

Company Number 3520281

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

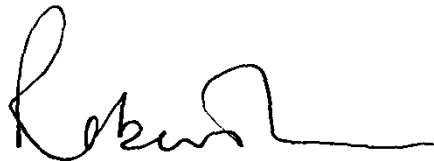
Academy of Medical Sciences

(Passed 3 December 2019)

On 15 November 2019 the Charity Commission gave its approval under section 198 of the Charities Act 2011 to certain alterations to the Company's Articles of Association. The members of the Company wished to implement those and various other amendments to those Articles of Association. Accordingly, at a general meeting of the Company, duly convened and held on 3 December 2019, the following resolution was duly passed as a special resolution.

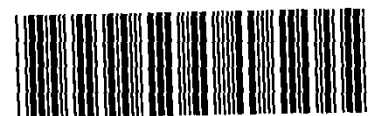
SPECIAL RESOLUTION

That with effect from 3 December 2019 the Company's Articles of Association be amended to take the form attached to this resolution



President

WEDNESDAY



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A05

11/12/2019

#183

COMPANIES HOUSE

Company No 3520281

Charity No 1070618

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF THE
ACADEMY OF MEDICAL SCIENCES

Incorporated on 2 March 1998

as amended by special resolutions

passed on 30 March 1998, 16 November 1998,

8 July 2002, 10 July 2003, 20 November 2003, 17 November 2005, 24 June 2008 and 3 December 2019

INTERPRETATION

1. In these Articles:

"the Articles"	means these Articles of Association of the Company and 'Article' refers to a particular Article,
"the Company"	means the above-named company,
the "Board"	means the board of directors of the Company, comprising the President, Treasurer and Vice President (Non-clinical) of the Royal Charter Body from time to time,
the "Charity Commission"	means the Charity Commission for England and Wales
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
the "Companies Acts"	is as defined in section 2 of the Companies Act 2006,
"Conflict"	means any situation in which a Director has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict with the interests of the Company or which conflicts or possibly might conflict with that Director's duty to act solely in the interests of the Company, provided that no Conflict will be deemed to exist by virtue of the fact that the Directors are, in addition to their roles within the Company, members of the Council of the Royal Charter Body and fellows of the Royal Charter Body,
"Conflicted Director"	means a Director in respect of whom a Conflict exists,
"Council of the Royal Charter Body"	means the governing body of the Royal Charter Body,

"Director"	means a director of the Company,
"Member"	means the person admitted to membership of the Company by virtue of Article 8,
"month"	means a calendar month,
the "Objects"	means the objects of the Company as detailed in Article 2,
"Office"	means the registered office of the Company,
"President"	means the President of the Royal Charter Body from time to time,
"Royal Charter Body"	means Academy of Medical Sciences, a company incorporated by Royal Charter sealed on 3 September 2019 by the Queen in Council whose company number is RC000905 and whose registered charity number is 1185329,
"these presents"	means the Articles and the regulations of the Company from time to time in force,
"Secretary"	means the company secretary of the Company (if any) or any other person who may be appointed to perform the duties of the company secretary of the Company, in each case appointed in accordance with Article 36,
"Un-conflicted Directors"	means the Directors who do not have a Conflict in relation to the matter in question,
"the United Kingdom"	means Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number and vice versa, words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Companies Acts (but excluding any statutory modification

thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

The Company's registered office is to be situated in England.

OBJECTS

2. The object for which the Company is established is to promote for the benefit of the public the aims and ethos of medical sciences and in particular to:
 - (1) promote excellence in research and in the teaching of medical sciences,
 - (2) promote the application of research to the practice of medicine and to the advancement of human health and welfare,
 - (3) promote public understanding of the medical sciences and their impact on society, and
 - (4) assess issues of medical science of concern to the public and to disseminate the results of such assessment.

