

Company No.
6783090

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM AND ARTICLES OF
ASSOCIATION OF
ASSOCIATION OF SURGEONS OF GREAT BRITAIN AND IRELAND LIMITED
(as adopted by special resolution passed on 27th June 2024)

- 1 Name
 - 1.1 The Company's name is "ASSOCIATION OF SURGEONS OF GREAT BRITAIN AND IRELAND LIMITED ("the Company")".
- 2 Registered Office
 - 2.2 The Company's registered office is to be situated in England and Wales.
- 3 Objects
 - 3.1 The Company's objects are the advancement of the science and art of surgery and the promotion of fellowship amongst surgeons.
- 4 Powers
 - 4.1 In furtherance of the Objects but not further or otherwise, and in addition to any other powers it may have, the Company shall have the power:
 - 4.1.1 to compile produce, publish and distribute information and articles by means of journals, books, films, tapes or any other media;
 - 4.1.2 to hold meetings, lectures, classes, seminars, workshops, courses and exhibitions either alone or with others;
 - 4.1.3 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;

- 4.1.4 to foster and undertake research into any aspect of the Objects and itswork and to disseminate and exchange the results of any such research;
- 4.1.5 to co-operate, including exchanging information and advice, and enter into arrangements with any authorities and professional and other bodies, international, national, local or otherwise;
- 4.1.6 to review and make recommendations concerning the education and examination of surgeons;
- 4.1.7 to give or make recommendations for awards, prizes, grants, fellowships, bursaries and appointments;
- 4.1.8 to make grants or loans of money and to give guarantees and become or give security for the performance of contracts;
- 4.1.9 to purchase or otherwise acquire, maintain, alter, sell, lease, mortgage or otherwise deal with or dispose of any real or personal property;
- 4.1.10 to issue appeals and hold public meetings;
- 4.1.11 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.1.12 subject to such consents as may be required by law, to borrow or raise money for the object of the Company on such terms and conditions and on such security as may be thought fit;
- 4.1.13 to carry on trade;
- 4.1.14 to accept any subscription or gift of money, property or other assets, whether or not subject to any special trusts;
- 4.1.15 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 4.1.16 to deposit or invest funds with the powers of a beneficial owner;
- 4.1.17 to delegate the management of investments to a financial expert but only on terms that:
 - 4.1.17.1 the investment policy is set down in writing for the financial expert by the Board;
 - 4.1.17.2 every transaction is reported promptly to the Board or to a committee authorised by the Board to receive such reports;
 - 4.1.17.3 the performance of the investments is reviewed regularly with the Board;

4.1.17.4 the Board shall be entitled to cancel the delegation arrangement at any time;

- 4.1.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 4.1.17.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
- 4.1.17.7 the financial expert must not do anything outside the powers of the Board;
and financial expert means a person who is reasonably believed by the Board to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments;
- 4.1.18 to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Board or of a financial expert (as defined in clause 4.1.17) acting under their instructions and to pay any reasonable fee required;
- 4.1.19 to lend money and give credit to, take security from and guarantee or give security for the performance of obligations by any person or company;
- 4.1.20 to make donations and to establish or support any trusts, associations, companies, institutions or other bodies formed for any of the purposes included in the Objects;
- 4.1.21 to employ and pay any person, not being a member of the Board, to carry on the work of and advise the Company;
- 4.1.22 to insure and arrange insurance cover of every kind and nature in respect of the Company, its property and assets and take out other insurance policies to protect the Company, its employees, volunteers or members as required;
- 4.1.23 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Company:
 - 4.1.23.1 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 he may be guilty in relation to the Company but not extending to:
 - (a) any liability resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the best interests of the Company, or where the Directors did not care whether such conduct was in the best interests of the Company or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising

out of the fraud or dishonesty or willful or reckless misconduct of the Directors;

(c) any liability to pay a fine or regulatory penalty

- 4.1.24 subject to the provisions of clause 5 of this Memorandum to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Company or their dependants;
- 4.1.25 to establish branches and to amalgamate with any companies, institutions, societies or associations having objects similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association in the case of members of the Company;
- 4.1.26 to acquire or merge with any other organisation formed for any of the Objects;
- 4.1.27 to enter into partnership, joint venture or other arrangement with anybody with objects similar in whole or part to the Objects;
- 4.1.28 to affiliate to or accept affiliation from anybody with objects similar in whole or part to the Objects;
- 4.1.29 to raise funds, provided that in doing so the Company shall comply with any relevant statutory regulations;
- 4.1.30 to purchase or form trading companies alone or jointly with others;
- 4.1.31 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate
- 4.1.32 to maintain, alter or equip for use any real or personal estate;
- 4.1.33 to erect, maintain, improve, or alter any buildings for the time being belonging to the Company;
- 4.1.34 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Company;
- 4.1.35 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 4.1.36 to enter into contracts to provide services to or on behalf of other bodies;
- 4.1.37 to establish charitable and/or non-charitable subsidiary companies to assist or act as agents for the Company;
- 4.1.38 to act as trustee of any trust; to make any charitable donation either in cash or assets;

- 4.1.40 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Company;
 - 4.1.41 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company as a company;
 - 4.1.42 to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them
- 5 Application of income and property
- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
 - 5.2 None of the income or property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Company. This does not prevent a Member receiving
 - 5.2.1 a benefit from the Company in the capacity of a beneficiary of the Company;
 - 5.2.2 reasonable and proper remuneration for any services rendered to the Company
 - 5.2.3 interest on money lent to the Company at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Board or 3%; whichever is the greater;
 - 5.2.4 reasonable and proper rent for premises demised or let to the Company;
 - 5.2.5 any premium in respect of insurance to cover any of the liabilities specified in clause 4 of this Memorandum
 - 5.3 Whenever a Director has a personal interest directly or indirectly in a matter to be discussed at a meeting of the Board or a committee of the Board, the Director concerned shall:
 - 5.3.1 declare an interest at or before discussion begins on the matter;
 - 5.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to give information;
 - 5.3.3 not be counted in the quorum for the part of the meeting devoted to that item; and
 - 5.3.4 withdraw during the vote and have no vote on the matter.

