

**THE COMPANIES ACT 2006**

**Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**

**of**

**THE INTENSIVE CARE SOCIETY**

**1 NAME**

The name of the Society is **“THE INTENSIVE CARE SOCIETY”**.

**2 DEFINITIONS AND INTERPRETATION**

**2.1** In these Articles the following words and expressions shall have the following meanings:

<b>“Articles”</b>	these Articles of Association of the Society;
<b>“Annual Members’ Meeting”</b>	the annual meeting of the Members called by the Council pursuant to Article 60;
<b>“Council”</b>	the board of directors and charity trustees of the Society for the time being;
<b>“clear days”</b>	in relation to a period of 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;
<b>“Companies Act”</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;
<b>“Elected Member of Council”</b>	a member of Council under Articles 27.2 or 27.5;
<b>“electronic form”</b>	as defined in Section 1168 of the Companies Act 2006;
<b>“ Honorary Secretary” and</b>	the Honorary Secretary and the Honorary

<b>“Honorary Treasurer”</b>	Treasurer of the Society elected under the Articles;
<b>“Intensivist”, “Staff and Associate Specialist”, “Trainee”, “Nurse” and “Allied Healthcare Professional”</b>	each have the meaning set out in the Regulations;
<b>“Member”</b>	a Voting Member or Non Voting Member;
<b>“Non Voting Member”</b>	a member of the Society who is not eligible as a Voting Member, and who is designated as a Non Voting Member, in accordance with the Regulations;
<b>“Objects”</b>	the objects set out in Article 3;
<b>“President”</b>	the President of the Society elected under the Articles;
<b>“Registered Office”</b>	the registered office of the Society;
<b>“Regulations”</b>	the regulations of the Society made by the Council pursuant to Article 59 or any other Article;
<b>“Regulatory Body”</b>	the General Medical Council, Nursing and Midwifery Council, Health Professions Council (or any statutory successor to any of the aforesaid) or any other statutory body which regulates the professional practice of Members in the United Kingdom or any equivalent body (whether statutory or not) which regulates the professional practice of Members outside the United Kingdom;
<b>“Society”</b>	the company known as “The Intensive Care Society”;
<b>“United Kingdom”</b>	Great Britain and Northern Ireland;
<b>“Voting Member”</b>	a member of the Society involved in critical care who is designated as a Voting Member in accordance with the Regulations;

**“in writing”**

written, printed or transmitted in writing, including in electronic form.

- 2.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.
- 2.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification or re-enactment of the Companies Act in force at the date of the adoption of the Articles.
- 2.4 Unless the context otherwise requires, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.
- 2.5 The relevant model articles for a company limited by guarantee are expressly excluded.

**OBJECTS**

- 3 The objects for which the Society is established ("the Objects") are to advance and promote the care and safety of critically ill patients, by (1) the advancement and promotion of those branches of medical science concerned with critical care, and (2) the promotion of study and research into critical care and the publication of the useful results of such study and research.

**POWERS**

- 4 In furtherance of the Objects, but not otherwise, the Society may exercise the following powers to:-
  - 4.1 promote, fund and provide training and education of healthcare professionals and members of the public;
  - 4.2 promote, fund and carry out research and disseminate the useful results of the research;
  - 4.3 increase awareness of safe patient care amongst healthcare and other professionals and the public;
  - 4.4 develop, provide or maintain, or procure the development, provision or maintenance of, equipment and other facilities;

- 4.5 promote, arrange, organise, and conduct conferences, meetings discussions, seminars, and the reading of learned papers;
- 4.6 establish, form, promote, conduct and maintain public exhibitions and displays of an educational nature;
- 4.7 establish and maintain for the public benefit buildings, libraries and collections of books, films, sound recordings, exhibits, replicas and other material and afford facilities for the use of the same;
- 4.8 develop, publish and disseminate standards and advice relating to critical care in any medium;
- 4.9 promote co-operation and communication between persons in all parts of the world engaged in care of the critically ill;
- 4.10 cause to be written, published, produced and circulated, and to encourage contributions to and publication and production of, periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, videos, recorded tapes and communications in any medium;
- 4.11 enter into contracts to provide services to or on behalf of other bodies;
- 4.12 co-operate with other bodies and health care providers in furtherance of the Objects;
- 4.13 take such steps as may be required for the purpose of procuring contributions to the funds of the Society by way of subscriptions, donations, devises, bequests, grants or otherwise, provided that in raising funds the Society shall not undertake any taxable trading activities the profits of which are liable to tax;
- 4.14 take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the Objects;
- 4.15 purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same as are necessary or convenient for the Objects and (subject to such consents as may be required by law) sell, let or otherwise dispose of, hire out or turn to account or charge any such real or personal property as may be thought expedient in furtherance of the Objects;
- 4.16 apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights, database rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any

