

Company No 06641016

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE INTERNATIONAL SOCIETY FOR PEDIATRIC AND ADOLESCENT DIABETES ("the Company")

By a Resolution passed on *28 October* 2016 by the members for the time being entitled to receive notice to attend and vote at General Meetings of the Company the following SPECIAL RESOLUTION was duly passed -

SPECIAL RESOLUTION

THAT the Articles of Association in the form of the annexed draft be adopted by the Company as a replacement for the existing Memorandum and Articles of Association of the Company

Dated *Nov. 21* 2016

Signed

Director

David Meeks

COMPANIES HOUSE

WEDNESDAY



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23/11/2016

#271

COMPANY NUMBER 6641016

CHARITY NUMBER 1126927

THE COMPANIES ACT 2006

(AS AMENDED)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE INTERNATIONAL SOCIETY FOR
PEDIATRIC AND ADOLESCENT DIABETES

Incorporated on 8 July 2008

(amended by Special Resolutions passed on
12 October 2012 and on *28 October* 2016)

1 INTERPRETATION

1.1 In these Articles

"the Act"	means the Companies Acts 2006 as amended,
"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity'
"Advisory Council"	means the committee comprised of members of the Charity and established under article 51 for the purpose of advising the Executive Board,
"the Charity"	means the company intended to be regulated by these Articles,
"clear days"	<p>in relation to the period of a notice means the period excluding</p> <ul style="list-style-type: none">• the day when the notice is given or deemed to be given' and• the day for which it is given or on which it is to take effect,
"the Commission"	means the Charity Commissioners for England and Wales,
"Convener"	means a member of the Charity (whether or not a member of the Executive Board) nominated by the Executive Board to convene a Special Committee,

"the Directors"	means the directors of the Charity appointed in accordance with Article 24 The directors are Charity Trustees as defined by Section 177 of the Charities Act 2011,
"Electronic Vote"	means a vote sent electronically to the Charity including but not limited to, votes sent by email or via a website or any other form of electronic communication identified for that purpose by the Directors from time to time,
"Emeritus Member"	means those admitted to emeritus membership as defined in article 10 1 2,
"Executive Board"	means the Executive Board of Directors comprising the persons appointed in accordance with Article 22,
"Full Member"	means those admitted to full membership as defined in article 10 1 1,
"Inactive Member"	means a member whose membership has been suspended in accordance with the article 12,
"Physician Section"	means the sub-class of Full Membership into which Full Members who are physicians are placed by the Secretary- General,
"the Memorandum"	means the memorandum of association of the Charity,
"Membership Fee"	means the annual membership fee applicable to each class of membership,

"Non-Physician Section"	means the sub-class of Full Membership into which Full Members who are not physicians are placed by the Secretary-General,
"President"	means the president for the time being of the Charity,
"President Elect"	means the president elect for the time being of the Charity,
"officers"	includes both the Directors and the Company Secretary,
"the Seal"	means the common seal of the Charity if it has one,
" Secretary-General"	means the Secretary-General of the Charity or any other person appointed to perform the duties of the Secretary-General of the Charity, means
Secretary-General Elect	the person appointed by the Charity to be Secretary-General but before he or she shall take up such appointment
"Special Committee"	means a committee established in accordance with article 27,
"Special Nominating Committee"	means the committee of the Executive Board which sits from time to time for the purpose of nominating members,
"Steering Committee"	means the principal planning body of the Charity made up of the President, the Secretary-General and the Treasurer,

"Supporting Member"	means those admitted to supporting membership as defined in article 10 1 4,
"Term"	means a period of approximately two calendar years beginning from the close of one annual general meeting and expiring at the close of the annual general meeting to be held approximately two years later,
"Treasurer"	means the treasurer for the time being of the Charity,
"Treasurer Elect"	means the treasurer elect for the time being of the Charity,
"the United Kingdom"	means Great Britain and Northern Ireland, and
"writing"	includes faxes, emails and other electronic means of communication

1 2 words importing one gender shall include all genders, and the singular includes the plural and vice versa

1 3 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity

1 4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

2 OBJECTS

The Charity's objects ("the Objects") are -

2 1 to promote the care of children and adolescents with all forms of diabetes mellitus,

- 2 2 to be an advocate for children and adolescents with all forms of diabetes mellitus, and
- 2 3 to encourage and support basic, clinical, epidemiological, health economic and all other relevant research concerning pediatric and adolescent diabetes mellitus