POWERS

3. In the furtherance of the objects set out above but not otherwise the Company may exercise the following powers.
 - (1) to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction,
 - (2) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Company or for the purpose of informing contributors and others of the needs or progress of the Company,
 - (3) to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company,
 - (4) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions subject to special trusts or conditions, provided that in relation to any contributions subject to special trusts or conditions the Company shall hold and apply the

same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts,

- (5) to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by the Articles or by law to do so,
- (6) to carry out trade insofar as either (a) the trade is exercised in the course of carrying out the primary objects of the Company or (b) the trade is temporary and ancillary to the carrying out of the objects of the Company,
- (7) to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments,
- (8) to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- (9) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use,
- (10) to make planning applications, applications for consent under bye-laws or building regulations and other like applications,
- (11) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- (12) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit,
- (13) to enter into and carry out contracts,
- (14) to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants,

- (15) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers (the **Managers**) the exercise of all or any of its powers of investment provided always that
- (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000, as may be amended or superseded,
 - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company,
 - (c) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 14 days and to report regularly on the performance of investments managed by them,
 - (d) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof,
 - (e) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation,
 - (f) the Company shall be liable for any failure to take reasonable care in choosing the Managers, fixing or enforcing the terms upon which the Managers are employed, requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers,
- (16) to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such,
- (17) to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Director which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Director) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as trustees of the Company,

- (18) to establish charitable trusts for any particular purposes of the Company, to act as trustees of any such special charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to its objects,
- (19) to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Company or calculated to further its objects,
- (20) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar charitable purposes and to exchange information and advice with them,
- (21) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and
- (22) to do all such lawful things as shall further the attainment of the objects of the Company or any of them

4. The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in the Articles and (subject to Article 4(8)) no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Member and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, provided that nothing in this document shall prevent any payment in good faith by the Company

- (1) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the Board benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,
- (2) of reasonable and proper remuneration for any services rendered to the Company by any officer who is not a Director,
- (3) of interest on money lent by any Director at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board or three per cent whichever is greater,
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company,

- (5) of reasonable and proper rent for premises demised or let by any Director of the Company,
- (6) to any Director of reasonable out-of-pocket expenses,
- (7) of reasonable and proper premiums in respect of indemnity insurance for Directors, effected in accordance with Article 3(17) above,
- (8) of any payment of any sum to the Royal Charter Body in furtherance of the Company's objects (notwithstanding that the Royal Charter Body is the sole Member and that the Directors are also members of the Council of the Royal Charter Body and fellows of the Royal Charter Body)

5 The liability of the sole Member is limited

6. The Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up during the Member's tenure as a Member or within one year afterwards, for payment of the Company's debts and liabilities contracted before the Member 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

7. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed to the Member, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Company, and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 4 above, chosen by the Member at or before the time of dissolution and if that cannot be done then to some other charitable object.

MEMBERSHIP OF THE COMPANY

8. The sole Member of the Company shall be the Royal Charter Body or such successor to the Royal Charter Body as the Directors may determine, provided that there shall never at any time be more than one Member

9. Membership is not transferable.

PROCEEDINGS OF THE SOLE MEMBER

10. Subject to the provisions of the Companies Acts, all business to be transacted by the Member shall be undertaken by resolution in writing, and any such resolution signed by the sole Member entitled

to receive notice of and to attend and vote at any general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

11. To the extent that any business of the Member cannot lawfully be transacted by written resolution, the Member shall be entitled to attend all general meetings of the Company, which meetings shall be arranged and take place in accordance with the provisions of the Companies Acts.

WRITTEN RESOLUTIONS

12. The Member is entitled to receive a copy of any resolution proposed as a written resolution of the Company by the Directors.
13. A resolution circulated in accordance with Article 12 must be accompanied by a statement informing the Member:
 - (1) how to signify agreement to the resolution, and
 - (2) as to the date by which the resolution must be passed if it is not to lapse
14. A written resolution is passed when the sole Member, acting by a representative duly authorised in accordance with section 323 of the Companies Act 2006, has signified its agreement to it.