information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;

- 4.17 draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts;
- 4.18 borrow or raise money for the purposes of the Society on such terms and (subject to such consents as may be required by law) on such security as may be thought fit;
- 4.19 subject to the provisions of Article 5 below, employ such staff (not being members of Council) 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 or on behalf of employees, their widows or widowers and other dependants;
- 4.20 invest the moneys of the Society not immediately required for the Objects in or on such investments, securities or property and in such manner as may be thought fit and to dispose of or otherwise deal with any investments so made;
- 4.21 make any donation, grant or loan either in cash or assets on such terms as may further the Objects;
- 4.22 establish and support or aid in the establishment or support of, subscribe to or become a member of any charitable trust, association or institution having charitable purposes in any way connected with all or any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way connected with all or any of the Objects or calculated to further all or any of the Objects;
- 4.23 undertake and execute any charitable trusts which may lawfully be undertaken by the Society;
- 4.24 acquire and undertake all or any part of the property, assets, liabilities and undertakings of any persons or other bodies pursuing the Objects;
- 4.25 insure the Society against any liability;
- 4.26 establish subsidiary companies;
- 4.27 merge or otherwise combine activities with any persons or other bodies pursuing the Objects;
- 4.28 pay out of the funds of the Society the cost of any premium in respect of any indemnity insurance to cover the liability of the members of Council or of any committee 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 Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of Council or of any committee knew to be a breach of trust or breach of duty or which was committed by the members of Council or of any committee 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 members of Council in their capacity as charity trustees;

- 4.29** employ as a professional investment manager for the Society any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager (“the Manager”) the exercise of all or any of the power of investment on such terms and at such reasonable remuneration as the members of Council may see fit but always subject to the following:-
- 4.29.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the members of Council;
  - 4.29.2 The members of Council shall give directions to the Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf;
  - 4.29.3 The members of Council shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
  - 4.29.4 The members of Council will be bound to review the arrangements for delegation at least once in every 12 months;
  - 4.29.5 The Manager shall keep the members of Council informed on a regular basis of the performance of the investment portfolio managed by the Manager;
- 4.30** make such arrangements as the members of Council think fit for any investments of the Society or income from those investments to be held by a nominee and to pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this Article 4.30;
- 4.31** do all such other lawful things as are necessary for or incidental to the achievement of the Objects or any of them.

## **APPLICATION OF INCOME AND PROPERTY**

- 5** The income and property of the Society 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 Society and no member of Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing in this document shall prevent the payment in good faith by the Society:
- 5.1** of reasonable and proper remuneration to any employee of the Society (not being a member of Council but subject to Article 5.6) for any services rendered to the Society;
- 5.2** of interest at a reasonable and proper rate on money lent to the Society or of reasonable and proper rent for premises demised or let to the Society by any member or employee of the Society or member of Council;
- 5.3** of reasonable and proper out-of-pocket expenses to any employee, Member, member of Council or member of a committee of the Council;
- 5.4** of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Society or a member of Council may be a member holding not more than one hundredth part of the issued share capital of that company;
- 5.5** of any premium in respect of indemnity insurance as provided for in Article 4.28;
- 5.6** of payment to any member of Council (or any firm or company of which a member of Council is a director, partner, member or employee) for goods or services provided by him or such firm or company to or on behalf of the Society provided:
- 5.6.1 the goods or services are actually required by the Society;
- 5.6.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedures in Article 6;
- 5.6.3 no more than one half of the members of Council shall receive such payments in any financial year of the Society;
- 5.6.4 nothing in Article 5.6 authorises remuneration to a member of Council under a contract of employment.
- 5.7** of charitable benefits to a member of Council in his capacity as a beneficiary pursuant to the Objects;

- 5.8 of payment of allowances to employers of members of Council for the purposes of enabling members of Council to perform their functions as a member of Council or of a committee of Council.
- 6 Whenever a member of Council has a personal interest in the matter to be discussed at a meeting of the members of Council or a committee, the member of Council concerned must:
- 6.1 declare an interest at or before discussion begins on the matter;
  - 6.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 6.3 not be counted in the quorum for that part of the meeting;
  - 6.4 withdraw during the vote and have no vote on the matter.