3 **ACHIEVEMENT OF OBJECTS**

The Charity's objectives shall be accomplished through

- 3 1 annual scientific meetings,
- 3 2 symposia, workshops, postgraduate courses and training programs,
- 3 3 facilitation of collaborative studies,
- 3 4 individual training programs,
- 3 5 assistance with other organizations and societies in promoting education on and research about childhood and adolescent diabetes mellitus as well as raising public awareness about diabetes mellitus,
- 3 6 scientific and educational publications, and
- 3 7 political activity to the extent permitted by the Charity Commission from time to time

4

- 4 1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose)
 - 4 1 1 to raise funds In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
 - 4 1 2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

4 1 3 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 the Charities Act 2011,

4 1 4 to borrow money and charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed The Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land,

4 1 5 to co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

4 1 6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

4 1 7 to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects,

4 1 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

4 1 9 to employ and remunerate such staff or third party organisations as are deemed necessary by the Executive Board for carrying out the work of the Charity

4 1 10 to

(i) deposit or invest funds,

(ii) employ a professional fund-manager, and

(iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000,

4 1 11 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in article 4 2, but subject to the restrictions specified in article 4 3

4 1 12 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,

4 1 13 to do all such other lawful things as are necessary for the achievement of the Objects,

4 2 The liabilities referred to in article 4 1 11 are

4 2 1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of trust of which he or she may be guilty in relation to the Charity,

4 2 2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

4 3

4 3 1 The following liabilities are excluded from article 5 2

- (i) fines
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
- (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not

4 3 2 There is excluded from article 5 2 any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the

insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

5

5 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects

5 2

5 2 1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

5 2 2 Subject to the restrictions in articles 5 2 and 4 3, a Director may benefit from Trustee indemnity insurance cover purchased at the Charity's expense

5 2 3 A Director may receive an indemnity from the Charity in the circumstances specified in article 33

5 3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity

5 4 No Director may

5 4 1 buy any goods or services from the Charity,

5 4 2 sell goods, services or any interest in land to the Charity,

6 The liability of members is limited

7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the

debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

8

8 1 The members of the Charity 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

8 1 1 directly for the Objects, or

8 1 2 by transfer to any Charity or Charities for purposes similar to the Objects,
or

8 1 3 to any Charity for use for particular purposes that fall within the Objects,

8 2 Subject to any such resolution of the members of the Charity, the Directors of the Charity 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 made for them, shall on dissolution of the Charity be applied or transferred

8 2 1 directly for the Objects, or

8 2 2 by transfer to any Charity or Charities for purposes similar to the Objects,
or

8 2 3 to any Charity or Charities for the use for particular purposes that fall within the objects

8 3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission

9 **MEMBERS**

9 1 The subscribers to the Memorandum are the first members of the Charity

9 2 Membership is open to other individuals or organizations who

9 2 1 meet the requirements applicable to the relevant class of membership set out
 in article 10 1,

9 2 2 apply to the Charity in the form required by article 11, and

9 2 3 are approved in accordance with article 11

9 3 The Directors may only refuse an application for membership if, acting reasonably
 and properly, they consider it to be in the best interests of the Charity to refuse the
 application

9 3 1 The Secretary-General must inform the applicant in writing of the reasons for
 the refusal within sixty days of the decision

9 3 2 The Directors must consider any written representations the applicant may
 make about the decision. The Directors' decision following any written
 representations must be notified to the applicant in writing but shall be final

9 4 Each member shall pay a Membership Fee which shall be determined in accordance
 with article 10 1 and shall be due and payable on or before a date being 2 calendar
 months after the issue of the relevant invoice

9 5 Membership is not transferable to anyone else

9 6 The Directors must keep a register of names and addresses of the members

10 **CLASSES OF MEMBERSHIP**

10 1 Each member can only be a member of one of the following classes of membership
 Membership shall consist of the following classes of members who shall have the
 following rights -

10 1 1 Full Membership - Full Members must be medical physicians (paediatricians, internists or other physicians), non-physicians or scientists committed to clinical care, education, research or advocacy relevant to children and adolescents with all forms of diabetes mellitus. Full Members shall in turn be classified by the Secretary General as belonging to either the Physician Section or Non-Physician Section. Full Members may participate in all scientific, business and other gatherings of the Society as well as all committees, task forces and projects of the Society. Full Members shall have full voting rights. Only Full Members who are paediatricians may be elected to the Steering Committee. Full Members shall be required to pay a Membership Fee, the amount of which shall be determined by the Executive Board (but subject always to ratification by the members of the Society in general meeting).

