

THE COMPANIES ACTS 1948 to 1981

A PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE SOCIETY OF ORTHOPAEDIC MEDICINE

(as amended by the General Meeting on 2 December 2006)

THE COMPANIES ACTS 1948 to 1981
A PRIVATE COMPANY LIMITED BY GUARANTEE
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF ORTHOPAEDIC MEDICINE

1. The name of the company hereinafter referred to as “the Society” is “The Society of Orthopaedic Medicine”.

2. The registered office of the Society will be situate in England.

3. The objects for which the Society is established are:

“For the benefit of the public in relieving sickness by promoting and advancing the use, study and science of Orthopaedic Medicine and by providing facilities for treatment, education, study and research therein. The useful results of such research shall be disseminated”.

In these objects “Orthopaedic Medicine” means that branch of medicine concerned with the diagnosis and treatment of soft tissue lesions of the moving parts of the body.

4. The Society may exercise the following powers but only in furtherance of the objects set out in Clause 3 above:-

(A) To establish and conduct institutions, colleges, schools and centres for education and training in the principles and practice of Orthopaedic Medicine and to appoint lecturers, demonstrators and other academic or administrative or clerical staff, to conduct tests and examinations and to award degrees, diplomas, certificates and other indices of distinction and to keep records of those recognised by the Society as being proficient in the practice of Orthopaedic Medicine.

(B) To form or otherwise acquire and to maintain, extend or improve libraries, clinics, sanatoria and the like and to carry out all services incidental or ancillary thereto.

(C) To conduct lectures, classes, symposia, conferences and broadcasts, to produce films and recordings, publish memoranda, books, journals, periodicals and other literature and to adopt all such other means as may be considered appropriate for the wider dissemination of information of and for the education of the public in the knowledge of Orthopaedic Medicine.

(D) To affiliate with international bodies or organisations with objects similar to and compatible with those of the Society.

(E) To make representations to the General Medical Council and to the Chartered Society of Physiotherapists, to the Council for Professions Supplementary to Medicine and to governmental and international institutions

and bodies and all other interested parties with the object of seeking and obtaining recognition for Orthopaedic Medicine.

- (F) To promote the objects of the Society by holding or sponsoring meetings and conferences on its own or in conjunction with other bodies whether in the United Kingdom or elsewhere.
- (G) To publicise the objects of the Society, to conduct appeals, to solicit, advertise for or otherwise request, and to receive hold and make use of donations or contributions devised or bequests in specie or property of any kind for the purposes of the Society and in furtherance of its objects.
- (H) To purchase, take on lease, or by exchange, hire or otherwise acquire, endow furnish and fit out all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required.
- (I) To purchase, take in exchange, hire or otherwise acquire any personal property and any rights or privileges necessary or convenient for the promotion of its objects.
- (J) To construct maintain and alter any buildings necessary or convenient for the work of the Society.
- (K) To purchase or otherwise acquire land or lands for any estate or interest.
- (L) To let as residence, offices, shops or otherwise any part or parts of any land or buildings belonging to the Society.
- (M) Subject to such consents as may be required by law to sell let mortgage dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.
- (N) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- (O) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- (P) To lend money and to invest the monies of the Society 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) as may for the time being be imposed or required by law.
- (Q) To draw make and accept bills of exchange promissory notes and other negotiable instruments.
- (R) To employ all such officers and servants as may be required for the purposes of the Society.
- (S) To give pensions and annuities or to provide charitable assistance to ex-officers and ex-servants of the Society or their widows or dependants.
- (T) To promote the objects of the Society both within and outside the United Kingdom and to form or acquire or promote or affiliate with any Organisation or corporate body having objects similar to the objects of the Society.

- (U) To establish and support or aid in the establishment and support of any charitable or educational association or institution and to expend subscribe or guarantee money for purposes connected with the objects of the Society.
- (V) To do all such other lawful things as will further the objects of the Society.
- (W) To establish and conduct Orthopaedic Units.
- (X) To establish and conduct regular courses in Orthopaedic Medicine.
- (Y) To provide and maintain a Register of Members of the Society.