#### **LIABILITY OF MEMBERS**

- 7 The liability of the members of the Society is limited.
- 8 Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

#### **TRUSTEES AND DIRECTORS**

- 9 The members of Council are charity trustees within the definition of section 177 of the Charities Act 2011 and also directors of the Society as the persons having the general control and management of the Society.

#### **MEMBERS**

- 10 There shall be the following classes of Members:
- 10.1 Voting Members
  - 10.2 Non Voting Members.
- 11 All Members shall be elected by the Council.



- 12 Subject to the Articles, the Regulations shall prescribe the eligibility criteria and procedures for application and election to each class of membership.
- 13 Voting Members shall be entitled to attend, speak and vote at General Meetings of the Society. Other Members are not entitled to receive notice of, or to attend, speak or vote, at General Meetings of the Society.
- 14 All Members are entitled to attend and speak at Annual Members' Meetings.
- 15 In addition to their rights under the Articles, each class of Member shall have such privileges as determined by Council from time to time.
- 16 The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death.
- 17 A register shall be kept at the Registered Office in which shall be entered the name and address of every Member.

#### **TERMINATION OF MEMBERSHIP**

- 18 A person shall cease to be a Member if:
  - 18.1 by notice in writing to the Society at the Registered Office he resigns his membership;
  - 18.2 the Council resolves that his removal is in the interests Society, after inviting the view of the Member concerned and considering the matter in the light of such views;
  - 18.3 (being a newly elected Member) he is more than two months in arrears with his subscription and Council resolves that his membership be terminated provided that written notice of Council's decision is given to the Member;
  - 18.4 (subject to Article 18.3) he is more than three months in arrears with his subscription and Council resolves that his membership be terminated provided that written notice of Council's decision is given to the Member;
  - 18.5 he is erased or suspended from the register of the Regulatory Body with which he is registered (and he does not remain registered with another Regulatory Body) EXCEPT THAT if his application for voluntary erasure is accepted by his Regulatory Body he shall only cease to be a Member if Council so resolves.
- 19 In the event of a person ceasing to be a Member under Article 18 his name shall be removed from the Register and he will not be entitled to describe himself as being a Member or to any of the privileges of a Member or to be refunded any of his subscription.

## **SUBSCRIPTIONS**

- 20** The subscriptions for the different classes of membership shall be such sums (if any) as shall be approved by the Council and shall be payable in advance and due on the date or dates prescribed by the Council. The Council may approve different rates within each class of Members or for different classes of Members. The Council may at its discretion remit or waive the whole or part of the subscription for special reasons in any particular case.
- 21** A person, upon election as a Member, who is required to pay a subscription, shall not be deemed to have become a Member or be entitled to exercise any of the rights of Membership until he shall have paid in full the amount of his annual subscription payable on election as a new Member.
- 22** A Member, who is in arrears with his subscription, shall not be entitled to exercise any voting rights and shall have his other privileges of membership suspended.
- 23** A Member shall remain liable to pay to the Society all subscriptions due up to the date on which he ceased to be a Member.
- 24** Where any Member has ceased to be a Member under Articles 18.1, 18.3 or 18.4 he shall not be reinstated as a Member unless he pays all subscriptions due up to the date on which he ceased to be a Member.

## **PATRONS**

- 25** The Council may at any time invite such persons as it thinks fit to accept the office of Patron of the Society and any person accepting such invitation shall be a Patron accordingly.

## **POWERS OF THE COUNCIL**

- 26** The business of the Society shall be managed by the Council who may exercise all the powers of the Society as are not required to be exercised by the Society in General Meeting. Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Society or by the Articles, but no amendment to the Articles shall invalidate any prior act of the Council which would have been valid if that amendment had not been made.

