any such appointments, including Honorary Officers, shall invalidate any act of the Council
- 54 The Council may delegate any of their powers to committees consisting of such member or members of the Council 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 Council, through Rules, Standing Orders or otherwise
- 55 All acts bona fide done by any meeting of the Council or any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, 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 member of the Council

- 56 A Council or committee member must declare any personal interest of any kind (including, but not limited to, an affiliation, employment or financial interest) in any specific or general matter under consideration by the Council, a General Meeting or a Committee, and shall absent himself from any discussion, correspondence or decision (whether at a Council, Committee or General meeting or otherwise) on such matters
- 57 The Council shall cause proper records to be kept and retained safely of all Written Resolutions, of all appointments of officers, made by the Council, and of minutes of the proceedings of all Council, General and committee meetings, and all business transacted at such meetings. Any such record purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, or by a Director or by the Secretary shall be conclusive evidence of the proceedings concerned
- 58 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

### **ACCOUNTS**

- 59 The Council shall cause accounting records to be kept in accordance with the requirements of the Act
- 60 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Body
- 61 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Body and any of them shall be open to the inspection of members not being officers of the Body, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Body except as conferred by statute or authorised by the Council or by the Body in General Meeting
- 62 The Council shall from time to time cause to be prepared such income and expenditure accounts, balance sheets and reports as are required. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors report on those accounts to the Auditors and to every person entitled to receive the same not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same

### **AUDIT OR EXAMINATION**

- 63 Once at least in every year the accounts of the Body shall be audited or examined and the correctness of the income and expenditure account and balance sheet ascertained by a

properly qualified Auditor or Examiner

- 64 Auditors or examiners shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions

### NOTICES

- 65 A notice may be served by the Body upon any member, either personally or by sending it through the post in a prepaid letter, or by electronic mail addressed to such member at his registered address as appearing in the Register of members
- 66 Any member described in the Register of members by an address not within the United Kingdom shall be entitled to have notices sent, but not within the dates prescribed by the articles
- 67 Any notice to a UK address shall be deemed to have been served on the day following that on which the letter containing the same is sent, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put appropriately into the electronic or physical mail

### DISSOLUTION

- 68 If upon the winding up or dissolution of the Body 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 Body, but shall be transferred either to some other institution (whether or not a member of the Body) having objects similar to the objects of the Body, or to some institution (whether or not a member of the Body) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Body at or before the time of dissolution

## NAMES AND ADDRESSES OF ORIGINAL SUBSCRIBERS

*Signed*  
**Dr Paul Amuna**

*Witness*

*Signed*  
**Professor Janet Cade**

*Witness*

*Signed*  
**Ms Ruth Campbell**

*Witness*

*Signed*  
**Professor Alan Jackson**

*Witness s*

*Signed*  
**Ms Ann Price**

*Witness*

*Signed*  
**Professor A John Webster**

*Witness*

*Signed*  
**Professor Martin Wiseman**

*Witness*

*Signed*  
**Professor John Waterlow**

*Witness*

*Signed*  
**Dr Stephen Wootton**

*Witness*