PROVIDED THAT:

- (1) In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
 - (2) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and employers or organisations of workers and organisations of employers.
 - (3) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society 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 Council of the Society shall be chargeable for any such property that may come into their hands and 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 have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but they shall as regards any such property be subject jointly and separately to such control or authority as if the company were not incorporated.
5. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in these objects and no portion thereof shall be paid or transferred except with the prior written approval of the Charity Commission, directly or indirectly, by way of dividend bonus or otherwise however by way of profit, to members of the Society and no member of the Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.

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

- (A) of reasonable and proper remuneration to any member, officer or servant of the Society, (not being a member of its Council) for any services rendered to the Society;
- (B) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council; and
- (C) of fees remuneration or other benefit in money or money's worth to any company of which a member of the Council of the Society may also be a member holding not more than 1/100th part of the capital; and
- (D) to any member of its Council of reasonable out-of-pocket expenses; and

- (E) of usual professional or other charges to any member of the Council being a solicitor or other person engaged in any profession for work done by him or his firm when instructed by his co-members so to act in that capacity on behalf of the Society.
- (F) and a majority of Council then in office receive no such payments
6. The liability of the members is limited.
7. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time he is a member or within one year afterwards for payment of debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs and charges and expenses of the winding up and for the adjustment or the rights of the contributions among themselves such amount as may be required but in any case not exceeding £10.00 (Ten pounds).
8. If upon the winding-up or dissolution of the Society 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 Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, 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 Society 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 if and so far as effect cannot be given to such provision, then to some other similar object.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

<u>Name</u>	<u>Address</u>	<u>Description</u>
1. Dr. Keith Bush	500 Edgware Road, London W2 1EJ	Doctor
2. Dr. Gerald A. Griffin	Holbrook End, Holbrook Lane Chislehurst, Kent	Doctor
3. Miss Marilou Argote	90 Sloane Street, London SW1	Physiotherapist
4. Mrs Dorothy Kafka	57 Balcombe Street, London NW1	Physiotherapist
5. Mrs Sylvia Hillier	36 Downshire Hill, London NW3	Physiotherapist
6. Mrs Wendy Blythe	24 Petts Wood Road, Petts Wood Kent, BR5 1LB	Physiotherapist
7. Mrs Anna Orpin	20 Cumberlands, Kenley Lane Kenley, Surrey	Physiotherapist

Dated this eleventh day of January, 1983.

Witness to the above signatures

Name: Mrs. Jacqueline Caldow

Address: 135 Lovibonds Avenue, Orpington, Kent
Occupation: Physiotherapist

THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE SOCIETY OF ORTHOPAEDIC MEDICINE

GENERAL

1. In these Articles "the Act" means the Companies Act 1948 "Chartered Physiotherapists" means a member of the Chartered Society of Physiotherapists. "The Council" means the Council of Management of the Society. "Fully registered medical practitioner" has the same meaning as in Section 52 of the Medical Act 1978. "Meetings" includes, except where inconsistent with any legal obligation, a) physical meeting; b) video conference and internet facilities or similar electronic method allowing simultaneous visual and audio participation and c) telephone conferencing. "Orthopaedic Medicine" has the same meaning as in the Memorandum of Association of the Society. "The Secretary" means any person appointed to perform the duties of the Secretary of the Society. "Writing" includes printing, lithography, photography and other modes of representing or reproducing works in a visible form. "The United Kingdom" means Great Britain and Northern Ireland. Words importing (a) the singular shall include the plural and vice versa; (b) the masculine gender shall include the feminine; and (c) persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any Statutory modification thereof in force at the date on which these presents become binding on the Association shall not be inconsistent with the subject or context bear the same meaning in these presents.

2. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of the members with which the Society proposed to be registered is 1,000 but the Council may from time to time register an increase of members.