## **COMPOSITION OF THE COUNCIL**

- 27** The Council shall consist of:
- 27.1** the Officers;

- 27.2** up to six persons elected by the Voting Members from among the Intensivists and the Staff and Associate Specialists who are Voting Members, in accordance with the Regulations;
- 27.3** two persons who shall be the Chair and the Deputy Chair of the Trainees Committee of the Society;
- 27.4** two persons who shall be the Chair and the Deputy Chair of the Nurse and Allied Healthcare Professional Committee of the Society;
- 27.5** up to four persons, elected by the Voting Members, from among the Voting Members.
- 28** Notwithstanding any other provisions of these Articles, the members of Council in office immediately after the adoption of these Articles shall hold the offices for the period set out in the Regulations which shall specify whether they are eligible for re-election to any office on Council.

## **OFFICERS**

- 29** The Officers of the Society shall be:
- President
  - President Elect
  - Immediate Past President
  - Vice Presidents
  - Honorary Treasurer
  - Honorary Secretary
- 30** The Officers, apart from the Immediate Past President, shall be elected by the Council. A person is not eligible for nomination for election as an Officer unless at the time of nomination he is an Elected Member of Council or a member of Council pursuant to Article 27.3 or 27.4.
- 31** The procedures for the nomination and election of the Officers shall be defined in the Regulations.
- 32** The election of Officers shall take effect as from the close of the Annual Members' Meeting, immediately following their election, when the retiring Officers shall be deemed to retire.

- 33 The President shall be elected one year in advance of taking his office and during that year shall hold office as the President Elect.

#### **TERM OF OFFICE OF OFFICERS**

- 34 The President shall hold office for a term of two years, at the end of which he shall retire, not be eligible for re-election to that office and shall hold the office of Immediate Past President for one year. If the President demits his office for any reason before such retirement date, he shall not serve as Immediate Past President.
- 35 A Vice President shall hold office for a term of one year, at the end of which he shall retire and be eligible for re-election for one further term of one year.
- 36 Each of the Honorary Treasurer and Honorary Secretary shall hold office for a term of three years, at the end of which he shall retire and shall not be eligible for re-election to that office.
- 37 For the purposes of Articles 33, 34, 35, 36 and (in the case of an Elected Member of Council) 41 a “year” shall mean the period between the end of one Annual Members’ Meeting and the end of the next Annual Members’ Meeting.

#### **ELECTION OF ELECTED MEMBERS OF COUNCIL**

- 38 The eligibility criteria and the procedure for the nomination and election (which may be by postal or electronic ballot) of the Elected Members of Council shall be defined in the Regulations.
- 39 The election of Elected Members of Council shall take effect as from the close of the Annual Members’ Meeting immediately following their election, when retiring Elected Members of Council shall be deemed to retire.
- 40 If a vacancy arises in an Elected Member of Council at an Annual Members’ Meeting the provisions of this Article shall apply.
- 40.1 If a vacancy arises in an Elected Member of Council under Articles 27.2
- 40.1.1 the vacancy shall be filled by an Elected Member of Council under Article 27.5 who has not completed his three year term of office and who would have been eligible to be elected to the Elected Member of Council under Article 27.2. In the event of more than one eligible person under Article 27.5 to fill the vacancy, the person to fill the vacancy shall be determined in accordance with the Regulations. Such person shall serve the remainder of his unexpired term of office as Elected Member of Council under Article 27.2 and at the Annual Members’ Meeting a corresponding vacancy shall be

deemed to be created among the Elected Members of Council under Article 27.5.

40.1.2 If there is no eligible person under Article 27.5 to fill the vacancy, the vacancy shall be filled by an election pursuant to Article 27.2.

**40.2** If a vacancy arises in an Elected Member of Council under Article 27.5 the vacancy shall be filled by an election pursuant to Article 27.5.