10 1 2 Emeritus Membership - Former Full Members who are retired or who would qualify for Full Membership but are retired Emeritus Members shall hold the same rights as Full Members but shall not be required to pay a Membership Fee.

10 1 3 Honorary Membership - Honorary Membership may be awarded to -

- (i) any individual whose scientific, clinical or advocacy contribution to diabetes mellitus in childhood and adolescents has been outstanding, or
- (ii) any individual who as a benefactor or by virtue of his or her service on behalf of the diabetic community has contributed to the improvement of the welfare of the diabetic community.

Honorary Members shall be elected by the Charity in annual general meeting but they shall have no voting rights and shall not be required to pay a Membership Fee.

10 1 4 Supporting Members shall apply in writing for admission. Application for Supporting Membership may also be initiated by any member of the Steering

Committee or Advisory Council in writing to the Secretary General with a letter of explanation. Subject to the recommendation of the Executive Board, admission of candidates as Supporting Members shall be determined by the Charity in annual general meeting.

10.2 The Directors may establish further classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

10.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

10.4 The rights attached to a class of membership may only be varied if

10.4.1 three-quarters of the members of that class consent in writing to the variation or

10.4.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

10.5 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

11 PROCEDURE FOR GAINING MEMBERSHIP

11.1 Each application for Full Membership shall be sent for review to the Secretary-General and shall be accompanied by the candidate's curriculum vitae showing his interest in diabetes in children and young people. Honorary Members shall be recommended by a unanimous vote of the Executive Board and approved by two thirds majority of members present and voting at an annual general meeting.

11.2 Supporting Members shall apply in writing for admission. Application for Supporting Membership may also be initiated by any member of the Steering Committee or Advisory Council in writing to the Secretary General with a letter of explanation. Subject to the recommendation of the Executive Board, admission of candidates as Supporting Members shall be determined by the Charity in annual general meeting.

- 11 3 The Membership Fee applicable to each class of member shall be determined by the Executive Board and shall become payable on election to membership and thereafter in accordance with article 9 4

12 **INACTIVE MEMBERS**

- 12 1 If the Charity has not been paid the membership fees by any Full Member within 90 days of their due date the membership of that person shall automatically be suspended and that member shall automatically become an Inactive Member Any such member shall not enjoy any voting rights or other rights and benefits accorded to members unless and until he resumes Full Membership

- 12 2 Reinstatement to Full Membership may only occur with the consent of the Executive Board and subject to such conditions as they may impose following personal letter to the Secretary-General explaining the circumstances of non-payment of membership fees

- 12 3 After one year of Inactive Membership, the membership of the Inactive Member will automatically be terminated

13 **TERMINATION OF MEMBERSHIP**

- 13 1 Membership is terminated if

13 1 1 the member dies or, if it is an organization, ceases to exist,

13 1 2 the member resigns by, in the case of Full Members, at least one month's written notice to the Secretary-General and, in the case of Supporting Members, at least six months' written notice to the Secretary-General unless, after the resignation, there would be less than two members,

13 1 3 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated A resolution to remove a member from membership may only be passed if,

- (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
- (ii) the member, or at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

13 2 Unless otherwise decided by the Executive Board, Membership Fees outstanding at the time of termination of the membership of any member shall be payable immediately upon termination

14 GENERAL MEETINGS

14 1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation

14 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

14 3 All General meetings other than annual general meetings shall be called extraordinary general meetings

14 4 The annual general meeting shall take place at the same time and venue as the annual Scientific Meeting of the Charity The official language shall be English

14 5 The Directors may call an extraordinary general meeting at any time

15 NOTICE OF GENERAL MEETINGS

15 1 The minimum periods of notice required to hold a general meeting of the Charity are

- twenty-one clear days for an annual general meeting,
- twenty-one clear days for an extraordinary general meeting where a special resolution is being considered, and