The provisions of Section 110 of the Act shall be observed by the Society and every member of the Society shall sign a written consent to become a member or sign the Register of members on becoming a Member. The provisions of sections 177 and 179 and 184 of the Act shall be observed by the Society as if the words "a Member of the Council" has been substituted for the words "a Director" in those sections.

4. The Register shall be divided into classes of membership.
5. The subscribers to the Memorandum of Association and the other members of the Society at the date of incorporation of the Society shall be members of the Society and shall be classified as Members, Associates and Fellows of the Society according to their respective classifications in the Register of the Society.
6. Such other persons as the Council shall hereafter admit to membership shall be members of the Society, classified as in these articles provided.
7. The membership of the Society shall be divided into five classes - Associates, Members, Fellows, Honorary and Corporate Members....", (Associate Medical and

physiotherapy students are eligible for student membership of the Society at a reduced rate of 75% of the membership fee).

- (1) Associates
Not being Members, but who are fully registered medical practitioners (or practitioners granted limited registration under Sections 22 to 24 of the Medical Act 1978) or an allied health professional registered with the Health Professions Council or a Chartered Physiotherapist or a doctor, medical practitioner or physiotherapist with overseas qualifications recognised by the country which conferred those qualifications and in the United Kingdom by the appropriate authorities and who, having indicated upon application for membership of the Society their interest in Orthopaedic Medicine, apply and are elected to such membership as Associates.
- (2) Members
Who are fully registered medical practitioners (or practitioners granted limited registration under Sections 22 to 24 of the Medical Act 1978) or being a Chartered Physiotherapist or a doctor, medical practitioner or physiotherapist with overseas qualifications recognised by the country which conferred those qualifications and in the United Kingdom by the appropriate authorities and who, having been an Associate, apply for and are elected to Membership of the Society as a Member, having attended and passed the Society's course of tuition and examination for Members. Provided that in this clause the expression "The Society's course of tuition and examination for members means a course of tuition on Orthopaedic Medicine taught over a period of time by the Fellows of the Society of Orthopaedic Medicine consisting of practical and theoretical study, as approved by the Education Committee and followed by an examination, the whole thing being set and marked by examiners who are approved by the Council of the Society as examiners". Members of official affiliated organisations (as approved by Council) may become full members of the Society by completing Module C and passing the membership examination
- (3) Fellows
Who, being Members have attended and passed the Society's course and examination for Fellows. Provided that in this clause the expression "The Society's course of training and examination for Fellows means a course of training of a member supervised by a fellow as approved by the Education Committee. The whole of the Fellow's Examination shall be set and marked by those examiners who are Fellows approved by the Council of the Society as examiners. Only Fellows, Trainee Fellows and non-Fellow external teachers appointed by the Society of Orthopaedic Medicine Council may teach on official Society of Orthopaedic Medicine courses.
- (4) Honorary Members
Who are elected by the Council as Honorary Members.
- (5) Corporate
Who pay a corporate membership fee and are entitled to a sponsorship package, as determined by the Society of Orthopaedic Medicine Council. Corporate members are not entitled to vote in any ballot. Corporate membership is open to any company or organisation with an interest in Orthopaedic Medicine.

Provided that:-

Each Member and Fellow of the Society shall be entitled to a certificate indicating his/her class of membership.

ELECTION OF MEMBERS

8. The Council may, in its absolute discretion, and without assigning a reason, refuse membership to any person.
9. The Council shall have the power from time to time to issue and publish regulations relating to entry into membership or any class of membership. Any member who shall not have complied with the regulations for the time being in force, or with the provision of these Articles shall have their membership declared void.