#### **TERM OF OFFICE OF ELECTED MEMBERS OF COUNCIL**

**41** An Elected Member of Council and a member of Council under Articles 27.3 or 27.4 shall hold office for a term of three years from the date of his election, at the end of which he shall retire, and be eligible for re-election under Articles 27.2, 27.3, 27.4 or 27.5 for one further consecutive term of three years. After that he shall not be eligible for re-election under Articles 27.2, 27.3, 27.4 or 27.5 until three years have elapsed.

**42** A vacancy created by the election of an Elected Member of Council to an Officer post shall be filled in accordance with Article 40 or Article 44.

#### **CO-OPTED MEMBERS OF COUNCIL**

**43** The Council may co-opt to Council such persons as it thinks fit. Co-opted members of Council are not directors and charity trustees of the Society and are not voting members of Council.

#### **VACANCIES IN COUNCIL**

**44** The Council may fill a vacancy in an Elected Member of Council arising otherwise than at an Annual Members' Meeting in accordance with this Article. The Council may at any time appoint an Intensivist or Staff and Associate Specialist who is a Voting Member to fill a vacancy in a member of Council under Article 27.2 and a Voting Member to fill a vacancy in an Elected Member under Article 27.5. The procedure for appointment shall be in accordance with the Regulations. Any person so appointed shall hold office until the next Annual Members' Meeting when he shall be eligible to stand for election.

**45** If the office of President becomes vacant, the President Elect or Immediate Past President then in office shall serve as President unless he declares his unwillingness to do so, until the next Annual Members' Meeting. Such a President Elect (if any) will take office as the President at the next Annual Members' Meeting and shall then serve in accordance with Article 34. If the President Elect or the Immediate Past

President is unwilling to serve as President or the office of Honorary Secretary or Honorary Treasurer becomes vacant, the Council may appoint an Elected Member of Council or a member of Council pursuant to Article 27.3 or 27.4 to fill the vacancy in such office. Any person so appointed shall hold office until the next Annual Members' Meeting when he shall be eligible to stand for election in accordance with the Articles and the Regulations.

#### **PROCEEDINGS OF THE COUNCIL**

- 46** Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit.
- 47** The President or any two voting members of Council may call a meeting of the Council by serving notice on each member of Council, indicating its subject matter.
- 48** Questions arising at a meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 49** The quorum for the transaction of the business of the Council shall be five voting members of Council.
- 50** The President shall chair all Council meetings at which he shall be present, but if at any meeting the President is unwilling to preside or is not present within ten minutes after the time appointed for holding the meeting, the Council members present may elect one of their number to chair the meeting.
- 51** All acts bona fide done by the Council or any of its committees, or by any person acting as a member of Council or a committee, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any member of Council or any committee or that he was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a member of Council or the relevant committee.
- 52** The Council shall cause proper minutes to be made of elections of Officers, the proceedings of all meetings of the Society, the Council and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.

- 53 The Council may act notwithstanding any vacancy in its body, but, if and so long as its number of voting members is reduced below five, the Council may act only for the purpose of increasing the number of voting Council members to that number.
- 54 In case of emergency, and it being impossible to summon a meeting of Council or the appropriate Committee in time to deal with such emergency, the President shall take such immediate action as may seem necessary to him in the circumstances and shall report the action taken to the next meeting of Council or the appropriate Committee as the case may be. In the event of the President being unable to undertake his duties, another Officer will deputise for him.
- 55 A resolution in writing of the Council or of any of its committees signed or approved in writing by a majority of the members of Council or the committee entitled to receive notice of and to vote in a meeting of the Council or of its committees shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved in writing by one or more members of Council or the committee, as the case may be. A copy of such resolution must be sent to all members of Council entitled to vote at a meeting of Council before it is passed.
- 56 All or any members of Council or any committee may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.

#### **DELEGATION TO COMMITTEES**

- 57 Council may delegate any of its powers or discretions to committees consisting of such persons as the Council may think fit. The Officers shall be entitled to be members of all Committees. All such committees shall, in the exercise of powers so delegated, conform to terms of reference as agreed by the Council or any Regulations. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and except where these Articles, any terms of reference

or any Regulations otherwise provide. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.