- fourteen clear days for all other extraordinary general meetings
- 15 2 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 who together hold not less than 95 per cent of the total voting rights
- 15 3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted and the manner in which any Electronic Vote can be submitted without the need for the member to attend the meeting If the meeting is to be an annual general meeting, the notice must say so
- 15 4 The Directors may exercise their discretion to allow any of the members to submit an Electronic Vote on any resolution contained in the notice, and any Electronic Vote shall be counted provided that
- 15 4 1 the procedure for submitting the Electronic Vote, including the website or electronic address identified for the purpose of submitting the Electronic Vote, is included in the notice in relation to the meeting,
- 15 4 2 the Electronic Vote is received not less than forty-eight hours before the time appointed for the commencement of the meeting or adjourned meeting,
- 15 4 3 the Electronic Vote is not revoked or withdrawn by the relevant member more than forty-eight hours before the time appointed for the commencement of the meeting or adjourned meeting,
- 15 5 From time to time the Directors may make such procedures and bye laws as they deem fair and reasonable to verify the identity of each member who is able to or has submitted an Electronic Vote including such verification either before or after any Electronic Vote occurs by 2 scrutineers (made up of previous Presidents, and if absent, previous Officers) which have been appointed by the Directors to ensure the validity of the poll/e-vote
- 15 6 The notice must be given to all members and to the Directors and auditors
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15 7 The proceedings at a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

16 **PROCEEDINGS AT GENERAL MEETINGS**

16 1 No business shall be transacted at any general meeting unless a quorum is present

16 2 A quorum is

- 50 Full Members entitled to vote upon the business to be conducted at the meeting, or
- one tenth of the total Full Membership at the time, whichever is the lesser

16 3 Each of the following shall be counted in the quorum

16 3 1 The authorized representative of a member organization,

16 3 2 A duly appointed proxy, including a chairman who has been appointed as a proxy, and

16 3 3 A member who has submitted an Electronic Vote

16 4 If

16 4 1 a quorum is not present within half an hour from the time appointed for the meeting, or

16 4 2 during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Directors shall determine

16 5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

- 16 6 If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting
- 16 7 General meetings shall be chaired by the Secretary-General or in his absence the President
- 16 8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- 16 9 If there is only one Director present and willing to act, he or she shall chair the meeting
- 16 10 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting
- 16 11 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 16 12 The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution
- 16 13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 16 14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 16 15 Each member who attends the meeting in person, by authorised representative or by proxy shall be asked to vote on resolutions on a show of hands and each vote shall be decided by counting the votes on a show of hands and taking in to accounts any Electronic Votes which are permitted for the meeting in question provided that a

member who is present at a meeting who has cast an Electronic Vote shall not have that Electronic Vote counted if he or she votes on a show of hands

16 16 The directors may elect to call for votes on resolutions to be cast electronically in such manner as the directors may determine in addition to or as an alternative to votes being cast by hand provided that they are satisfied that all members will be in a position to cast a vote electronically or by hand as the case may be

16 17 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive

17 18 The result of the vote must be recorded in the minutes of the Charity but the number of proportion of votes cast need not be recorded

16 19 Electronic Votes cast in accordance with Article 17 21 shall be counted when deciding any vote

16 20 If there is any equality of votes, 2 scrutineers (made up of previous Presidents, and if absent, previous Officers) which have been appointed by the Directors to ensure the validity of the poll/e-vote shall have a casting vote in addition to any other vote they may have

17 A resolution in writing signed by each member (or in the case of a member that is an organization, by its authorized representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective It may comprise several copies each signed by or on behalf of one or more members

18 **VOTES OF MEMBERS**

18 1 Subject to articles 10 and 16 and the next paragraph, every member, whether an individual or an organization shall have one vote

18 2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes Membership Fees to the Charity

18 3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

18 4 Any organization that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity

18 5 The organization must give written notice to the Charity of the name of its representative The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the Charity The nominee may continue to represent the organization until written notice to the contrary is received by the Charity

18 6 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organization or that his or her authority has been revoked The Charity shall not be required to consider whether the nominee has been properly appointed by the organization

19 **DIRECTORS**

19 1 The Directors shall consist of -

19 1 1The President,

19 1 2The Secretary-General,

19 1 3The Treasurer,

each of whom shall be a Full Member and a fully qualified pediatrician, and

19 1 4up to seven other Full Members

19 2 The Secretary-General shall preside over the Executive Board and shall have a second or casting vote in the event of an equality of votes

19 3 The Secretary-General and the Treasurer shall hold office for one Term Upon the expiry of the Term, the Secretary-General and the Treasurer shall be eligible for re-

election for a second Term The Secretary-General and the Treasurer shall each serve a maximum of two Terms