- 5.4 Clauses 5.3.2 to 5.3.4 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in this Memorandum.

6 Limited liability

6.1 The liability of the Members is limited.

7 Guarantee

7.1 Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound (£1).

8 Dissolution

8.1. If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other company, organisation or institution having objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its members, to an extent at least as great as is imposed on the Company by virtue of clause 5 above (as shall be determined by the Members of the Company).

8.2 If the Company is a trustee of any trusts at the time it is wound up or dissolved, the Company shall procure the appointment of a new, trustee or trustees of those trusts in the place of the Company.

Company No. 6783090

THE COMPANIES ACTS 1985 and 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ASSOCIATION OF SURGEONS OF GREAT BRITAIN AND IRELAND LIMITED

(as adopted by special resolution passed on 20th July 2021)

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

2006 Act	means the Companies Act 2006 including any statutory modification or re- enactment thereof for the time being in force;
Act	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the 2006 Act for the time being in force;
Articles	means these Articles of Association;
ASiT	means the Association of Surgeons in Training;
Board	means the board of Directors;
Clear Days	in relation to a period of notice means a 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;
Company	means Association of Surgeons for Great Britain and Ireland Limited
Council	means the Committee to be established in accordance with Article 24 below;
Director	means a director of the Company and includes any person occupying the position of director by whatever name called;
Division of Trainee Fellows	means the representative body of Trainee Fellows established as the Moynihan Academy in accordance with bye-laws to be introduced further to Article 33 below;

Division of SAS Fellows	means the representative body of Associate Fellows to be established in accordance with bye-laws to be introduced further to Article 33 below;
Document	included unless otherwise specified, any document sent or supplied in electronic form
Electronic form	included electronic means (for example email or fax) or any other means while in electronic form (for example sending a disk through the post)
Fellowship	means all classes of fellowship as shall be established in accordance with Article 3
Honorary Archivist	[requires definition]
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles, with voting privileges at General Meetings
Memorandum	means the Memorandum of Association of the Company
Ordinary Resolution	means a resolution (of the Members or if applicable a class of the Members)
Proxy notice	that is passed by a simple majority in accordance with the Act has the meaning given in Article 9
Regions	means such geographical area as defined from time to time by the Board
SAC	means the Specialist Advisory Committee in General Surgery, a subcommittee of the Joint Committee on Higher Surgical Training
Seal	means the common seal of the Company
Special Resolution	means a resolution (of the Members or if applicable a class of the Members) passed by a majority of not less than 75% in accordance with the Act
Specialty Associations	means such specialty associations as the Board shall from time to time decide shall have the right to be represented on the Board

UEMS	means European Union of Medical Specialist
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland

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

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

OBJECTS

2 Object

- 2.1 The Company is established for the Objects expressed in the Memorandum.

FELLOWSHIP

3 Classes of Fellowship

- 3.1 The Company shall establish the following classes of Fellowship:

- 3.1.1 Fellows;

- 3.1.2 Corresponding Fellows;

- 3.1.3 Associate Fellows;

- 3.1.4 Senior Fellows;

- 3.1.5 Honorary Fellows;

- 3.1.6 Trainee Fellows;

- 3.1.7 Related Fellows; Allied Health Professional, Medical Students and Emeritus Fellow
- 3.1.8 such other categories of Fellowship as may be established by the Board from time to time, such further categories to be detailed in the bye-laws to be introduced further to Article 33.
- 3.2 Fellowship of the Company is open to any individual or organisation who:
 - 3.2.1 applies to the Company in the form required by the Board; and
 - 3.2.2 is approved by the Board.
- 3.3 An application for Fellowship may be approved or rejected by the Board and no person shall be admitted to Fellowship of the Company unless their application for Fellowship has been approved by the Board.
- 3.4 All other qualifications, procedures for election, rights, privileges, obligations, duties and amounts of any subscriptions due in relation to all classes of Fellowship shall be set out in bye-laws to be introduced further to Article 33

VOTING MEMBERS

- 4 Voting Members referred to as Members
 - 4.1 For the purposes of the Act, the Members shall be limited to Fellows, Corresponding Fellows, Speciality Fellows and Senior Fellows
 - 4.2 Membership is not transferable.
 - 4.3 The Company shall maintain a register of Members.
- 5 Termination of membership
 - 5.1 Membership is terminated if:
 - 5.1.1 the Member dies or, if it is an organisation, ceases to exist;
 - 5.1.2 the Member retires by written notice to the Company provided that after such retirement the number of Members is not less than two;
 - 5.1.3 any sum due from the Member to the Company has been wholly or partly outstanding for at least six months and the Company serves notice in writing on the Member terminating the membership. In such circumstances the

termination of membership shall take effect from the date and time when the notice is served;

5.1.4 the Member is removed from membership by a resolution of the Board that it is in the best interests of the Company that their membership is terminated. Such a resolution may only be passed if:

5.1.4.1 the Member has been given at least 14 clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons for its proposal; and

5.1.4.2 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Company, has been permitted to make representations to the meeting.

MEETINGS OF MEMBERS

6 Annual general meetings

6.1 The Company shall each year hold a general meeting as its Annual General Meeting (AGM) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

6.2 Not more than fifteen months shall elapse between the date of one AGM of the Company and that of the next provided that so long as the Company holds its first AGM within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

6.3 The AGM shall be held at such time and place as the Board shall appoint.

6.4 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors and if necessary the appointment of, and the fixing of the remuneration of, the auditors, if any are appointed.

