



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8124892

The Registrar of Companies for England and Wales, hereby certifies that

BRITISH SOCIETY OF GASTROENTEROLOGY

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **29th June 2012**



N08124892L



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

029043/40



A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is not for**
You cannot use this form to register a
limited liability partnership. If you want to
register this, please use form IN02.

WEDNESDAY



A05 27/06/2012 #148
COMPANIES HOUSE

lease
gov.uk

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

BRITISH SOCIETY OF GASTROENTEROLOGY

For official use

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→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number

3

Street

St Andrews Place

Post town

London

County/Region

Postcode

N W 1 4 L B

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature
-----------	-----------

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**→ **No** Complete **Section C4 only****C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	Mr
Full forename(s)	Christopher JOHN BERTRAM
Surname	Bromfield
Former name(s) ②	
Country/State of residence ③	England
Nationality	BRITISH
Date of birth	d0 d4 m1 m0 y1 y9 y5 y0
Business occupation (if any) ④	SOLICITOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	3
Street	St Andrews Place
Post town	London
County/Region	
Postcode	N W 1 4 L B
Country	England

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	Dr
Full forename(s)	Mounes
Surname	Dakkak
Former name(s) ②	
Country/State of residence ③	England
Nationality	BRITISH
Date of birth	d 2 d 4 m 0 m 7 y 1 y 9 y 5 y 4
Business occupation (if any) ④	CONSULTANT GASTROENTEROLOGIST

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	3
Street	St Andrews Place
Post town	London
County/Region	
Postcode	N W 1 4 L B
Country	England

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title *	Professor Sir	
Full forename(s)	Ian	
Surname	Gilmore	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	BRITISH	
Date of birth	d2 d5 m0 m9 y1 y9 y4 y6	
Business occupation (if any) ④	PHYSICIAN	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.


④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑤	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .		
Building name/number	3	
Street	St Andrews Place	
Post town	London	
County/Region		
Postcode	N W 1 4 L B	
Country	England	

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.



D3	Signature ⑥	
I consent to act as director of the proposed company named in Section A1 .		
Signature	Signature X  X	

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①		
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)?		
	→ Yes Complete Section E3 only		
	→ No Complete Section E4 only		
E3	EEA companies ②		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number			
E4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature		⑤ Signature The person named above consents to act as corporate director of the proposed company
	 		

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)****F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
			Totals	£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

④ **Total aggregate nominal value**
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium③ Number of shares issued multiplied by
nominal value of each share

② Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1**1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) **1** CHRISTOPHER *JOHN BERTMAN*

Surname **1** BROMFIELD

Address **2** 3 St Andrews Place, London

Postcode N W 1 4 L B

Amount guaranteed **3** £1 00

Subscriber's details

Forename(s) **1** MOUNES

Surname **1** DAKKAK

Address **2** 3 St Andrews Place, London

Postcode N W 1 4 L B

Amount guaranteed **3** £1 00

Subscriber's details

Forename(s) **1** IAN

Surname **1** GILMORE

Address **2** 3 St Andrews Place, London

Postcode N W 1 4 L B

Amount guaranteed **3** £1 00

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Application to register a company

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	Hempsons	
Building name/number	The Exchange	
Street	Station Parade	
Post town	Harrogate	
County/Region	North Yorkshire	
Postcode	H G 1 1 D Y	
Country	England	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X CR FOR AND ON BEHALF OF HEMPSONS	X

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Hempsons

Address The Exchange

Station Parade

Post town Harrogate

County/Region North Yorkshire

Postcode

H G 1 1 D Y

Country England

DX 11965 HARROGATE 1

Telephone 01423 724105



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
BRITISH SOCIETY OF GASTROENTEROLOGY
Incorporated under the Companies Act 2006
On 2012
under Company no.**

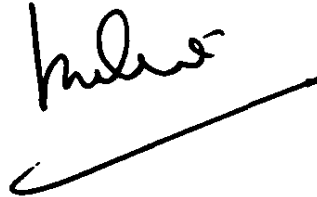
c.rustomji@hempsons.co.uk

The Companies Act 2006
A COMPANY LIMITED BY GUARANTEE
Memorandum of Association
of
BRITISH SOCIETY OF GASTROENTEROLOGY