THE BOARD

15. The Directors as charity trustees and company directors have general control and management of the administration of the Company and its property and funds.
16. The Company shall maintain a register of Directors.
17. The Board shall comprise the President, the Treasurer and the Vice-President (Non-clinical) of the Council of the Royal Charter Body from time to time (or any other person who the Council of the Royal Charter Body may nominate by notice in writing)
18. Except to the extent permitted by Article 4, no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.
19. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

POWERS OF THE BOARD

20. Subject to the provisions of the Companies Acts, the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board who may exercise all the

powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these presents required to be exercised by the Company in general meeting. No alteration to the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

21. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
22. The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof, as to prescribing conditions of membership and the rights and privileges of the Member, as to the duties of any officers of the Company, as to the conduct of the business of the Company by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
23. The Board and the Company in general meeting shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of the Member all such regulations which shall be binding on it.

CONFLICTS OF INTEREST

24. A Director must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed, the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared, save that no such declaration is necessary if the interest which would be disclosed arises solely by virtue of the fact that such Director is also a member of the Council of the Royal Charter Body.
25. Any Director who is or becomes a Conflicted Director in relation to any matter to be discussed by the Board must:
 - (1) absent himself or herself from those discussions, unless the Un-conflicted Directors invite the Conflicted Director to remain in order to provide information to assist the Un-conflicted Directors in their discussions, and
 - (2) be absent during any vote and have no vote on the matter, and shall not be counted in the quorum for that part of the discussion.

26. Subject to the provisions of the Companies Acts, a Director may be an unpaid director or other officer of any undertaking in the same group as the Charity or in which the Charity or any undertaking in the same group as the Charity is otherwise interested.
27. If a Conflict arises for a Director because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Articles, and would, if not otherwise authorised, involve the Conflicted Director breaching his or her duty under section 175 of the Companies Act 2006 to avoid conflicts of interest, the Un-conflicted Directors may authorise that Conflict where the following conditions apply:
- (1) the Conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or other person,
 - (2) the Conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and
 - (3) the Un-conflicted Directors consider it is in the interests of the Company to authorise the Conflict in the circumstances applying.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

28. A Director shall automatically cease to hold office if he ceases to be a member of the Council of the Royal Charter Body.

PROCEEDINGS OF THE BOARD

29. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Directors may, and the Secretary (if any) at the request of two Directors shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote
30. The quorum for the transaction of the business of the Board shall be two.
31. Unless he is unwilling to do so, the President shall preside at every meeting of the Board at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting
32. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that.

- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
 - (2) the composition of any such committee shall be entirely in the discretion of the Board and may compose such of their number (if any) as the resolution may specify,
 - (3) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board,
 - (4) all delegations under this Article shall be revocable at any time,
 - (5) the Board may make such regulations and impose such terms of reference and give such mandates to any such committee as it may from time to time think fit,
 - (6) for the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Board Member shall be required.
33. All acts done by a meeting of the Board or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote.
34. A resolution in writing, signed by all the Directors for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held.
35. Directors and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

OFFICERS

36. Subject to the provisions of the Companies Acts and to Article 3, the Board:
- (1) may appoint or engage a Secretary and an assistant or deputy Secretary,

(2) may appoint such officers as they shall see fit,

and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed or engaged

MINUTES

37. The Board shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Board, and
- (2) of all proceedings at meetings of the Company and of the Board and of Committees and sub-committees of the Board including the names of those present at each such meeting.

BANK ACCOUNTS

38. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall unless the Board decides otherwise require two signatures

ACCOUNTS

39. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit

40. Subject to the requirements of the Companies Acts, the Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the Member and subject to those restrictions the books and accounts shall be opened to inspection by the Member at all reasonable times during usual business hours

41. The Board shall prepare in each year 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 and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the Auditors and shall comply with the provisions of the Act. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

42. To the extent required under the Companies Acts, Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

ANNUAL REPORT AND ANNUAL RETURN

43. The Directors shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners.

NOTICES

44. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing
45. The Company may give any notice to the Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address
46. Where the Member is present at any meeting of the Company, it shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
47. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted.
48. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

INDEMNITY

49. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
50. The Board shall have power to resolve pursuant to Article 3(17) to effect Indemnity Insurance notwithstanding their interest in such policy.

Company No 3520281

Charity No 1070618

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 - (2) promote the application of research to the practice of medicine and to the advancement of human health and welfare,
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 - (4) assess issues of medical science of concern to the public and to disseminate the results of such assessment.