7 General meetings

7.1 The Board may call general meetings.

7.2 On the requisition of Members pursuant to the Act the Board shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

8 Notice of general meetings

8.1 General meetings shall be called by at least 14 clear days' notice

8.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.

8.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of their rights regarding proxies.

8.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:

8.4.1 every Member except those Members who (having no registered address within the United Kingdom or Eire) have not supplied to the Company an address within the United Kingdom or Eire for the giving of notices to them;

8.4.2 the auditor for the time being of the Company; and

8.4.3 each Director.

No other person shall be entitled to receive notice of general meetings.

8.5 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.

8.6 A Member present at any meeting of the Company either in person or by proxy shall be deemed to have received notice of the meeting and, where _ requisite, of the purposes for which it was called.

9 Proxies

9.1 A Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company.

9.2 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:

9.2.1 states the name and address of the Member appointing the proxy;

9.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

9.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

9.2.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

9.3 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:
"Association of Surgeons for Great Britain and Ireland Limited

I/We,, of being a member/members of the above-named company, hereby appoint of or failing them, [..... of] [the Chairperson of the meeting], as my/our proxy to vote in my/our namers] and on my/our behalf at the general meeting of the company to be held on [date], and at any adjournment thereof.

Signed on [insert date]"

9.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. (n default of any other form of proxy notice being specified, the following form may be used for this purpose:

"Association of Surgeons for Great Britain and Ireland Limited

I/W e,, of being a member/members of the above-named company, hereby appoint of . or failing them of] [the Chairperson of the meeting], as my/our proxy to vote in my/our name[s]and on •my/our behalf at the annual general meeting of the company, to be held on [date] , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against [*vote withheld] (*discretionary] Resolution No. 2 *for *against [*vote withheld] [*discretionary]. *Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting. Signed on [insert date]".

9.5 Unless a proxy notice indicates otherwise, it must be treated as:

9.5.1 allowing the person appointed under it as a proxy' discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- 9.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 9.6 Proxy notices may:
- 9.6.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 9.6.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:
- 9.6.2.1 in the notice convening the meeting, or
- 9.6.2.2 in any instrument of proxy sent out by the Company in relation to the meeting, or
- 9.6.2.3 in any invitation in electronic form to appoint a proxy issued by the Company in relation to the meeting, be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;
- 9.6.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or
- 9.6.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to any Director; and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.
- 9.7 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 Company by or on behalf of that person.
- 9.8 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 9.9 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.
- 10 Organisation at general meetings
- 10.1 No business shall be transacted at any general meeting unless a quorum is present.
- 10.2 Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 10.3 There shall be a chairperson of every general meeting
- 10.3.1 The chairperson, if any, of the Board shall chair every general meeting of the Company.
- 10.3.2 In their absence the vice-chairperson, if any, of the Board shall act as chairperson.
- 10.3.3 If at any meeting neither the chairperson nor the vice-chairperson is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.
- 10.3.4 If there is only one Director present and willing to act, they shall chair the meeting.
- 10.3.5 If at any meeting no Director is willing to act as chairperson or if no Director is present within ten minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 10.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
- 10.4.1 if convened on the requisition of the Members, shall be dissolved;
- 10.4.2 in any other case, shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine
- 10.5 In relation to the adjournment of meetings:
- 10.5.1 the chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;

10.5.2 when a meeting is adjourned for fourteen days or more, the Company shall give at least seven clear days' notice of it to the same persons to whom notice of the Company's general meetings is required to be given, and containing the same information which such notice is required to contain.;

10.5.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

DECISIONS OF MEMBERS

11. Voting at general meetings

11.1 A resolution put to the vote of a general meeting must 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.

11.2 Unless a poll is duly demanded, a declaration by the chairperson and an entry to that effect in the minutes of proceedings of the Company that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

11.3 A poll on a resolution may be demanded:

11.3.1 in advance of the general meeting where it is to be put to the vote, or

11.3.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

11.4 A poll may be demanded by:

11.4.1 the chairperson of the meeting;

11.4.2 the Board;

11.4.3 five or more persons having the right to vote on the resolution or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution, whichever is the smaller.

11.5 A demand for a poll may be withdrawn if:

11.5.1 the poll has not yet been taken, and

11.5.2 the chairperson of the meeting consents to the withdrawal.

11.6 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

- 11.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

12 Votes of members

- 12.1 Every Voting Member, whether an individual or organisation, shall have one vote, provided that no Voting Member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes money to the Company. All Members, other than Voting Members, shall not be entitled to vote.

- 12.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 12.3 Where an organisation is a Member of the Company, it:

12.3.1 may nominate any person to act as its representative at any meeting of the Company;

12.3.2 must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.

Any notice given to the Company shall be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

13 Written resolutions

- 13.1 Save for a resolution to remove a Director before the expiration of their period of office or to remove an auditor before the expiration of their term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.

DIRECTORS

14 Directors

- 14.1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors shall be twelve and the minimum number of Directors shall be three.

14.2 The first Directors shall be those persons notified to Companies House as the first Directors of the Company.

14.3 Subject to Article 14.2, the Board shall consist of at least eight Members to be appointed to the following roles in accordance with Article 15.1:

14.3.1 President;

14.3.2 President-Elect (previously Vice-President);

14.3.3 Director of Finance;

14.3.4 Director of Education;

14.3.5 Director of the Scientific Programme ,

14.3.6 Director of Communications;

14.3.7 Director of Media

14.3.8 Director of Membership;

14.3.9 Director of Emergency General Surgery

14.3.10 Director of Research

14.3.11 Director of Equality, Diversity & Inclusion

14.3.12 ASGBI Representative on RCSEng Council (Observer and not Director)

each role having responsibilities as more particularly defined elsewhere in these Articles and in the bye-laws to be introduced in accordance with Article 33.