1 The name of the company is British Society of Gastroenterology ("the Charity")

We, the subscribers to this Memorandum of Association, wish to be formed into a company under the Companies Act 2006 and agree to become a member of the company

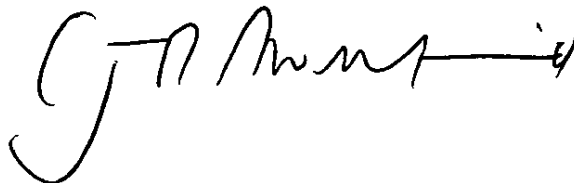
Professor Sir Ian Gilmore



Dr Mounes Dakkak



Mr Christopher Bromfield



Dated 20/6/2012

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
BRITISH SOCIETY OF GASTROENTEROLOGY

NAME

- 1 The Charity's name is British Society of Gastroenterology

INTERPRETATION

- 2 In these Articles, the following words shall have the following meanings, unless the context otherwise requires

Words	Meanings
Address	means a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Charity,
the Articles	the Articles of Association of the Charity, as amended from time to time,
the Charity	the company regulated by the Articles,
Charity Commission	the Charity Commission for England and Wales,
clear day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect,
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity,
Connected Person	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm or body corporate (including a limited liability partnership) of which a Trustee is a partner, member or employee and any company of which a Trustee is a director, employee or

	shareholder having a beneficial interest in more than 1 per cent of the share capital,
document	includes, unless otherwise specified, any document sent or supplied in electronic form,
electronic form	as defined in section 1168 of the Companies Act 2006,
Financial Expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
Financial Year	the Charity's financial year,
General Meeting	a general meeting of the Charity held in accordance with the Companies Acts,
Members	the members of the Charity for the purposes of the Companies Acts,
the Memorandum	the Memorandum of Association of the Charity,
Month	calendar month,
Objects	the objects of the Charity as defined in Article 5,
The Office	the registered office of the Charity,
President	the chairman of Trustees appointed in accordance with these Articles,
President-elect	the President-elect of the Charity,
the Register	the register of Members of the Charity kept pursuant to the Companies Acts,
Regulations	the regulations of the Charity made by the Trustees pursuant to Article 88,
Services	(in the context of remuneration for services as stipulated in Article 14) includes goods that are supplied in connection with the provision of those services,
Trustee	a director of the Charity and Trustees means all the directors The Trustees are charity trustees as defined by section 177 of the Charities Act 2011,
United Kingdom	Great Britain and Northern Ireland,

in writing or written the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise,

Year calendar year

2 1 Unless specifically stated otherwise

2 1 1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Charity

2 1 2 Words denoting the singular include the plural and vice versa

2 1 3 Words denoting any one gender include all genders

2 1 4 Each reference to "person" includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality)

2 1 5 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time

LIABILITY OF MEMBERS

3 The liability of the Members is limited

4 Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Charity in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity 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

OBJECTS

5 The Charity's objects are the promotion of good health by providing a high standard of patient care, clinical services, research and education in gastrointestinal and liver disease in the United Kingdom and internationally

POWERS

- 6 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing
- 6 1 To undertake or support research in furtherance of the Objects,
- 6 2 To arrange and provide for, or join in arranging and providing for, meetings, lectures, classes, seminars and training courses,
- 6 3 To raise funds and to invite and receive contributions from any person or person whatsoever by way of subscription, donation and otherwise provided that, in doing so, the Charity must not undertake any trading activity in respect of which some or all of the profits are liable to tax,
- 6 4 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- 6 5 To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity In exercising this power, the Charity must comply as appropriate with sections 117 to 123 of the Charities Act 2011,
- 6 6 To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land,
- 6 7 To co-operate with other bodies and to exchange information and advice with them,
- 6 8 To establish or support any body formed for any of the charitable purposes included in the Objects,
- 6 9 To acquire or merge with any other charity,
- 6 10 To enter into any partnership or joint venture arrangement with any body,
- 6 11 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 6 12 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Charity The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Articles 7 to 19 and provided it complies with the conditions in those Articles,
- 6 13 To
 - 6 13 1 deposit or invest funds,