## **DISQUALIFICATION OF MEMBERS OF COUNCIL**

- 58** The office of a member of Council shall be vacated if he:
- 58.1** becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 58.2** becomes incapable by reason of mental disorder, illness or injury of managing or administering his property or affairs; or
  - 58.3** resigns his office by written notice to the Society (but only if at least five voting Council members will remain in office when the notice of resignation is to take effect); or
  - 58.4** becomes disqualified by law from acting as the trustee of a Society or as a company director; or
  - 58.5** is removed from office by a resolution of the Society duly passed pursuant to Section 168 of the Companies Act 2006; or
  - 58.6** is directly or indirectly interested in any proposed transaction or arrangement with the Society and fails to declare the nature of his interest as required by the Companies Act; or
  - 58.7** ceases to be a Member; or
  - 58.8** is absent without the permission of the Council for three consecutive Council meetings and the Council resolves that his office be vacated; or
  - 58.9** is removed from office by a resolution of the Council, or committee thereof, that the interests of the Society so require after inviting the views of the member of Council concerned and considering the matter in light of any such views.

## **REGULATIONS**

**59**

- 59.1** The Council may from time to time make such regulations as they may think fit and add to, repeal or vary the Regulations.
- 59.2** The Regulations may concern the following subjects:



- 59.2.1 the procedure at General Meetings, class meetings of the Members and meetings of the Council and its committees insofar as such procedure is not regulated by the Articles;
  - 59.2.2 any other subjects which the Articles provide may be covered by the Regulations;
  - 59.2.3 generally all such matters as are commonly the subject matter of company rules or bye-laws
- 59.3** All Regulations so made and for the time being in force shall be binding on all Members and the Council shall adopt such means as it may think fit to bring the Regulations to the notice of Members.
- 59.4** No provision in the Regulations shall contravene any of the provisions of the Articles or the Companies Act.

#### **ANNUAL MEMBERS' MEETING**

- 60** The Society shall hold in each calendar year an annual meeting, which shall be called the Annual Members' Meeting, for the purposes of:
- 60.1** declaring the results of the elections of Officers and Elected Members of Council;
  - 60.2** receiving a report from Council on the Society's activities during the previous year;
  - 60.3** considering Council's plans for future activities of the Society;
  - 60.4** any further matters set out in the Regulations.

The Annual Members' Meeting shall be called by the Council, and its proceedings conducted in accordance with the Regulations.

- 61** All Members are entitled to attend and speak, but not vote, at Annual Members' Meetings. No decisions binding on the Council or the Society can be taken at an Annual Members' Meeting.
- 62** An Annual Members' Meeting is not a general meeting for the purposes of the Companies Act or the Articles and no resolution can be proposed thereat on a matter where a resolution of Voting Members is required by or provided for in statute or the Articles.

## **GENERAL MEETINGS**

- 63** The Voting Members entitled to vote at a General Meeting may require the Council to call a General Meeting of the Society in accordance with the Companies Act.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 64** No business shall be transacted at any General Meeting of the Society unless a quorum of Voting Members is present at the time when the meeting proceeds to business. At least ten Voting Members entitled to vote upon the business to be transacted and being present in person or by proxy shall be a quorum at any General Meeting.
- 65** If such a quorum is not present within half an hour from the time appointed for the General Meeting, the meeting, if convened on the requisition of Voting Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day not less than seven and not more than twenty eight days after the meeting and at the time and place as the Council may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
- 66** The President shall preside as the chair at General Meetings, but if there is no President or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the members of Council present shall elect one of their number to be chair. If no member of Council is willing to act as chair or is present within fifteen minutes after the time appointed for holding the meeting, the Voting Members present shall elect one of their number to be chair.
- 67** The chair of any General Meeting 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 any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
- 68** 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.
- 69** A resolution put to the vote of a General 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 Companies Act, a poll may be demanded:

- 69.1** by the chair of the meeting; or
  - 69.2** by at least five Voting Members having the right to vote at the meeting; or
  - 69.3** by a Voting Member or Voting Members representing not less than one-tenth of the total voting rights of all the Voting Members having the right to vote at the meeting  
and a demand by a person as a proxy for a Voting Member shall be the same as a demand by the Voting Member.
- 70** Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority or 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.
- 71** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. 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.
- 72** A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Voting 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 meeting at which the poll is demanded.
- 73** In the case of an equality of votes, whether on a show of hands or on a poll the chair of the General Meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 74** No poll shall be demanded on the election of a chair of a meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair 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.
- 75** 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 AT GENERAL MEETINGS**

76 At a General Meeting on a show of hands every Voting Member entitled to vote present in person or by proxy shall have one vote, except that such a Voting Member who is also acting as proxy for other Voting Member(s) shall be entitled to exercise additional vote(s) on behalf of those Voting Member(s), and on a poll every Voting Member entitled to vote present in person or by proxy shall have one vote.