- 19 4 The President shall hold office for one Term only
 - 19 5 Notwithstanding clauses 23 3 and 23 4 above, The President, Secretary General and the Treasurer may be re-elected to any of the above offices if there has been a period of not less than one year since they last held one of such offices
 - 19 6 Election of the Secretary-General, Treasurer and President shall take place at the annual general meeting in the year prior to the commencement of their office Upon election, they shall be known as the Secretary-General Elect, the Treasurer Elect and the President Elect and they shall be observers without voting rights on the Steering Committee and the Executive Board until the expiration of the Terms of their respective predecessors whereupon they will commence their respective Terms
 - 19 7 A Director must be a natural person aged 18 years older
 - 19 8 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 23
 - 19 9 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum One of the Directors shall also act as Company Secretary and shall retire from that office at the same time as he or she shall retire as a director
 - 19 10 The first Directors shall be those persons notified to Companies House as the first directors of the Charity
 - 19 11 A Director may not appoint an alternative director or anyone to act on his or her behalf at meetings of the Directors
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20. POWERS OF DIRECTORS

- 20 1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Acts, the Memorandum, these Articles or any special resolution
- 20 2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 20 3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

21. RETIREMENT

- 21 1 At the first annual general meeting all the Directors (other than the President, Secretary General and Treasurer) ("the Other Directors") must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors At each subsequent annual general meeting one-third of the Other Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office If there is only one Other Director he or she must retire
- 21 2 The Other Directors to retire by rotation shall be those who have been longest in office since their last appointment If any of the Other Directors became or were appointed as Other Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 21 3 If an Other Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting

22. THE APPOINTMENT OF DIRECTORS

- 22 1 The Charity may by ordinary resolution
- 22 1 1 appoint a person who is willing to act to be a Director, and
- 22 1 2 determine the rotation in which any additional Directors are to retire
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22 2 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless

22 2 1 he or she is recommended for election or re-election by the Directors,

or

22 2 2 not less than fourteen nor more than sixty clear days before the date of the start of the e- voting, the Secretary-General is given a notice that

22 2 2 1 is signed by a Full Member and a fully trained pediatrician,

22 2 2 2 states the member's intention to propose the appointment of a person as a Director,

22 2 2 3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and

22 2 2 4 is signed by the person who is to be proposed to show his or her willingness to be appointed

22 3 The Secretary-General must give all members who are entitled to receive notice of a general meeting not less than seven nor more than 90 clear days' notice of any resolution to be put to the e-voting to appoint a Director

22 4 The Directors may appoint a person who is willing to act to be a Director

22 5 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation

22 6 The appointment of a Director whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

23 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if he or she

- 23 1 ceases to be a Director by virtue of any provision of the Acts or is prohibited by law from being a Director,
- 23 2 is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),
- 23 3 ceases to be a member of the Charity,
- 23 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- 23 5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
- 23 6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated

24 DIRECTORS' REMUNERATION

The Directors must not be paid any remuneration unless it is authorized by article 5

25. PROCEEDINGS OF DIRECTORS

- 25 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles
 - 25 2 Any Director may call a meeting of the Directors
 - 25 3 The Secretary-General must call a meeting of the Directors if requested to do so by a Director
 - 25 4 Except for the first meeting following the close of the annual general meeting, notice and agenda of any meeting of the Executive Board of Directors must be given in writing and sent by electronic or airmail to each Director at least 14 days prior thereto
 - 25 5 Questions arising at a meeting shall be decided by a majority of votes
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- 25 6 Subject to article 26 2 and 25 7, each Director shall be entitled to have one vote
- 25 7 In the case of an equality of votes, the President shall have a second or casting vote
- 25 8 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made
- 25 9 The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors
- 25 10 A Director shall not be counted in the quorum present when any decision is made about a matter upon which the Director is not entitled to vote
- 25 11 If the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
- 25 12 The Directors shall appoint the Secretary-General to chair their meetings and may at any time revoke such appointment
- 25 13 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
- 25 14 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors
- 25 15 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held
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25 16 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

26 DELEGATION

26 1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book

26 2 The Directors may impose conditions when delegating, including the conditions that

- the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors

26 3 The Directors may revoke or alter a delegation

26 4 All acts and proceedings of any committees must be fully and promptly reported to the Directors

26 5 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

26 6 Subject to article 26 7, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director

- who was disqualified from holding office,
 - who had previously retired or who had been obliged by the constitution to vacate office,
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise if without the vote of that Director and that Director
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being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting

- 26 7 Article 26 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 26, the resolution would have been void, or if the Director has not complied with article 25