14.4 Appointments to new roles within the Board can be approved by the Board up to a maximum of 12 directors

15 Appointment of Directors

15.1 Subject to Article 15.2, below, the President-Elect (previously known as Vice President) and who will subsequently become the President, will be appointed by vote of the whole eligible ASGBI fellowship. For clarity this includes all classes of fellows and members who are not in arrears with their subscription. All candidates for this role will:

15.1.1 Be a member (see 4.1) for at least one year preceding the closing date of the vote; and be in current NHS consultant practice

15.1.2 have been a voting ASGBI Council member, in at least one of the 4 years prior to the closing date of the vote.

15.1.3 Not be president or president-elect of one of the general surgery sub-specialty associations

- 15.2 Any other Member who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director after interview by Directors and approval by a simple majority of all the Directors entitled to attend and vote at any meeting of the Board. Any appointments to the Board made in accordance with this Article 15.1 shall be reported to the Members at the next AGM.
- 15.3 Only Members who have applied to become a Director in accordance with such procedures as are established in the bye-laws to be introduced in accordance with Article 33, or are otherwise decided by the Board from time to time, may be considered for appointment to the Board further to Article 15.1.
- 15.4 When selecting candidates for Director roles, consideration will be given to their suitability & skills specific to the role and to the promotion of diversity within the Board
- 15.5 No appointment of a Director, whether by the Company in general meeting or by the Board may be made which would cause the number of Directors to exceed the number fixed as the maximum number of Directors.
- 15.6 Subject to Articles 16 and 17 a Director shall hold office until their retirement in accordance with Article 18.
- 16 Removal of Directors
- 16.1 The Company may by Ordinary Resolution of which special notice has been given to the Company in accordance with the Act remove any Director before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
17. Disqualification or vacation of office of Directors
- 17.1 The office of Director shall be vacated if the Director:
- 17.1.1 ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
 - 17.1.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 17.1.3 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 17.1.4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally

exercising any powers or rights which that person would otherwise have;

17.1.5 resigns their office by written notice to the Company provided at least two Directors remain in office after the resignation takes effect;

17.1.6 is absent from all Board meetings without leave for one year and the Board resolves that the office be vacated;

17.1.7 is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest as required by the Act or the Memorandum;

17.1.8 fails to agree to a request by the Board for a Criminal Records Bureau check (or equivalent) to be undertaken in respect of them.

18 Retirement of Directors

18.1 The Directors shall hold office for the following periods:

18.1.1 The President and President-Elect (previously known as Vice President) shall hold office for a fixed term of two years and shall not be eligible for re-election thereafter; and

18.1.2 All other Directors shall usually hold office for four years but they have to be re-elected every year at the AGM for a maximum of four consecutive years in accordance with the following limitations:

18.1.2.1 The Director of Finance may be re-elected for a maximum of five consecutive years of office;

19 Powers and duties of the Directors

19.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board which may exercise all the powers of the Company.

19.2 No alteration of the Memorandum or Articles and no direction given by Special Resolution shall invalidate anything which the Board has done before the making of the alteration or the passing of the resolution.

19.3 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

20 Proceedings and Decisions of the Directors

20.1 Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit.

20.2 The Board shall meet at least four times a year.

- 20.3 A meeting of the Board:
- 20.3.1 may be called by any Director; and
 - 20.3.2 shall, at the request of a Director, be called by the President.
- 20.4 Notice of any meeting of the Board must indicate:
- 20.4.1 its proposed date, time and subject matter;
 - 20.4.2 where it is to take place; and
 - 20.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 20.5 In fixing the date and time of any meeting of the Board, the Director calling it shall try to ensure, subject to the urgency of any matter to be decided by the Board, that as many Directors as practicable are likely to be available to participate in it.
- 20.6 Notice of a meeting of the Board must be given to each Director, but need not be in writing.
- 20.7 Notice of a meeting of the Board need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Company seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 20.8 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice before the meeting takes place.
- 20.9 Any Director may participate in a meeting of the Board by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.
- 20.10 In relation to the quorum for a meeting of the Board:
- 20.10.1 no decision other than a decision to call a meeting of the Board or a general meeting shall be taken by the Board unless a quorum participates in the decision-making process;
 - 20.10.2 the quorum for decision-making by the Board may be fixed from time to time by a decision of the Board, provided, it shall not be less than two, and unless otherwise fixed it is four;

20.10.3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Board, the Board shall not take any decision other than a decision:

20.10.3.1 to appoint further Directors, or

20.10.3.2 to call a general meeting so as to enable the Members to appoint further Directors;

20.10.4 Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

20.11 Questions arising at a meeting shall be decided by a majority of votes.

20.12

20.12.1 The President and President-Elect shall assume the roles of chairperson and vice-chairperson in relation to proceedings of the Board.

20.12.2 If at any meeting neither the chairperson nor the vice-chairperson is present within ten minutes after the time appointed for holding the same, or if there is no chairperson or vice-chairperson, the Directors present shall choose one of their number to chair the meeting.

20.12.3 In the case of an equality of votes, the chairperson shall have a second or casting vote. But this does not apply if, in accordance with the Articles the chairperson is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes. No Director in any other circumstances shall have more than one vote.

20.13 All acts done by any meeting of the Board or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:

20.13.1 there was some defect in the appointment of any such Director or person acting as a Director, or

20.13.2 they or any of them were disqualified, or

20.13.3 they or any of them were not entitled to vote on the matter,

be as valid as if every such person had been duly appointed and was qualified to be a Director.