77 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 chair whose decision shall be final and conclusive.

78 The appointment of a proxy shall be in the form prescribed in the Regulations signed by the appointor or his duly authorised attorney or authenticated in such manner as the Council may determine. If a proxy appointment is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the executing person to execute it on the appointor's behalf.

The appointment shall be delivered to the Society in accordance with the Articles and any instructions contained in the notice of the General Meeting to which it relates.

A Voting 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 Society by or on behalf of that Voting Member. If such a Voting Member attends the General Meeting in person his proxy appointment shall be automatically terminated.

79 An appointment of a proxy may be revoked by delivering to the Society a notice given by or on behalf of the person by whom or on whose behalf the appointment of proxy was given. 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.

## **CLASS MEETINGS**

80 (To the extent section 631 Companies Act 2006 applies) no variation of the rights of a class of members shall be effective except with the sanction of a special resolution of the Members of the relevant class. When such a special resolution to vary the rights of a class of Members is proposed at a separate general meeting of that class, the convening of, and proceedings at, such meeting shall be governed by the

Regulations, but so that the quorum shall be two Members of that class present in person or by proxy; and for an adjourned meeting the quorum shall be one Member of that class present in person or by proxy.

## **ACCOUNTS AND REPORTS**

- 81** Auditors shall be appointed and their duties regulated in accordance with the Companies Act. The Society's annual accounts for each of its financial years must be audited.
- 82** Subject to Article 81, the Council shall comply with the requirements of the Companies Act and the Charities Act 2011 as to keeping accounting records, the audit or examination of accounts and the preparation and filing with the Registrar of Companies and Charity Commission for England and Wales of annual reports, annual accounts and annual returns.
- 83** The accounting records of the Society shall be kept at the Registered Office, or subject to the Companies Act, at such other place as the Council shall think fit, and shall always be open to inspection by voting members of the Council.
- 84** No Member (other than a voting member of Council) shall have any rights of inspecting the accounting or other records of the Society except as conferred by statute or Regulations.

## **BANK ACCOUNT**

- 85** Any bank account in which any part of the assets of the Society is deposited shall be under the control of the Council and shall indicate the name designated by Council.

## **INDEMNITY**

- 86** Subject to the provisions of the Companies Act, every member of Council, or other officer or auditor of the Society, shall be indemnified out of the assets of the Society 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 Society.

## **DISSOLUTION**

- 87** If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other

charitable institution or institutions having objects similar to the Objects, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Society by Article 5 above, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and, if that cannot be done, then to some charitable purposes relating to the Objects.

- 88** Nothing in these Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with Section 7 Charities and Trustee Investment (Scotland) Act 2005.

## **NOTICES**

- 89** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Council or of any of its committees) shall be in writing to an address for the time being notified for that purpose to the person giving the notice. Such notice may be published in or as an insert in a publication of the Society.
- 90** The Society 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 or by giving it in electronic form to an address for the time being notified to the Society by the Member.
- 91** 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 electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators or otherwise in accordance with the Regulations shall be conclusive evidence that the notice was given. 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 24 hours after the time it was sent.
- 92** In Articles 89 and 90 “address” in relation to communications in electronic form includes any number or address used for the purpose of such communications.
- 93** Notwithstanding any other provisions of the Articles, the Society may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Society under the Companies Act 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 Act or the 2006 Act are made available on a website, shall not apply when any document or information is sent or supplied under the Articles or Regulations to Members.

**The Companies Act 2006**  
**Company Limited by Guarantee**

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**ARTICLES OF ASSOCIATION**  
**of**  
**THE INTENSIVE CARE SOCIETY**  
**incorporated in England on 17 June 1994**  
**under company number 2940178**

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As adopted by a special resolution passed on 11 December 2012