



**THE BRITISH ORTHOPAEDIC ASSOCIATION –
A CHARITABLE COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

ARTICLES OF ASSOCIATION

The Companies Acts 1985 and 1989 Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF THE BRITISH ORTHOPAEDIC ASSOCIATION

1. The Company's name is the British Orthopaedic Association (and in this document it is called ' the Association')
2. The Association's registered office is to be situated in England and Wales.
3. The Association's objects ('the Objects') are the advancement for the public benefit of the Science. Art and Practice of Orthopaedic Surgery with the aim of bringing relief to patients of all ages suffering from the effects of injury or disorders of the musculoskeletal system.
4. In furtherance or tile Objects but not otherwise the Association may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments. and to operate bank accounts in the name of the Association;
 - (2) to borrow (on such terms and on such security as may from time to time be determined) and to raise funds and to invite and receive contributions: provided that in raising funds (the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (3) to found, maintain and award exhibitions, scholarships, bursaries, studentships and fellowships and to award medals and prizes;
 - (4) to acquire, alter, maintain, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (5) subject to clause 5 below to employ such staff, who shall not be directors of the Association (hereinafter referred to as "the trustees"). as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (6) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (7) to establish and support a charitable fund or funds to afford assistance to members of the Association or their dependants who are in need or who are in necessitous circumstances;
 - (8) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

- (9) to form a wholly owned subsidiary trading company:
 - (10) to invest the monies of the Association not immediately required for its Objects in or upon such investments, securities or property 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 and subject also as hereinafter provided;
 - (11) to payout of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
 - (12) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, and no trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association; Provided that nothing in this document shall prevent any payment in good faith by the Association:
- (1) of the usual professional charges for business done by any trustee who is a person engaged in a profession, when instructed by the Association to act in a professional capacity on its behalf; Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, is under discussion:
 - (2) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant or the Association who is not a trustee;
 - (3) of interest on money lent by any member of the Association or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company:
 - (5) of a research grant in respect of research work conducted by a trustee within an established research institution provided that:
 - (1) the research project shall have been subjected to an independent scientific review by research peers in the field in which that trustee shall not participate;
 - (2) the grant shall have been authorised by the trustees at a meeting from which that trustee has withdrawn and he shall have taken no part in the discussion or voting;

- (3) no grant shall be paid to a trustee in person but shall be paid to the administrative body of the research institution in which the research is conducted.
 - (6) Of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (7) of scholarship prizes offered for competition amongst members of the Association and other persons and awarded for an essay upon a subject in orthopaedic surgery;
 - (8) of a gift from the benevolent fund of the Association:
 - (9) of any premium in respect of any indemnity insurance to cover the liability of the trustees (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association or (ii) to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance, in the case of (i), shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or a breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the Association and, in the case of (ii), shall not extend to any liability to make such a contribution, where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation;
 - (10) to any trustee or member of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having the object of the advancement of medical science and art, such institution or institutions to be determined by the trustees

of the Association at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names, Addresses and Occupations of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

**The Companies Acts 1985 and 1989 Company Limited by Guarantee and not
having a Share Capital**

**ARTICLES OF ASSOCIATION OF THE BRITISH ORTHOPAEDIC
ASSOCIATION**

Interpretation

1. In these articles: "the Association" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Association;

"the Rules" means the Rules of the Association made pursuant to these Articles;

"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;

"executed" includes any mode of execution:

"the memorandum" means the memorandum of association of the Association;

"office" means the registered office of the Association;

"the seal" means the common seal of the Association if it has one;

"Chief Executive" means the person appointed to perform the duties of the Secretary of the Company pursuant to section 283 of the Act;

"the trustees" means the directors of the Association (and "trustee" has a corresponding meaning);

"Council" means the trustees and the non-voting ex-officio and co-opted members specified in the Rules;

"member" means an individual member of the Association unless the context indicates otherwise;

"member entitled to vote" means a Fellow or Emeritus Fellow of the Association;

"the British Isles" means Great Britain and Northern Ireland, including the Channel Islands and the Isle of Man and the Republic of Ireland;

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1). The subscribers to the memorandum and such other individuals as are admitted to membership in accordance with the rules made under Article 60 shall be members of the Association. No individual shall be admitted a member of the Association unless his application for membership is approved by the trustees.