POWERS

3. In the furtherance of the objects set out above but not otherwise the Company may exercise the following powers:
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 - (2) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Company or for the purpose of informing contributors and others of the needs or progress of the Company,
 - (3) to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company,
 - (4) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions subject to special trusts or conditions, provided that in relation to any contributions subject to special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts,

- (5) to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by the Articles or by law to do so,
- (6) to carry out trade insofar as either (a) the trade is exercised in the course of carrying out the primary objects of the Company or (b) the trade is temporary and ancillary to the carrying out of the objects of the Company,
- (7) to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments,
- (8) to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- (9) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use,
- (10) to make planning applications, applications for consent under bye-laws or building regulations and other like applications,
- (11) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- (12) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit,
- (13) to enter into and carry out contracts,
- (14) to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants,
- (15) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers (the **Managers**) the exercise of all or any of its powers of investment provided always that.

- (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000, as may be amended or superseded,
 - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
 - (c) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 14 days and to report regularly on the performance of investments managed by them,
 - (d) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof,
 - (e) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation,
 - (f) the Company shall be liable for any failure to take reasonable care in choosing the Managers, fixing or enforcing the terms upon which the Managers are employed, requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers,
- (16) to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such,
- (17) to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Director which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Director) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as trustees of the Company,
- (18) to establish charitable trusts for any particular purposes of the Company, to act as trustees of any such special charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to its objects,

- (19) to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Company or calculated to further its objects,
- (20) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar charitable purposes and to exchange information and advice with them,
- (21) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and
- (22) to do all such lawful things as shall further the attainment of the objects of the Company or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in the Articles and (subject to Article 4(8)) no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Member and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, provided that nothing in this document shall prevent any payment in good faith by the Company.

- (1) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the Board benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,
- (2) of reasonable and proper remuneration for any services rendered to the Company by any officer who is not a Director,
- (3) of interest on money lent by any Director at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board or three per cent whichever is greater,
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company,
- (5) of reasonable and proper rent for premises demised or let by any Director of the Company,
- (6) to any Director of reasonable out-of-pocket expenses,

- (7) of reasonable and proper premiums in respect of indemnity insurance for Directors, effected in accordance with Article 3(17) above,
 - (8) of any payment of any sum to the Royal Charter Body in furtherance of the Company's objects (notwithstanding that the Royal Charter Body is the sole Member and that the Directors are also members of the Council of the Royal Charter Body and fellows of the Royal Charter Body).
5. The liability of the sole Member is limited.
6. The Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up during the Member's tenure as a Member or within one year afterwards, for payment of the Company's debts and liabilities contracted before the Member 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.
7. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed to the Member, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Company, and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 4 above, chosen by the Member at or before the time of dissolution and if that cannot be done then to some other charitable object.

MEMBERSHIP OF THE COMPANY

8. The sole Member of the Company shall be the Royal Charter Body or such successor to the Royal Charter Body as the Directors may determine, provided that there shall never at any time be more than one Member.
9. Membership is not transferable.

PROCEEDINGS OF THE SOLE MEMBER

10. Subject to the provisions of the Companies Acts, all business to be transacted by the Member shall be undertaken by resolution in writing, and any such resolution signed by the sole Member entitled

to receive notice of and to attend and vote at any general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

11. To the extent that any business of the Member cannot lawfully be transacted by written resolution, the Member shall be entitled to attend all general meetings of the Company, which meetings shall be arranged and take place in accordance with the provisions of the Companies Acts

WRITTEN RESOLUTIONS

12. The Member is entitled to receive a copy of any resolution proposed as a written resolution of the Company by the Directors
13. A resolution circulated in accordance with Article 12 must be accompanied by a statement informing the Member:
 - (1) how to signify agreement to the resolution, and
 - (2) as to the date by which the resolution must be passed if it is not to lapse
14. A written resolution is passed when the sole Member, acting by a representative duly authorised in accordance with section 323 of the Companies Act 2006, has signified its agreement to it