- 6 13 2 engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager, and
- 6 13 3 arrange for the investments or other property of the Charity to be held in the name of a nominee,
- 6 14 To provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- 6 15 To enter into contracts to provide services,
- 6 16 To establish or acquire subsidiary companies, and
- 6 17 To pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity

APPLICATION OF INCOME AND PROPERTY

- 7 The income and property of the Charity shall be applied solely towards the promotion of the Objects
- 8 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity
- 9 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- 10 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 98
- 11 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Member
This does not prevent a Member who is not also a Trustee receiving
 - 11 1 A benefit from the Charity in the capacity of a beneficiary of the Charity, or
 - 11 2 Reasonable and proper remuneration for any goods or services supplied to the Charity

TRUSTEES' BENEFITS

- 12 No Trustee or Connected Person may
 - 12 1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public,

- 12 2 sell goods, services, or any interest in land to the Charity,
- 12 3 be employed by, or receive any remuneration from, the Charity,
- 12 4 receive any other financial benefit from the Charity, unless
 - 12 4 1 the payment is permitted by articles 13 to 18, or
 - 12 4 2 the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes
- 13 A Trustee or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- 14 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011
- 15 Subject to Article 19, a Trustee or Connected Person may provide the Charity with goods that are not supplied in connection with the services provided to the Charity by the Trustee or Connected Person
- 16 A Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable rate
- 17 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Charity if the amount of the rent and the other terms of the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 18 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public
- 19 The Charity and its Trustees may only rely on the authority provided by Article 15 if each of the following conditions is satisfied
 - 19 1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between,
 - 19 1 1 the Charity, and
 - 19 1 2 the Trustee or Connected Person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity

- 19 2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
- 19 3 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of not doing so
- 19 4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity
- 19 5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
- 19 6 The reason for their decision is recorded by the Trustees in the minute book
- 19 7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 12

MEMBERS

- 20 The subscribers to the Memorandum are the first Members
- 21 Membership is open to other individuals who
- 21 1 apply to the Charity in the form required by the Trustees, and
- 21 2 are approved by the Trustees
- 22 The rules and procedures relating to the application, appointment or election of Members shall be set out in Regulations made by the Trustees from time to time
- 23 Membership is not transferable
- 24 The Trustees must keep a Register in accordance with the Companies Acts
- 25 The Trustees may establish different classes of membership with different rights and obligations and shall record the rights and obligations in the Register
- 26 Membership is terminated if
- 26 1 the Member dies ,
- 26 2 the Member is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his

personal welfare or property and affairs under legislation relating to mental health or mental capacity,

- 26 3 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than the number of Members required for a quorum at a General Meeting,
- 26 4 any sum due from the Member to the Charity is not paid in full within six months of it falling due, or
- 26 5 the Trustees or a committee of them, after due enquiry, resolve that the interests of the Charity so require

FEES AND SUBSCRIPTIONS

- 27 The fees and subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Trustees and shall be due on the date or dates prescribed by the Trustees. The Trustees may set different rates for different classes of Members
- 28 A Member who is in arrears with any fee or subscription due from him and who has been notified in writing by the Trustees shall cease to be a Member in accordance with the regulations and his name shall be removed from the Register of Members. The Trustees, if authorised to do so by the Regulations and in accordance with the terms thereof, may waive or lower the sum demanded
- 29 A Member shall remain liable to pay to the Charity all fees and subscriptions due up to the date on which he ceased to be a Member
- 30 A Member, who is in arrears with any fee or subscription or other sum due from him to the Charity, shall not be entitled to exercise any voting rights and may have his other privileges of membership suspended in accordance with the Regulations
- 31 Where any member has ceased to be a Member under Article 26, Regulations may prescribe circumstances in which such a person could be reinstated as a Member

GENERAL MEETINGS

- 32 A general meeting of the Company shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Trustees shall appoint
- 33 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings

- 34 The Trustees may whenever they think fit, call General Meetings, and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may call a General Meeting.