(2). Unless the trustees or the Association in general meeting shall make other provision under Article 60, the trustees may in their absolute discretion permit any member of the Association to retire, provided that after such retirement the number of members is not less than two.

General meetings

3. The Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next: Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of no fewer than twenty members or one-tenth of members entitled to vote whichever is the less pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than forty-two days after receipt of the requisition.

Notice of general meetings

5. An Annual General Meeting and an Extraordinary General Meeting or a meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote.

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
 - (3) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
 - (4) The notice shall be given to all the members entitled to attend and to the trustees and auditors.
 - (5) All members of the Association except Affiliates (as defined in the Rules) shall be entitled to attend general meetings but only Fellows and Emeritus Fellows (as defined in the Rules) shall be entitled to vote.
6. 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

7. No business shall be transacted at any meeting unless a quorum is present.
8. The necessary quorum for general meetings shall be forty Fellows and Emeritus Fellows except that the quorum for a general meeting convened to alter the memorandum or the articles or any rules made pursuant to Article 60 shall be eighty Fellows and Emeritus Fellows.
9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.
10. The President or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the President nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
11. If no trustee is willing to act as chairman. or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not

taken place. When a 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.

13. A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least five members having the right to vote at the meeting; or
 - (3) by a member or members representing no less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly 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 meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. 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.
16. 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 results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or 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 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 meeting shall continue as if the demand had not been made.
19. 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.

Votes of members

20. Subject to Article 17, every member entitled to vote shall have one vote:
 - (1) on a show of hands if present in person at a general meeting;
 - (2) on a poll if present at a general meeting;
 - (3) on a postal ballot for the election or members of Council pursuant to the Rules.
 - (4) on a postal ballot to effect any alteration in the Rules pursuant to Article 60(3).
21. No member entitled to vote shall be entitled to vote at any general meeting unless all moneys then payable by him to the Association have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

Trustees

23. The number of trustees shall be not less than seven but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
24. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

25. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

26. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers. namely:

(1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;

(2) to enter into contracts on behalf of the Association.

Appointment and retirement of trustees and members of Council

27. The appointment and retirement of trustees and members of Council shall be in accordance with these Articles and the Rules.

28. The Association may, by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act remove a trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such trustee. The Association may by ordinary resolution appoint another person in place of a trustee removed under this Article.

29. The trustees of the Association shall be the Officers as defined in Article 30 and those members of Council elected by postal ballot by and from members entitled to vote pursuant to the Rules. No person may be appointed as a trustee unless he is a member entitled to vote.

30. The Officers of the Association shall be the President, Immediate Past President, Vice President, Vice President Elect, Honorary Treasurer, Honorary Secretary and Assistant or Deputy Honorary Secretary.

31. Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

32. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

33. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Association is a party.

34. The trustees may co-opt additional non-voting members of Council for such periods of office as shall be determined by the trustees in their discretion.
35. The provisions relating to the cessation of office by a trustee set out in Article 36 (1) to (4) and (6) shall apply to co-opted members of Council.

Disqualification and removal of trustees

36. A trustee shall cease to hold office if he
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect):
 - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
 - (5) is removed from office by resolution duly passed pursuant to section 303 of the Act;
 - (6) is requested in writing by no less than two-thirds of all the other trustees to resign.

Trustees' expenses

37. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees, Council or committees or otherwise in connection with the discharge of their duties, but subject to the memorandum of association shall otherwise be paid no remuneration.