20.14 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more Directors.

- 20.15 Subject to the Articles, the Board may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Board.
- 20.16 The Directors may co-opt as a Director a person who is willing to act, either to fill a vacancy or as an additional Director. A Director co-opted by the Directors under this Article will hold office only until the next anniversary of the appointment of the Director whose seat has been vacated, and will not be taken into account in determining which other Directors are due to retire by rotation. A co-opted Director shall be eligible for re-election without taking account of such prior period of office. If a co-opted Director is not re-appointed upon such anniversary, he will automatically vacate office on that date.
- 20.17 The Directors may invite any individual(s) that the Directors may consider appropriate from time to time as observer(s) of the Company who shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company and/or at any Board meeting. Those invited to attend Board meetings may include, but not necessarily be limited to the following:
- 20.17.1 The chairperson or deputy-chairperson of the SAC; and
 - 20.17.2 ASGBI representative on the Council of RCSEng
 - 20.17.3 Persons whose experience or expertise would contribute to discussion or debate at a Board meeting.
- 21 Election of the ASGBI Representative to the Council of RCSEng will be appointed by vote of the whole eligible ASGBI fellowship. For clarity this includes all classes of fellows and members who are not in arrears with their subscription. All candidates for this role will:
- 21.1 have been a voting ASGBI Council member, in at least one of the 4 years prior to the closing date of the vote.
 - 21.2 Be a member (see 4.1) for at least one year preceding the closing date of the vote; and be in current NHS consultant practice
- 22 Conflicts of Interest
- 22.1 Provided (if these articles so require) that they have declared to the directors, in accordance with the provisions of these articles, the nature and extent of their interest, a director may (save as to the extent not permitted by law from time to time), notwithstanding their office, have an interest of the following kind, namely:
- 22.1.1 where a director (or a person connected with them) is party to or in any way directly or indirectly interested in, or has any duty in respect of, any existing or proposed contract, arrangement or transaction with the company or any other undertaking in which the company is in any way interested;
 - 22.1.2 where a director (or a person connected with them) is a director, employee or other Officer of, or a party to any contract, arrangement or transaction with, or in any way interested in, any

- body corporate promoted by the company or in which the company is in any way interested;
- 22.1.3 where a director (or a person connected with them is a shareholder in the company or a shareholder in, employee, director, shareholder or other Officer of, or consultant to, a Group Undertaking of the company;
 - 22.1.4 where a director (or a person connected with them) holds and is remunerated in respect of any office or place of profit (other than the office of auditor) under the company or body corporate in which the company is in any way interested;
 - 22.1.5 where a director is given a guarantee, or is to be given a guarantee, in respect of an obligation incurred by or on behalf of the company or any body corporate in which the company is in any way interested;
 - 22.1.6 where a director (or a person connected with them or of which he is a shareholder or employee) acts (or any body corporate promoted by the company or in which the company is in any way interested of which they are a director, employee or other Officer acts) in a professional capacity for the company or any body corporate promoted by the company or in which the company is in any way interested (other than as auditor) whether or not he or it is remunerated for this;
 - 22.1.7 an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 22.1.8 any other interest authorised by ordinary resolution.
- 22.2 For the purposes of this article, an interest of which a director is not aware and of which it is unreasonable to expect them to be aware shall not be treated as an interest of theirs.
- 22.3 In any situation permitted by this article 21 (save as otherwise agreed by them) a director shall not by reason of his office be accountable to the company for any benefit which they derive from that situation and no such contract, arrangement or transaction shall be avoided on the grounds of any such interest or benefit.
- 22.4 Any authority given in accordance with section 175(5)(a) of the Act in respect of a director ("Interested Director") who has proposed that the directors authorise their interest ("Relevant Interest") pursuant to that section may, for the avoidance of doubt:
- 22.4.1 be given on such terms and subject to such conditions or limitations as may be imposed by the authorising directors as they see fit from time to time, including, without limitation:
 - 22.4.1.1 restricting the Interested Director from voting on any resolution put to a meeting of the directors or of a committee of the directors in relation to the Relevant Interest;

- 22.4.1.2 restricting the Interested Director from being counted in the quorum at a meeting of the directors or of a committee of the directors where such Relevant Interest is to be discussed; or
 - 22.4.1.3 restricting the application of the provisions in articles 21.5 and 21.6, so far as is permitted by law, in respect of such Interested Director;
- .be withdrawn, or varied at any time by the directors entitled to authorise the Relevant Interest as they see fit from time to time; and
- 2.1.4.3 an Interested Director must act in accordance with any such terms, conditions or limitations imposed by the authorising directors pursuant to section 175(5)(a) of the Act and this article 21.
- 22.5 Subject to article 21.6 (and without prejudice to any equitable principle or rule of law which may excuse or release the director from disclosing information in circumstances where disclosure may otherwise be required under this article), if a director, otherwise than by virtue of their position as director, receives information in respect of which they owe a duty of confidentiality to a person other than the company, they shall not be required:
- 21.5.1 to disclose such information to the company or to the directors, or to any director, officer or employee of the company; or
 - 21.5.2 otherwise to use or apply such confidential information for the purpose of or in connection with the performance of their duties as a director.
- 22.6 Where such duty of confidentiality arises out of a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company, article 21.5 shall apply only if the conflict arises out of a matter which falls within article 21.1 or has been authorised under section 175(5)(a) of the Act (subject to any restrictions imposed by the authorising directors).
- 22.7 Where a director has an interest which can reasonably be regarded as likely to give rise to a conflict of interest, the director may take such additional steps as may be necessary or desirable for the purpose of managing such conflict of interest, including compliance with any procedures laid down from time to time by the directors for the purpose of managing conflicts of interest generally and/or any specific procedures approved by the directors for the purpose of or in connection with the situation or matter in question, including without limitation:
- 22.7.1 absenting themselves from any discussions, whether in meetings of the directors or otherwise, at which the relevant situation or matter falls to be considered; and

- 22.7.2 excluding themselves from documents or information made available to the directors generally in relation to such situation or matter and/or arranging for such documents or information to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information.
- 22.8 Subject to section 182 of the Act, a director shall declare the nature and extent of any interest permitted by article 21.1 at a meeting of the directors, or by general notice in accordance with section 184 (notice in writing) or section 185 (general notice) of the Act or in such other manner as the directors may determine, except that no declaration of interest shall be required by a director in relation to an interest:
- 22.8.1 falling under article 28.1.7;
- 22.8.2 if, or to the extent that, the other directors are already aware of such interest (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
- 22.8.3 if, or to the extent that, it concerns the terms of their service contract (as defined by section 227 of the Act) that have been or are to be considered by a meeting of the directors, or by a committee of directors appointed for the purpose under these articles.
- 22.9 Provided (if these articles so require) that they have declared to the directors, in accordance with the provisions of these articles, the nature and extent of their interest (and subject to any restrictions on voting or counting in a quorum imposed by the directors in authorising a Relevant Interest), a director, in relation to any resolution concerning a matter in which they have an interest, whether a direct or indirect interest, or in relation to which they have a duty:
- 22.9.1 can vote, and be counted in reckoning as to whether a quorum is present, at a meeting of the directors or of a committee of the directors; and
- 22.9.2 shall be an Eligible Director, and be counted as participating, for the purposes of determining whether a quorum is participating.
- 22.10 Subject to section 239 of the Act, the company may by ordinary resolution ratify any contract, transaction or arrangement, or other proposal, not properly authorised by reason of a contravention of any provisions of this article.
- 22.11 For the purposes of this article 21:
- 22.11.1 a conflict of interest includes a conflict of interest and duty and a conflict of duties;

- 22.11.2 the provisions of section 252 of the Act shall determine whether a person is connected with a director; and
 - 22.11.3 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified.
- 23 Delegation by the Directors
- 23.1 The Board may delegate any of their powers to any committee consisting of one or more Directors.
 - 23.2 The Board shall determine the terms of any delegation to such a committee and may impose conditions, including that:
 - 23.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Board delegate;
 - 23.2.2 no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Board.
 - 23.3 Subject to and in default of any other terms imposed by the Board:
 - 23.3.1 The President and President-Elect shall be ex-officio members of every committee appointed by the Board;
 - 23.3.2 The members of a committee may, with the approval of the Board, appoint such persons, not being Directors, as they think fit to be members of that committee;
 - 23.3.3 A committee may elect a chairperson of its meetings; if no such chairperson is elected, or, if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
 - 23.3.4 a committee may meet and adjourn as it thinks proper;
 - 23.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
 - 23.3.6 in the case of an equality of votes the chairperson of the committee shall have a second or casting vote;

and subject thereto committees to which the Board delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.

23.4 The terms of any delegation to a committee shall be recorded in the minute book.

23.5 The Board may revoke or alter a delegation.

24 Delegation of day to day management

24.1 The Board may delegate day to day management and administration of the Company to one or more managers.

24.2 In respect of each manager the Board shall:

24.2.1 provide a description of the manager's role; and

24.2.1 set the limits of the manager's authority.

24.3 The managers shall report regularly and promptly to the Board on the activities undertaken in accordance with their role.

25 Council

25.1 In accordance with Article 22, the Council shall be established as a Committee with responsibility for considering the overall strategic direction of the Company, including the manner in which the Company might best represent and benefit its Fellowship across the Regions upon such terms of reference as the Board might more particularly define in bye-laws introduced further to Article 33 from time to time.

25.2 The Council shall consist of the Board together with the following ex-officio appointments:

25.2.1 The president (or their deputy, if approved by the Board) of each recognized Specialty Association under the umbrella of "General Surgery" such as ACPGBI, AUGIS, ALS, BAETS, BTS, SARS, BHS, NFAS, BASO, ASPC.

25.2.1.1 A representative from each Region;

25.2.2 A representative of the Division of Associate Fellows;

25.2.3 A representative of the Division of Trainee Fellows;

25.2.4 ASGBI Leads eg. For Paediatric Surgery, Trauma, Professional Support, Medico-Legal

Each representative to be appointed by their respective organisation or

otherwise in accordance with bye-laws introduced further to Article 33.

Representatives shall sit on Council up to a maximum of 4 years, unless otherwise approved by the Board.

25.3 The Council shall meet at least twice per year and shall report its findings to the Board in accordance with Article 22.

25.4 The Council may invite any individual(s) that it may consider appropriate from time to time as observer(s) of its meetings, who shall have the right to be given notice of, to attend and speak (but not vote) at any meeting of the Council. Those invited to attend Council meetings may include, but not necessarily be limited to the following:

25.4.1 A lay (non- medically qualified) person;

25.4.2 The chairperson or deputy chairperson of the SAC;

25.4.3 A representative of ASiT;

25.4.3 A representative for UEMS;

25.4.4 Chairperson of the Moynihan Academy

25.4.5 The Honorary Archivist; and

25.4.6 Persons whose experience or expertise would contribute to discussion or debate at Council meetings.

COMPANY SECRETARY MINUTES AND SEAL

- 26 Company Secretary
 - 26.1 Subject to the provisions of the Act, a company secretary may or may not be appointed but if so appointed shall be remunerated at the discretion of and by decision of the Directors
- 27 Minutes
 - 27.1 The Board shall ensure that the Company keeps records, in writing, comprising:
 - 27.1.1 minutes of all proceedings at general meetings;
 - 27.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
 - 27.1.3 details of appointments of officers made by the Board; and
 - 27.1.4 minutes of meetings of the Board and committees of the Board, including the names of the Directors present at the meeting.
 - 27.2 The Board shall ensure that the records comprising 26.1.1 and 26.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.
- 28 The seal
 - 28.1 The Board shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Board or of a committee authorised by the Board on its behalf. The Board 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:
 - 28.1.1 a second Director.

ACCOUNTS AND AUDIT

- 29 Accounts
 - 29.1 The Board shall comply with the requirements of the Companies Act 2006 for keeping financial records, the audit of accounts and the preparation and filing with the Registrar of Companies of:
 - 29.1.1. annual reports;
 - 29.1.2. confirmation statements; and

29.1.3. annual statements of account.

29.2 Accounting records relating to the Company shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Board so decide.

29.3 The Board shall supply a copy of the Company's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Company's reasonable costs of complying with the request.

30 Audit

30.1 Auditors need not be appointed and shall only be appointed pursuant to the requirements of the Companies Act 2006.

COMMUNICATION

31 Means of communication

31.1 Subject to the Articles, the Company may deliver a notice or other document to a Member:

31.1.1 by delivering it by hand to an address as provided in accordance with Paragraph 4 of Schedule 5 to the 2006 Act;

31.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with Paragraph 4 of Schedule 5 to the 2006 Act;

31.1.3 by fax to a fax number notified by the Member in writing

31.1.4 in electronic form to an address notified by the Member in writing; or

31.1.5 by a website, the address of which shall be notified to the Member in writing.

31.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

31.3 If a notice or document:

31.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

31.3.2 is sent by post or other delivery service in accordance with Article 31.1.2 above it is treated as being delivered:

31.3.3 24 hours after it was posted, if first class post was used; or

31.3.4 48 hours after it was posted or given to delivery agents, if first class post was not used; provided it can be proved- conclusively that a

notice or document was . delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- 31.3.5 properly addressed; and
 - 31.3.6 put into the postal system or given to delivery agents with postage or delivery paid.
 - 31.3.7 is sent by fax, providing that the Company can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.
 - 31.3.8 is sent in electronic form, providing that the Company can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
 - 31.3.9 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 31.4 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers

DISSOLUTION

32 Dissolution

- 32.1 Clause 8 of the Memorandum relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

INDEMNITY

33 Indemnity

- 33.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by them for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

RULES AND BYELAWS

34 Rules and byelaws

- 34.1 The Board may from time to time make such rules or byelaws as it may deem

necessary or convenient for the proper conduct and management of the Company or for the purpose of prescribing classes and conditions of membership of either the Company or any group established to support the Company. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:

34.1.1 the rights and privileges of Members and the conditions of membership;

34.1.2 the conduct of Members in relation to one another and to the Company's employees and volunteers;

34.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; and

34.1.4 the procedure at general meetings and meetings of the Board and committees in so far as such procedure is not regulated by these Articles.

34.2 The Company in general meeting shall have power by Special Resolution to alter or repeal the rules or bye-laws and to make additions to them.

34.3 The Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Company **all** such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles.

HEADINGS

35 Headings

35.1 The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

BYE-LAWS

- of -

ASSOCIATION OF SURGEONS OF GREAT BRITAIN AND IRELAND LIMITED (the "Company")

pursuant to Article 31 of the Company's Articles of Association

Version 2

Introduced on 7th July 2020

CLASSES OF FELLOWSHIP

1 Fellows

- 1.1 Fellows shall be persons entirely engaged in surgical work, in practice, teaching or research. They shall hold consultant appointments or be of consultant status, including associate specialists, and not have retired from clinical practice at the commencement of the calendar year.
- 1.2 Fellows shall pay an annual subscription to the Company.
- 1.3 A Fellow shall be entitled to attend and vote at general meetings; to attend and invite a guest to scientific meetings on payment of appropriate fee; and to receive the BJS and mailings.
- 1.4 A Fellow can become a senior fellow if they fulfil the expectations as laid down by the Board in positive acknowledgement of their commitment to General Surgery

2 Corresponding Fellows

- 2.1 Fellows, or persons eligible for Fellowship, who live outside the United Kingdom and the Republic of Ireland, including Fellows in the Armed Forces who are posted abroad, shall be eligible for election as Corresponding Fellows.
- 2.2 Corresponding Fellows shall pay an annual subscription to the Company at a full or reduced rate at the discretion of the Board.

- 2.3 A Corresponding Fellow shall have the same rights as a Fellow, but shall not be entitled to receive the BJS unless paying the subscription at the appropriate rate.

3 Specialty Fellows

- 3.1 Staff Grade or equivalent shall be eligible for election as Specialty Fellows. They shall be engaged principally in surgical work. Associate Specialists who do not wish to be elected a Full Fellow of the Company may apply for election as an Associate Fellow.
- 3.2 Specialty Fellows shall pay an annual subscription to the Company.
- 3.3 A Specialty Fellow shall have the same rights as a Fellow.
- 3.4 There shall be a representative body of Associate Fellows within the Company which shall be known as the Division of Associate Fellows, shall meet from time to time as required and shall elect a representative to serve on the Board. At the discretion of the Board, members of the Executive Committee may be members of the Division of Associate Fellows, ex-officio.

4 Emeritus Fellows

- 4.1 Any Fellow who has ceased to be in active professional surgical practice may become an Emeritus Fellow.
- 4.2 An Emeritus Fellow shall be entitled to attend but not vote at general meetings; to attend and invite a guest to scientific meetings on payment of appropriate fee; and to receive the British Journal of Surgery and/or mailings subject to paying the appropriate subscription to the Company.

5 Honorary Fellows

- 5.1 Honorary Fellowship may be conferred upon surgeons and other persons distinguished in their field. The number of Honorary Fellows shall not exceed sixty.
- 5.2 Any Fellow may nominate any person for election as an Honorary Fellow.
- 5.3 Honorary Fellows shall not be required to pay an annual subscription to the Company.
- 5.4 An Honorary Fellow shall be entitled to attend but not vote at general meetings; to attend and invite a guest to scientific meetings on payment of appropriate fee; and to receive the BJS subject to paying the appropriate subscription to the Company.

6 Trainee Fellows

- 6.1 Persons who are qualified medical practitioners and express an interest in a career in surgery shall, upon application, and with the approval of Board, be appointed as Trainee Fellow.
- 6.2 Trainee Fellows shall pay a reduced annual subscription to the Company.
- 6.3 A Trainee Fellow shall be entitled to attend but not vote at general meetings; to attend and t invite a guest to scientific meetings on payment of appropriate fee; and to receive mailings and, subject to paying the appropriate subscription, to receive the BJS.
- 6.4 There shall be a representative body of Trainee Fellows within the Company which shall be known as the Moynihan Academy, shall meet from time to time as required and shall elect a representative to serve on the Board. At the discretion of the Board, members of the Executive Committee may be members of the Division of Associate Fellows, ex-officio.

8. Allied Health Professionals

- 8.1 Persons who are non-doctors but are medical professionals shall, upon application, and with the approval of Board, be appointed as Allied Health Professional members.
- 8.2 Allied Health Professional members shall pay a reduced annual subscription to the Company.
- 8.3 An AHP Fellow shall be entitled to attend but not vote at general meetings; to attend and t invite a guest to scientific meetings on payment of appropriate fee; and to receive mailings and, subject to paying the appropriate subscription, to receive the BJS.

9. Medical Students

- 9.1 Medical Students who are interested in a career in surgery shall, upon application, and with the approval of Board, be appointed as members in that category.
- 9.2 Medical Student members shall pay a reduced annual subscription to the Company
- 9.3 A Medical Student Fellow shall be entitled to attend but not vote at general meetings; to attend and t invite a guest to scientific meetings on payment of appropriate fee; and to receive mailings and, subject to paying the appropriate subscription, to receive the BJS.

10 Appointment of Fellows

- 10.1 All applications and/or nominations for any class of Fellowship shall be reviewed by the Board.
- 10.2 All appointments to any class of Fellowship shall be made at the discretion of the Board and shall be reported to the Company at the Annual General Meeting.

11 Subscriptions and Fees

- 11.1 The rates of subscription for each category of Fellowship shall be determined by the Board from time to time and reported to the Company at the Annual General Meeting.
- 11.2 Any member of the Fellowship who shall be three months in arrears in payment of any subscription shall be warned by the Director of Finance that, unless payment is made by the end of the month, they will not be sent the BJS. Any member of the Fellowship who shall be more than six months in arrears and who has been notified thereof shall forfeit their Fellowship, unless they make the payment immediately.

OTHER ASSOCIATED APPOINTMENTS

12 Strategic Partners, Corporate Partners and Commercial Partners

- 12.1 There shall be a Limited number of "Strategic Partners" of the Company. These shall be appointed in accordance with specific rules as from time to time agreed by the Board of the Company to be necessary and appropriate. The relationship shall be of benefit to both the Partners and the Company and maintain the exclusive nature of such Patronage.

Strategic Partners and Corporate Partners will usually be invited major industrial companies who wish to offer continued support to the Company in the fulfilment of its aims.

- 12.2 Strategic Partners and Corporate Partners shall be entitled to a reserved stand in the Company's annual trade exhibition and will receive appropriate advertisement of their exclusive status.
- 12.3 Representatives of Strategic Partners and Corporate Partners may be invited to attend scientific meetings.
- 12.4 Strategic Partners and Corporate Partners shall not be Members of the Company.
- 12.5 Strategic and Corporate Partners shall contribute a minimum annual sum to the Company to be determined by the Board from time to time.
- 12.6 There shall be "Commercial Partners" of the Company. These shall be appointed in accordance with specific rules as from time to time agreed

by the Board of the Company to be necessary and appropriate. The relationship shall be of benefit to both the Partners and the Company.

- 12.7 Commercial Partners will usually be companies who wish to support the Company in the fulfilment of its aims.
 - 12.8 Commercial Partners shall be entitled to a reserved stand in the Company's annual trade exhibition and will receive appropriate advertisement of their special status.
 - 12.9 Representatives of Commercial Partners may be invited to attend scientific meetings.
 - 12.10 Commercial Partners shall not be Members of the Company.
 - 12.11 Commercial Partners shall contribute a minimum annual sum to the Company to be determined by the Board from time to time.
13. Designated Societies (other National and International surgical and related organisations)
- 13.1 The Board may from time to time resolve that one or more national or international organisations be invited to be affiliated to the Company without payment of a fee and thus to be recognised as having a particular relationship with the Company, often for mutual benefit. Such organisations shall upon affiliation become Designated Societies and at the discretion of the Board may be included in the Company's mailings and may be invited to be represented at the Company's meetings upon such terms as the Board shall decide.
14. Regional Representatives
- 14.1 Members shall be appointed as Regional Representatives on the basis of what they have to offer ASGBI, bearing in mind the diversity of the membership.
 - 14.2 The Members appointed by the Board to be Regional Representatives shall
 - 14.2.1 represent the Company in their regions;

14.2.2 communicate with the Board

14.2.3 perform such other duties as the Board may require.

14.2.4 The names of Regional Representatives shall be published
on the Company's website.