NOTICE OF GENERAL MEETINGS

- 35 A General Meeting shall be called by at least fourteen clear days' notice.
- 36 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Members.
- 37 The notice shall contain a statement setting out the rights of Members to appoint a proxy under Section 324 of the Companies Act 2006.
- 38 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 39 The business of an Annual General Meeting shall be to receive the consolidated statement of financial activities and to announce the newly elected Trustees.
- 40 No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, 20 Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 41 If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be 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 (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the President, or the Trustees, shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.

- 42 The President shall preside as chairman at every General Meeting of the Charity or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the President Elect shall, if present and willing to act, preside as chairman failing which the Members present shall elect one of their number to be chairman of that meeting
- 43 The chairman of any General Meeting 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 properly have been transacted at the meeting had the adjournment not taken place
- 44 When a General Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise, it shall not be necessary to give any such notice
- 45 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- 45 1 by the chairman of the meeting, or
- 45 2 by at least three Members present in person or by proxy having the right to vote on the resolution, or
- 45 3 by a Member or Members present in person or by proxy representing not less than one fifth of the total voting rights of all the Members having the right to vote on the resolution
- 46 Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 47 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 48 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll

The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded

- 49 No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 50 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 51 A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act)

VOTES OF MEMBERS

- 52 Every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy.
- 53 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 54 Every Member shall be entitled to appoint another person as his proxy in accordance with the Companies Acts.
- 55 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Trustees may determine.
- 56 The Trustees may require proxy notices to be delivered in a particular form.

- 57 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions
- 58 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself
- 59 The appointment of a proxy and any other authority under which it is executed may
- 59 1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- 59 2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form
- 59 2 1 in the notice convening the meeting,
- 59 2 2 in any instrument of proxy sent out by the Charity in relation to the meeting, or
- 59 2 3 in any invitation contained in a communication in electronic form to appoint a proxy issued by the Charity in relation to the meeting,
- it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- 59 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- 59 4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting,
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid
- In this Article, "address", in relation to communications in electronic form, includes any number or address used for the purposes of such communications

In calculating the periods mentioned in this Article no account shall be taken of any part of the day that is not a working day

- 60 A Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that Member. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated
- 61 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 62 An appointment under a proxy notice may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 63 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

TRUSTEES

- 64 A Trustee must be a natural person aged 16 years or older and no one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 71
- 65 The number of Trustees shall not be less than three nor more than twenty
- 66 The first Trustees are listed below. The first Trustees shall retire at the first Trustees' meeting in the year set out next to their name and shall be eligible for re-appointment for further terms

Mr AJ Adams	2015
Professor C Baden-Fuller	2015
Mr CJB Bromfield	2015
Dr M Dakkak	2013
Mr RD Driscoll	2015
Mr C Exeter	2015
Dr I C Forgacs	2016
Professor Sir IT Gilmore	2014

Dr S Hughes 2013

Professor PJ Kumar 2015

Dr C Murray 2013

Dr ML Wilkinson 2014

- 67 The Trustees shall have power to appoint any person who is able and willing to do so to be a Trustee subject to any maximum under Article 65 not being exceeded
- 68 A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles
- 69 Future Trustees shall be appointed for a term of three years from the date of his appointment at the end of which he shall be eligible for re-appointment for further terms

POWERS AND DUTIES OF THE TRUSTEES

- 70 Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

- 71 The office of a Trustee shall be vacated if
- 71 1 he ceases to be a Member,
- 71 2 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors,
- 71 3 he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity,

- 71 4 by notice in writing to the Charity he resigns his office (but only if the number of Trustees necessary for a quorum at a Trustees' meeting will remain in office when the notice of resignation is to take effect),
- 71 5 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office,
- 71 6 he absents himself from three consecutive meetings of the Trustees without special leave of absence from the Trustees and they pass a resolution that he has by reason of such absence vacated office,
- 71 7 he is removed from office by a resolution of the Members duly passed pursuant to Section 168 of the Companies Act 2006, or
- 71 8 he is directly or indirectly interested in any proposed or actual transaction or arrangement with the Charity and fails to declare the nature and extent of his interest as required by Section 177 of the Companies Act 2006