27 **SPECIAL COMMITTEES**

- 27 1 The Executive Board may nominate a Convener to convene a Special Committee to consider in detail different areas of activity relevant to the concerns of the Society
- 27 2 The Special Committee shall be subject to the overall control of the Executive Board and shall only undertake such functions, programs or activities as may be assigned to it by the Executive Board and necessary to fulfill its remit
- 27 3 The number of members of the Special Committee shall be determined by the Executive Board, which may nominate any member of the Charity as a member or authorise the Convener to co-opt any members
- 27 4 The Special Committee shall be initiated by the Convener who shall act as the chairman of any temporary group involved in establishing the Special Committee and until a chairman has been duly elected by the Special Committee Each Special Committee shall adopt rules for the conduct of business, subject to these Articles and the approval of the Executive Board
- 27 5 Minutes of meetings and reports of the activities of each Special Committee shall be prepared and copies submitted to the Executive Board
- 27 6 The Executive Board may terminate the operation of any Special Committee at any time

28 **ADVISORY COUNCIL**

- 28 1 The Advisory Council shall consist of 13 Full Members of whom -
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- No less than 10 shall be from the Physician Section and of these five, no less than three shall be fully qualified pediatricians, and
 - No less than 3 shall be from the Non-Physician Section
- 28 2 The Charity may by ordinary resolution appoint a person who is willing to act to be a member of the Advisory Council
- 28 3 No person may be appointed a member of the Advisory Council at any general meeting unless
- he or she is recommended for election by the Directors, or
 - not less than fourteen nor more than ninety clear days before the date of the start of the e-voting, the Secretary General is given a notice that
 - is signed by a member whose Membership Fees are fully paid up,
 - states the member's intention to propose the appointment of a person as a member of the Advisory Council, and
 - is signed by the person who is to be proposed to show his or her willingness to be appointed
- 28 4 The Secretary-General must give all members who are entitled to receive notice of a general meeting not less than twenty one clear days' notice of any resolution to be put to the meeting to appoint a member of the Advisory Council
- 28 5 Each member of the Advisory Council shall be in office for one term of 3 years only
- 28 6 At each annual general meeting the Term of the 3-5 members of the Advisory Council who have been members for the longest period shall come to an end and 3-5 new members shall be appointed in accordance with these Articles If any members became or were appointed as members on the same day, those members whose Term shall come to an end (unless they otherwise agree among themselves) be determined by lot

- 28 7 Re-election to the Advisory Council is possible after a period of at least 3 calendar years have elapsed since the previous cessation of their membership
- 28 8 In the event of a member of the Advisory Council being unable to act for any reason, the vacancy shall be filled by action of the Executive Board

29 SEAL

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary-General or by a second Director

30 MINUTES

The Directors must keep minutes of all

- 30 1 appointments of officers made by the Directors,
- 30 2 proceedings at meetings of the Charity,
- 30 3 meetings of the Directors and committees of Directors including
- the names of the Directors present at the meeting,
 - the decisions made at the meetings, and
 - where appropriate the reasons for the decisions

31 ACCOUNTS

- 31 1 The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Executive Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 31 2 The Directors must keep accounting records as required by the Act
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32 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

32 1 The Directors must comply with the requirements of the Charities Act 2011 with regard to

32 1 1 the transmission of the statements of account to the Charity,

32 1 2 the preparation of an annual report and its transmission to the Commission,

32 1 3 the preparation of an annual return and its transmission to the Commission

32 2 Any notice to be given to or by any person pursuant to the Articles must be in writing, or must be given using electronic communications

32 3 The Charity may give any notice to a member either

32 3 1 personally, or

32 3 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

32 3 3 by leaving it at the address of the member, or

32 3 4 by giving it using electronic communications to the member's address

32 4 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

32 5 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

32 6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given

32 7 Proof that a notice contained an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given

32 8 A notice shall be deemed to be given

32 8 1 48 hours after the envelope containing it was posted, or

32 8 2 in the case of an electronic communication, 48 hours after it was sent

33 INDEMNITY

33 1 The Charity may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by the Act

33 2 The Charity may take out and maintain appropriate indemnity insurance in accordance with section 189 Charities Act 2011 should the directors be satisfied that such purchase of insurance is in the best interests of the Charity

34 RULES

34 1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity

34 2 The bye laws may regulate the following matters but are not restricted to them

34 2 1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to made by members,

34 2 2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,

- 34 2 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - 34 2 4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Acts or by these Articles,
 - 34 2 5 generally all such matters as are commonly the subject matter of company rules
- 34 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- 34 3 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- 34 4 The rules or bye laws shall be binding on all members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles