

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

**ARTICLES OF ASSOCIATION OF  
THE BRITISH SOCIETY FOR ALLERGY AND CLINICAL IMMUNOLOGY  
COMPANY NUMBER 03505635**

**INTERPRETATION**

1 In these articles:

*the Society* means the company intended to be regulated by these articles;

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

*the Articles* means these Articles of Association of the Society;

*clear days* in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

*executed* includes any mode of execution;

*the memorandum* means the memorandum of association of the Society;

*office* means the registered office of the Society;

*the seal* means the common seal of the Society if it has one;

*Secretary* means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

*the trustees* means the directors of the Society (and trustee has a corresponding meaning);

*the United Kingdom* means Great Britain and Northern Ireland; and

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

## **MEMBERS**

- 2 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 58 shall be members of the Society. No person shall be admitted a member of the Society unless her or his application for membership is approved by the annual general meeting in accordance with such rules. Each person who wishes to become a member shall deliver to the Company an application for membership in such form as the trustees require, duly executed by her or him.
- (2) Unless the trustees or the Society in general meeting shall make other provision under Article 57, the trustees may in their absolute discretion permit any member of the Society to retire provided that after such retirement the number of members is not less than twenty. The Society may also make provision for removal of members in its rules under Article 57. Membership shall not be transferable and shall cease on death.

## **GENERAL MEETINGS**

- 3 The Society shall hold an annual general meeting each year in addition to any other meetings in that year; and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

## **NOTICE OF GENERAL MEETINGS**

5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty one days' clear notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

- (1) in the case of an annual general meeting, by all the members entitled to vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

7 No business shall be transacted at any meeting unless a quorum is present. Twenty members entitled to vote upon the business to be transacted shall constitute a quorum.

8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.

- 9 The chairperson of the trustees or in her or his absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson nor other such trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairperson and, if there is only one trustee present and willing to act she or he shall be chairperson.
- 10 If no trustee is willing to act as chairperson, or if no trustee, is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
- 11 The chairperson 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 have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 12 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairperson; or
  - (2) by at least six members having the right to vote at the meeting.
- 13 Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the

minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 14 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. 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.
- 15 A poll shall be taken as the chairperson directs and she or he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16 In the case of an equality of votes whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote she or he may have.
- 17 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson 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.
- 18 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**

- 19 Subject to Article 16, every member shall have one vote whether on a show of hands or not.
- 20 No member shall be entitled to vote at any general meeting unless all moneys then payable by her or him to the Society have been paid.
- 21 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 chairperson whose decision shall be final and conclusive.

## **TRUSTEES**

- 22 Unless determined by ordinary resolution the number of trustees shall be not less than four but nor more than seven;
- 23 The first trustees shall be those named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

## **POWERS OF TRUSTEES**

- 24 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the trustees who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no of directors together with a notice executed by that person of her or his willingness to be appointed.
- 25 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers:

- (1) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in the furtherance of the objects of the Society;
- (2) To enter into contracts on behalf of the Society.

#### **APPOINTMENT AND RETIREMENT OF TRUSTEES**

26 The trustees of the Society shall be appointed by general meetings, each individual appointment for a term of office not exceeding three successive years. No person may be appointed as a trustee:

- (1) unless she or he has attained the age of 18 years old;
- (2) in circumstances such that, had she or he already been a trustee, she or he would have been disqualified from acting under the provisions of Articles [33]; and
- (3) unless she or he has been a member of the Society for at least twelve successive months and unless all moneys then payable by her or him to the Society have been paid; and
- (4) either
  - (a) he is recommended by the trustees or
  - (b) notice executed by any two members has been given to the Society of the intention to propose that person for appointment stating that the requirements of Articles 26(1) to 26(3) have been fulfilled and stating the particulars which would, if she or he were so appointed, be required to be included in the Company's register of directors together with a notice executed by that person of her or his willingness to be appointed.

27 Each Trustee shall hold office for a period of three years except the Treasurer and Secretary who will be eligible for re-election for a second consecutive three year term, but not eligible for a further re-election for one year thereafter. The retiring president shall act as Past President and will continue as a Trustee,

but will be required to step down once a new 'President Elect' has been appointed. The following Trustees shall be required to retire at the Annual General Meeting for the respective year:

President

Past President

Secretary

Treasurer

- 28 At least two months prior to any Annual General Meeting the trustees shall send notice to the members naming the directors who are to retire by rotation, proposing the persons to replace them by enclosing a short biography of the appropriate candidates and inviting nominations pursuant to Article 26(4)(b).
- 29 Where, pursuant to Article 26(4)(a) and/or Article 26(4)(b), there shall have been recommended and/or proposed a number of candidates for appointment ("Candidates") greater than the number of vacancies of the trustees then the Chairman of the meeting at which such Candidates are recommended and/or proposed as aforesaid shall direct that there shall then be held a ballot and arrange for the distribution (amongst those present and entitled to vote) of ballot papers in such form as the Management Committee shall approve
- 30 Subject as aforesaid the Society may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
- 31 The trustees may by ordinary resolution appoint a person who, not having been duly elected in accordance with Article 26(iv), is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of directors to exceed any number fixed in accordance with the Articles as the maximum number of directors. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees



who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, she or he shall vacate office at the conclusion thereof.

- 32 Subject as aforesaid, a trustee who retires shall not be eligible for reappointment unless one year has elapsed since her or his retirement.

### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 33 A trustee shall cease to hold office if she or he:

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs;
- (3) resigns her or his office by notice to the Society (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that her or his office shall be vacated.

### **TRUSTEES' EXPENSES**

- 34 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties and may receive any payments made in accordance with the provisions of Clause 5 of the Memorandum, but shall otherwise be paid no remuneration.

### **TRUSTEES' APPOINTMENTS**

- 35 Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the Society. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if she or he ceases to be a trustee.
- 36 Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Society is a party.

### **PROCEEDINGS OF TRUSTEES**

- 37 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee or the Secretary may, and the Secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
- 38 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one half of their number or two trustees, whichever is the greater.
- 39 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum or the minimum number of directors from time to time by Article 22 or any ordinary resolution of the Company (whichever shall be the higher), the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 40 The trustees may appoint one of their number to be the chairperson of their meetings and may at any time remove her or him from that office. The trustee

so appointed shall preside at every meeting of trustees at which she or he is present. If no trustee holds that office or if the trustee holding it is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairperson of the meeting.

- 41 The trustees may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported in writing to the trustees, who shall duly record their approval of such acts and proceedings.
- 42 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 43 A resolution in writing, signed or assented to by all the trustees entitled to receive notice of a meeting of trustees shall be as valid and effective as if it had been passed at a meeting of trustees. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees, or one document on which shall be recorded by the Secretary the assent of all the trustees.
- 44 Any bank account in which any part of the assets of the Society is deposited shall be operated by the Treasurer on behalf of the trustees and shall indicate the name of the Society and its charitable status. All cheques and orders for the payment of money from such account shall normally be signed by two trustees, except that the trustees may authorise that such cheques and orders up to a certain sum may be signed by one trustee, employee or agent alone.

## **SECRETARY**

45 Subject to the provisions of the Act, the Secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed only by them.

## **MINUTES**

46 The trustees shall keep minutes for the purpose:

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Society and of the trustees and of committees including the names of the trustees present at each such meeting.

## **THE SEAL**

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

## **ACCOUNTS**

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

## **ANNUAL REPORT**

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

## **ANNUAL RETURN**

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

## **NOTICES**

51 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

52 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 the address notified by her or him to the Secretary or by leaving it at that address.

53 Any member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

54 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted to an address in the United Kingdom.

## **INDEMNITY**

55 Subject to the provisions of the Act every trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by her or him in that capacity in defending proceedings, whether civil or criminal in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in which relief is granted to her or him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

56 The payment of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society shall be made. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

## **RULES**

57 A The trustees may from time to time make such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate.

(1) the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(2) the conduct of members of the Society in relation to one another, and to the Society's servants;

(3) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

(4) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

(5) generally, all such matters as are commonly the subject matter of company rules;

B The Society in general meetings shall have the power to alter, add to or

repeal the rules and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules, which shall be binding on all members of the Society Provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the article.