PRESIDENT, PRESIDENT-ELECT AND VICE PRESIDENTS

- 72 The Trustees may appoint in accordance with the Regulations a President, a President-elect and Vice Presidents and may determine for what period they are to hold office. A retiring President or Vice President shall not be eligible for election to the same office

PROCEEDINGS OF THE TRUSTEES

- 73 Subject to the Articles, the Trustees may regulate their proceedings as they think fit
- 74 Unless otherwise resolved by the Trustees, the Trustees shall meet at least two times each Year
- 75 The President or President-elect may, and on the request of two Trustees shall, at any time call a meeting of the Trustees
- 76 The quorum necessary for the transaction of business of the Trustees shall be three Trustees. Questions arising at any Trustees' 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
- 77 The President shall be entitled to preside at all meetings of the Trustees. If there shall be no President or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the President-elect shall act as chairman of the meeting and if no President-elect is elected or if at

any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chairman of the meeting

- 78 Any of the Trustees, or any committee of the Trustees, can take part in a Trustees meeting or committee meeting by way of a
- 78 1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting, or
- 78 2 series of video conferences or telephone calls from the President

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the President will be treated as taking place where the President is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman of the meeting is, unless the Trustees decide otherwise.

- 79 The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose
- 80 All acts bona fide done by any meeting of the Trustees, or of any committee of the Trustees, or by any person acting as a Trustee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee, or person acting as aforesaid, or that they or 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 Trustee and had been entitled to vote
- 81 A resolution in writing signed or approved by all the Trustees or all the members of any committee of the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons

DECLARATION OF TRUSTEES' INTERESTS

- 82 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been

declared A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

CONFLICTS OF INTEREST

83 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply

83 1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any matter affecting that other organisation or person,

83 2 the conflicted Trustee 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

83 3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a benefit to a Trustee

COMMITTEES

84 The Trustees may appoint one or more committees consisting of three or more individuals appointed by them at least one of whom must be a Trustee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees

85 Any committee of the Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned

MINUTES

86 The Trustees must keep minutes of all

86 1 Appointments of Trustees and officers made by the Trustees,

- 86 2 Proceedings at General Meetings of the Charity,
- 86 3 Meetings of the Trustees and committees of the Trustees including,
- 86 3 1 the names of the persons present at the meeting,
- 86 3 2 the decisions made at the meetings, and
- 86 3 3 where appropriate the reasons for the decisions
- 87 Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes

REGULATIONS

- 88 The Trustees may from time to time make such regulations as they may think fit and add to, repeal or vary any such regulations, subject to approval by the Members. All regulations so made and for the time being in force shall be binding on all Members and the Trustees shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects
- 88 1 the procedure at General Meetings and meetings of the Trustees and its committees insofar as such procedure is not regulated by the Articles,
- 88 2 any other subjects which the Articles provide may be covered by Regulations, and
- 88 3 generally all such matters are commonly the subject of company rules or bye-laws PROVIDED that no regulation shall contravene any of the provisions of the Articles or the Companies Acts

ACCOUNTS

- 89 The Trustees shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts

ANNUAL REPORT

- 90 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual report and its transmission to the Charity Commission

ANNUAL RETURN

- 91 The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual return and its transmission to the Charity Commission

NOTICES

- 92 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice
- 93 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Charity by the Member
- 94 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic form was sent shall be conclusive where the Charity can show that it was properly addressed and sent in accordance with Section 1147 Companies Act 2006 A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent
- 95 Notwithstanding any other provisions of the Articles, the Charity may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Charity under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website to Members The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members

DISSOLUTION

- 96 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways

- 96 1 directly for the Objects,
- 96 2 to any charity or charities with purposes similar to the Objects, or
- 96 3 to any charity or charities for use for particular purposes that fall within the Objects
- 97 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 96 is passed by the Members the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Charity Commission

INDEMNITY

- 98 The Charity may indemnify a Trustee or former Trustee against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006

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