Proceedings of trustees

38. The Council shall hold at least two ordinary meetings each year. Three trustees may, and the Chief Executive at the request of three trustees shall, call a meeting of Council. It shall not be necessary to give notice of a meeting to a trustee who is absent from the British Isles. A special meeting may be called at any time by the President or by any two trustees upon not less than four days' notice being given to the other members of the Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one days' notice must be given.

39. Council shall be chaired by the President. Unless he is unwilling to do so the President shall preside at every meeting of Council at which he is present. If the President is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Vice President, the Vice President Elect or the Immediate Past President in that order if then present, shall take the chair otherwise the trustees present may appoint one of their number to be chairman of the meeting. Council may by a majority vote remove the President as the chairman of the meeting.
40. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or three trustees whichever is the greater.
41. Every matter shall be determined by a majority of votes of the trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
42. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the minimum pursuant to Article 23 the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
43. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. The trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
44. The trustees may appoint committees 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; and
 - (1) At least one trustee shall be a member of each committee.
 - (2) Members or committees may be re-appointed annually to a maximum of four years and thereafter shall be eligible for re-appointment after one year's retirement.
 - (3) The President, Vice-President and Honorary Secretary shall be members of all committees and in their absence another trustee may be asked to attend.
 - (4) All committees shall have power to co-opt anyone who may assist their work without reference to the Council provided the names of those co-opted are recorded in the written report of the committee.
 - (5) A written or verbal report shall be presented at the annual general meeting of the Association.

45. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.
46. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
47. Any bank account in which any part of the assets of the Association is deposited shall be the responsibility of the trustees and shall indicate the name of the Association. All cheques and orders for the payment of money from such account shall be signed by the Honorary Treasurer or the Honorary Secretary, both being trustees.

Chief Executive

48. Subject to Section 283 of the Act, the Chief Executive shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit, and any Chief Executive so appointed may be removed by them.

Minutes

49. The trustees shall keep minutes in books kept for the purpose:
 - (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Association and of the trustees and of committees in the latter case including the names of the trustees and members present at each such meeting.

The Seal

50. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Chief Executive or by a second trustee.

Accounts

51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

52. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

54. 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 trustees need not be in writing.
55. The Association 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 registered address or by leaving it at that address.
56. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
57. 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 at the expiration of forty-eight hours after the envelope containing it was posted.

Indemnity

58. Subject to the provisions of the Act every trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
59. The payment of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) 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 Association shall be made: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or

breach of trust or not.

Rules

- 60.(1). The trustees shall at their first meeting establish the Rules and thereafter may from time to time make such additional rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Association provided that no rule which shall be inconsistent with or repeal anything contained in the Rules may be made other than pursuant to Articles 60(2) and 60(3).
- (2). The Rules shall be altered only by the vote of three-fourths of those Fellows and Emeritus Fellows present at a general meeting. The Honorary Secretary shall despatch notice of every proposed alteration to every Fellow and Emeritus Fellow not less than twenty-one days before the date of the meeting.
- (3). If there are insufficient members to form a quorum at that meeting then within one month of that meeting a postal ballot of Fellows and Emeritus Fellows will be conducted. The majority of three-fourths of a minimum return of eighty votes will be required for a change of the Rules. No alterations or additions shall be made to the Rules which will cause the Association to cease to be a charity in law or which shall be inconsistent with, affect or repeal anything contained in the memorandum or the articles of association.
- (4). The Association in general meeting shall have power to alter or amend the memorandum and articles of association. The memorandum and articles of association may only be altered by the vote of at least three-fourths of those Fellows and Emeritus Fellows present and voting. No postal ballot shall be allowed. The Honorary Secretary shall despatch notice of every proposed alteration to each Fellow and Emeritus Fellow not less than twenty-one days before the date of the meeting. Notwithstanding Article 8 of the articles of association eighty Fellows and Emeritus Fellows shall form a quorum at a meeting convened to alter the memorandum and articles of association.

Signatures, Names, Addresses and Occupations of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: