



Memorandum of Association, Articles of Association and Standing Orders and Regulations of the Academy of Medical Educators*

*As amended by resolutions of the Academy of Medical Educators in General Meeting
28 January 2009, 27 January 2010, 26 January 2011*

* For convenience of reference, the Standing Orders and Regulations are shown in italics adjacent to the relevant Articles



THE COMPANIES ACT 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

- of -

THE ACADEMY OF MEDICAL EDUCATORS

1. The name of the Company (hereinafter called “the Association”) is “The Academy of Medical Educators”.
2. The registered office of the Association is to be situated in England and Wales.
3. The objects for which the Association is established are

The advancement of medical education for the public benefit in particular by:

- a) the development of a curriculum and qualification system;



b) undertaking research for the continuing development of professional medical education; and

c) the promotion and dissemination of best practice in medical education

4. And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

d) To borrow or raise money on such terms and on such security as may be thought fit.

e) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to



subscribe or guarantee money for charitable purposes.

- g) To create subsidiary standing orders for the better governance of the Academy
- h) To enter such contracts as may be necessary or desirable for the better governance of the Academy.
- i) To do all such other things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided that:-

- i. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii. The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iii. In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Members of the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have



been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association-

- a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- b) of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
- c) to any member of its Council of Management or Governing



Body of out-of-pocket expenses;

d) to a company of which a member of the Association or any of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
7. The liability of the members is limited.
8. Every member of the Company Association undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the



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

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Professor John G. Bligh

Sir Kenneth Calman

Professor Jane Dacre

Professor Richard B. Hays

Dr Andrew Long

Professor Frank Smith

Professor Dame Lesley Southgate

Dated: Monday 2 October 2006.

Witness to the above Signatures -

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE ACADEMY OF MEDICAL EDUCATORS

GENERAL.

1. In these Memorandum and Articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS

MEANINGS

*Standing Orders and Regulations of the Academy
of Medical Educators*

The Act ...	means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles...	These Articles of Association, and the regulations of the Association from time to time in force.
The Association...	The above-named Company.
The Auditors...	The person or firm appointed to conduct the annual audit or examination according to the Act.
The Council...	The Board of Directors for the time being of the Association *.
The Office...	The registered office of the Association.
The United Kingdom...	Great Britain and Northern Ireland.
Month...	Calendar month.
In writing...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in visible form.
Clear days...	In relation to a period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the



plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

MEMBERSHIP.

2. The subscribers to the Memorandum of Association and such other natural persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association.
3. No person shall be admitted as a member of the Association unless he is approved by the Council.
4. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council shall require.
5. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.
6. Membership shall be open to all those involved in the teaching and training of medical students and doctors.
7. Application for membership shall be allocated to such category of

Inclusivity of 'medical educators'

The term 'medical educators' shall include those involved in veterinary and dental education.

Categories of membership



membership as provided in the Regulations, as the Council shall decide.

8. Applicants shall sign such undertaking in respect of professional practice as the Council may from time to time require.

There are four categories of membership of the Academy of Medical Educators. These are: Foundation Member, Member by Recognition, Fellow by Recognition and Honorary Fellow. Members admitted to Membership by Recognition, Fellowship by Recognition and Honorary Fellowship shall be entitled to use post-nominals (MAcadMEd, FAcadMEd and Hon.FAcadMEd respectively) for as long as they remain in good standing with the Academy. Council may also admit associate members but associate members may not stand for office, vote in elections or vote at meeting of the Academy.

Certification

Persons admitted to membership of the Academy may be entitled to an appropriate form of certification.

Declaration to abide by Standing Orders

All persons before their admission as members of the Academy shall subscribe their name to the following declaration: 'I hereby faithfully promise to abide by the Memorandum, Articles of Association, and the Standing Orders and Regulations of the Academy of Medical Educators.'

Misconduct

The Standing Orders and Regulations shall include a code of professional conduct which itself includes a requirement for continuing professional development, which shall be binding on all members. There shall be a disciplinary process which the Academy may institute when it shall receive a complaint about the professional conduct of one of its members. That



GENERAL MEETINGS

9. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. (i) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

(ii) All General Meetings may be held by electronic means if the Council so decides although any ten members may require that a General Meeting, which Council wished to be held electronically, shall be held with members invited to attend in person. Where a meeting is held electronically, the provisions of these articles shall apply mutatis mutandis.
11. The Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by section 368 of the Act.

process shall provide for such penalties, including removal from the register of members, as shall seem fit to the Academy.

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12. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save

Annual Report

The Honorary Treasurer of the Academy shall render an Annual Report to the Annual General Meeting.

Quorum for General Meetings



as herein otherwise provided two members personally present shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
18. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or

Twenty members of the Academy personally present shall be a quorum.

Voting



upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by particular majority, and an entry to that effect in the minute book of the Association 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. The demand for a poll may be withdrawn.

20. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to cast a second vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and

Every member shall have one vote on a show of hands if present in person at a General Meeting and shall have one vote in matters put to a ballot or postal vote unless the Council prescribes otherwise in issuing instructions for a ballot or postal vote.



effective as if it had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote on every motion considered at any General Meeting.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
27. 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.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.*
29. The instrument of appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in

the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“I, _____,
“of _____,
“a member of _____,
“hereby appoint _____,
“of _____,
“and failing him _____,
“of _____,
“as my proxy to vote for me on my behalf at the
“[Annual Extraordinary,] General Meeting of the
“Association to be held on _____,
“and at any adjournment thereof.
“Signed on _____.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.



COUNCIL OF MANAGEMENT.

33. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 5 or more than 25.
34. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act. Thereafter, members of Council shall normally be elected by the members in General Meeting to serve for a term of three years and may be eligible for re-election. Council may determine alternative terms of service not exceeding four years in order to equalise prospective numbers retiring from Council in future years.

Assent by Academy Council Members

All members of the Academy Council shall, at the earliest opportunity, give their assent to the following words addressed to them by the President in the presence of members of the Academy Council:-

'You promise that you will faithfully discharge the duties entrusted to you in strict accordance with the Memorandum, Articles of Association, and the Standing Orders and Regulations of the Academy'.

Council Elections

At least three months before the Annual General Meeting of the Academy in each year, the Honorary Secretary (or Election Officer duly appointed by Council) shall send to all members a circular stating the number of vacancies for election to the Academy Council and specifying the time (not less than 14 days) in which such nominations must be received by the Honorary Secretary or Election Officer.

All nominees must be members in good standing with the Academy. Each nomination must be signed by a proposer and a seconder, each of whom must also be a member of the Academy. Nominee must confirm, in writing, their willingness to be nominated and to serve if elected.

A list containing the names of the members of the Academy nominated for election to the Academy Council shall be sent by post to each member of the



Academy not less than two months before the Annual General Meeting of the Academy. Each list shall be used as a ballot paper and shall be returned so as to reach the Honorary Secretary (or Election Officer) not less than fourteen days before the Annual General Meeting, failing which any votes cast on it shall be void.

Voting papers shall be kept in the custody of the Honorary Secretary (or Election Officer) and the votes cast shall be counted before the Annual General Meeting. The nominees with the greatest number of votes shall be declared elected. In the event of a tie, lots shall be drawn.

In the alternative, the list of Council candidates may be sent to all members by electronic means instead of by post and the members may be required to reply electronically or by post within fourteen days of the date of receiving the list (and the fourteen days required before the Annual General Meeting.) The electronic replies shall be the voting papers. The Honorary Secretary (or Election Officer) shall satisfy himself, and shall so certify to the Annual General Meeting, that the electronic voting has been so conducted that the validity of its results are beyond doubt.

Where a member retires earlier than his or her allotted term then the elected member replacing him or her (where those elected with the lowest count shall serve the shortest time) shall serve the remainder of the term and then may be eligible for re-election for a three-year

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35. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
36. Only members of the Association, who are in good standing, shall be eligible to hold office as a member of the Council save that the Council may appoint at any one time no more than two non-members of the Academy to serve on the Council in order to provide expertise not otherwise available to the Council as long as the prescribed maximum be not then exceeded. Such appointments shall be voting members of Council and shall retain office until the next Annual General Meeting. The officers of the Association shall be the President, the Chairman of the Executive Committee, the Honorary Secretary (who shall be the Company Secretary), and the Honorary Treasurer all of whom shall be members of Council.

term.

Officers of the Academy

President

The President shall be nominated and elected by members of the Academy of Medical Educators. The President shall chair the Council and the Executive Committee. The President shall be elected for a term of three years and exceptionally for one further term of three years.

The Council may make a nomination as may any member of the Academy. The nomination and election process shall be, mutatis mutandis, as for the election of members of Council save that, in the event of there being one nomination only, that nominee shall be elected by acclamation at the General Meeting appointed without the need for an election.

Honorary Secretary

The Honorary Secretary (Company Secretary) shall also be known as the Registrar of the Academy. Council shall elect a member of Council to serve as



POWERS OF COUNCIL.

37. The business of the Association shall be managed by the Council which may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such Regulations, being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Council; but no Regulation made by the Council shall invalidate any prior act of the Council which would have been valid if such Regulation had not been made.

Registrar for a term of three years. Exceptionally, Council may elect the same person to serve as Registrar for a second term of three years. If there is no Secretary (otherwise known as the Chief Executive), Assistant or Deputy Secretary, the Registrar may act in place of the Secretary. The President shall appraise the Registrar annually.

Honorary Treasurer

Council shall elect a member of Council to serve as Honorary Treasurer for a term of three years. Exceptionally, Council may elect the same person to serve as Honorary Treasurer for a second term of three years. The President shall appraise the Honorary Treasurer annually.

Regulation of meetings and voting

The Academy Council may meet together for the dispatch of business, adjourn and regulate its meetings as it thinks fit, and may arrange for meetings to be conducted by means of a conference telephone or other link which allows Council members to participate fully, hear and be heard. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairman of the meeting shall have a second and casting vote. The quorum for meetings of the Academy Council may be fixed by the Council and initially shall be eight members of the Academy Council including at least one Officer.



38. The members for the time being of the Council may act notwithstanding any vacancy its membership; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling vacancies in its membership, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

39. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE COMMON SEAL.

40. The Association's common seal shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the common seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the common seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.



41. The office of a member of the Council shall be vacated-

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

ROTATION OF MEMBERS OF COUNCIL.

42. At the first Annual General Meeting one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. At any Annual General Meeting to be held in any subsequent year at least a quarter of the members of the Council shall retire from office.

43. The members of the Council to retire shall be those reaching the end of their elected terms of service and those expressing a wish to resign shall retire from office. The number of vacancies and terms of service on the ballot paper shall be determined so as to equalise numbers of retirements of members of Council in future years. A retiring member of the Council shall be eligible for re-election.

44. The Association may, at the meeting at which a member of the



Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

45. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meetings, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected, the prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
46. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL.

47. The Council Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they



think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

48. A member of the Council may, and on the request of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

49. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being

Convening Academy Council meetings

The President may, at any time, and the Honorary Secretary shall, upon a requisition in writing from the President or from any four members of the Academy Council stating the purposes for which the meeting is to be convened, convene a meeting of the Academy Council. A clear five working days' notice (exclusive both of the day on which it is served and of the day for which it is given), stating the purpose(s) of the meeting, shall be sent to all member of the Academy Council at their postal addresses as appearing in the Register of Honorary Fellows, Fellows by recognition, Members by recognition and Foundation Members as notified by the member to the Council.

Actions with reduced numbers and without quorum

When a quorum is not present, no vote shall be taken,

vested in the Council generally.

51. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

but the Academy Council may discuss matters and make recommendations which shall then be reported to the next full meeting of the Academy Council for its decision.

Appointment or election of chairmen of committees

As determined by the Academy Council, the Chairman of each committee of the Academy Council may be appointed by the Academy Council or, with the permission of the Academy Council, may be elected by the members of that committee, after their appointment.

Co-opted members

Any committee of the Academy Council may add to its number with the approval of the President. Co-opted members of committees shall be reported to the next meeting of the Academy Council. Co-opted members shall not be in a majority on any committee. Such co-opted members shall serve for such periods as the committee shall decide.

Casual vacancy on committee

The Academy Council may, at any time, appoint a Member of the Academy to a committee to fill a casual vacancy. Any person so appointed shall serve for the remainder of the term of office on that committee of the person creating the vacancy.

Powers delegated by the Academy Council - revocation of powers

All actions and proceedings of any committee of the



Academy Council shall be minuted and reported to the Academy Council as soon as practicable. The Academy Council may, at any time, by notice in writing to all members of any committee, revoke any powers delegated by it to such committee.

Minutes and proceedings of sub-committees, working parties or groups

Any committee of the Academy Council may appoint sub-committees and working parties or groups for specified purposes and for a period not exceeding the term of the appointing committee. The meetings and proceedings of any such sub-committee, working party or group shall be governed by the provisions of these Standing Orders and Regulations for regulating the meetings and proceedings of committees, so far as they are applicable.

Regulations of committee meetings and voting

Subject to any instructions by the Academy Council, a committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as its Chairman shall determine and may arrange for meetings to be conducted by means of a conference telephone or other link which allows Committee members to participate fully, hear and be heard. Questions arising at any meeting shall be decided by the majority of votes. The methods of voting shall be at the discretion of the Chairman of the committee who, in the case of an equality of votes, shall have a second and casting vote.

Authority to act with reduced members



52. All acts bona fide done by any meeting of the Council or any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

The members, for the time being, of a committee of the Academy Council may act notwithstanding any vacancy in their number, providing that there is a quorum present. Committees shall decide their own quora.

Acts done in good faith by the Council

All acts done in good faith by any meeting of the Academy Council or by any person acting as a member of the Academy Council shall be as valid as if all relevant persons had been duly appointed or elected or had duly continued in office and were qualified to be members of the Academy Council, notwithstanding it be discovered afterwards that there was some defect in the appointment, election or continuance in office of any person or of some one or more of the members of the Academy Council acting as aforesaid or that they or any of them were disqualified.

Acts done in good faith by committees

All acts done in good faith by any meeting of a committee of the Academy Council or by any person acting as a member of a committee shall be as valid as if all relevant persons had been duly appointed or elected or had duly continued in office and were qualified to be a member of the committee, notwithstanding it is discovered afterwards that there was some defect in the appointment, election or continuance in office of any person or of some one or more of the members of the committee acting as aforesaid, or that they or any of them were disqualified.



53. The Council shall cause proper records to be kept of all Written Resolutions (and of signatures). The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings. All such records shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

55. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

56. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

57. The Council shall from time to time determine whether and to what

Representation on External Bodies

The Academy Council may, from time to time and by invitation of external bodies, nominate a member of the Academy to represent the Academy on the governing body or other committee or board (howsoever called) of such body.



extent and at what times and places and under what conditions or regulations the accounting records of the Association and any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

58. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT.

59. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined or audited and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the



Council being treated for all purposes as the Directors.

NOTICES.

61. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or electronically.
62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter. In respect of electronic communications, delivery shall be deemed to be contemporaneous with sending.

DISSOLUTION.

64. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to some other institution having objects similar to the objects



of the Association, or to some institution the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

NAMES OF SUBSCRIBERS

Professor John G. Bligh

Sir Kenneth Calman

Professor Jane Dacre

Professor Richard Hays

Dr Andrew Long

Professor Frank Smith

Professor Dame Lesley Southgate

Dated

Witness to the above Signatures -