THE BOARD

15. The Directors as charity trustees and company directors have general control and management of the administration of the Company and its property and funds
16. The Company shall maintain a register of Directors
17. The Board shall comprise the President, the Treasurer and the Vice-President (Non-clinical) of the Council of the Royal Charter Body from time to time (or any other person who the Council of the Royal Charter Body may nominate by notice in writing).
18. Except to the extent permitted by Article 4, no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.
19. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

POWERS OF THE BOARD

20. Subject to the provisions of the Companies Acts, the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board who may exercise all the

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powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these presents required to be exercised by the Company in general meeting. No alteration to the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board

21. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine
22. The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof, as to prescribing conditions of membership and the rights and privileges of the Member, as to the duties of any officers of the Company, as to the conduct of the business of the Company by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
23. The Board and the Company in general meeting shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of the Member all such regulations which shall be binding on it.

CONFLICTS OF INTEREST

24. A Director must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed, the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared, save that no such declaration is necessary if the interest which would be disclosed arises solely by virtue of the fact that such Director is also a member of the Council of the Royal Charter Body.
25. Any Director who is or becomes a Conflicted Director in relation to any matter to be discussed by the Board must:
 - (1) absent himself or herself from those discussions, unless the Un-conflicted Directors invite the Conflicted Director to remain in order to provide information to assist the Un-conflicted Directors in their discussions, and
 - (2) be absent during any vote and have no vote on the matter, and shall not be counted in the quorum for that part of the discussion

26. Subject to the provisions of the Companies Acts, a Director may be an unpaid director or other officer of any undertaking in the same group as the Charity or in which the Charity or any undertaking in the same group as the Charity is otherwise interested.
27. If a Conflict arises for a Director because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Articles, and would, if not otherwise authorised, involve the Conflicted Director breaching his or her duty under section 175 of the Companies Act 2006 to avoid conflicts of interest, the Un-conflicted Directors may authorise that Conflict where the following conditions apply
- (1) the Conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or other person,
 - (2) the Conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and
 - (3) the Un-conflicted Directors consider it is in the interests of the Company to authorise the Conflict in the circumstances applying.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

28. A Director shall automatically cease to hold office if he ceases to be a member of the Council of the Royal Charter Body.

PROCEEDINGS OF THE BOARD

29. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Directors may, and the Secretary (if any) at the request of two Directors shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
30. The quorum for the transaction of the business of the Board shall be two.
31. Unless he is unwilling to do so, the President shall preside at every meeting of the Board at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
32. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:

- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
 - (2) the composition of any such committee shall be entirely in the discretion of the Board and may compose such of their number (if any) as the resolution may specify,
 - (3) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board,
 - (4) all delegations under this Article shall be revocable at any time,
 - (5) the Board may make such regulations and impose such terms of reference and give such mandates to any such committee as it may from time to time think fit,
 - (6) for the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Board Member shall be required
33. All acts done by a meeting of the Board or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote.
34. A resolution in writing, signed by all the Directors for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held.
35. Directors and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present

OFFICERS

36. Subject to the provisions of the Companies Acts and to Article 3, the Board:
- (1) may appoint or engage a Secretary and an assistant or deputy Secretary,

(2) may appoint such officers as they shall see fit,

and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed or engaged.

MINUTES

37 The Board shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Board, and
- (2) of all proceedings at meetings of the Company and of the Board and of Committees and sub-committees of the Board including the names of those present at each such meeting.

BANK ACCOUNTS

38. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall unless the Board decides otherwise require two signatures.

ACCOUNTS

39 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.

40 Subject to the requirements of the Companies Acts, the Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the Member and subject to those restrictions the books and accounts shall be opened to inspection by the Member at all reasonable times during usual business hours.

41. The Board shall prepare in each year 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 and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the Auditors and shall comply with the provisions of the Act. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

42. To the extent required under the Companies Acts, Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

ANNUAL REPORT AND ANNUAL RETURN

43. The Directors shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners.

NOTICES

44. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing
45. The Company may give any notice to the Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address.
46. Where the Member is present at any meeting of the Company, it shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
47. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted.
48. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

INDEMNITY

49. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
50. The Board shall have power to resolve pursuant to Article 3(17) to effect Indemnity Insurance notwithstanding their interest in such policy.