FEES AND SUBSCRIPTIONS

10. Every member shall pay an annual subscription, preferably by bankers order, to be due on the first day of January in each year. The amount of the subscription shall from time to time be fixed by the Society in General Meeting, but shall be ten pounds for the first year of incorporation of the Society.
11. The Council may from time to time at its discretion adjust the amount of any future annual subscription.
12. No fee or subscription shall be returnable in the event of the election of any person to membership being declared void, or of his otherwise ceasing to be a member of the Society.
13. A member whose annual subscription is more than six months in arrears shall not be entitled to receive notices to attend or vote at meetings of the Society. A member whose annual subscription is in arrears for more than one year shall be deemed to have resigned his membership and shall be struck from the Register of Members.

RIGHTS AND PRIVILEGES OF MEMBERS

14. Every member shall be entitled on admission to membership to be furnished (upon payment of postage) with a copy of the Memorandum and these Articles, and shall be entitled on payment of £10.00 to be furnished with any additional copies of the Regulations of the Society for the time being in force.
15. Every Member and Fellow shall have the right to attend and speak at the General Meeting and vote thereat, and take part in the proceedings thereof, but Associates and Honorary Members may attend the General Meeting and may speak but may not vote.
16. Every Fellow shall be entitled to describe himself or herself as "Fellow of the Society of Orthopaedic Medicine".
17. All classes of Members shall be entitled to inspect, at all reasonable times, at the registered office, the books, and documents of the Society and to participate in all the privileges and advantages provided by the Society for Members in accordance with the objects stated in the Memorandum of Association.

RETIREMENT AND EXPULSION OF MEMBERS

18. A member of the Society of whatever class may cease to be a member by retirement or expulsion.
19. The Council may at any time pass a resolution to expel a member of whatever class upon such grounds as the Council may in its discretion deem sufficient.
20. Where the Council has on the exercise of its powers under Articles 10 and 22 hereof declared void the election of any member or has passed a resolution to expel any member, notice in writing shall forthwith be given to that member of the decision of

the Council together with a summary of grounds of complaint against that member. The member affected may within three weeks after service upon him of notice of the decision of the Council appeal against that decision, and the Council shall (unless the appeal is withdrawn) proceed to reconsider their decision. Regulations of the Society may provide for the procedure to be adopted in the instituting or hearing of any such appeal, but the member affected shall in any event be entitled to attend before the Council and to make representation and adduce evidence, and may, if he so desires, be represented by a Solicitor or Counsel or by another member of the Society in good standing.

21. Upon hearing of any such appeal the Council may, if it thinks fit, appoint any legal representative or any member of the Society to present the case against the affected member, but the member presenting the case shall not, if a member of the Council, participate in the discussions of the Council upon the appeal, nor vote thereon. The decision appealed against may be confirmed or varied or annulled, but shall not stand unless confirmed by not less than three-fourths of the members of the Council actually voting thereon.
22. In the event of an appeal being instituted by an affected member the Council may resolve that the member shall make to the Society or that the Society shall make to the member a contribution not exceeding the amount prescribed by the regulations for the time being in force towards the costs of the appeal; provided that the affected member shall not in any event be ordered to make such contribution where the decision appealed against is annulled.
23. A member of the Society may at any time by resolution of the Council be suspended from membership for any period. He shall thereupon have the same right of appeal *mutatis mutandis* as if a resolution has been passed to expel him. On the hearing of any such appeal the Council shall not, without the consent of the affected member, have power to vary their decision to suspend by substituting a longer period of suspension or a resolution of expulsion; but the decision to suspend shall stand if confirmed by a majority of the members of the Council present and hearing the appeal.
24. (A) Any member under notice of suspension or expulsion or whose election has been declared void may within 14 days after the determination of his appeal to the Council further appeal to the Society in General Meeting; if he does not so appeal, or if he subsequently gives notice to withdraw or abandon the appeal, the decision of the Council shall be final.

(B) Where a further appeal has been lodged the Council shall convene an Extraordinary General Meeting to hear the appeal at some early convenient date. Articles 35, 36 and 37 (which relate to General Meetings at which a quorum is not present, and to the appointment of a Chairman at General Meetings) shall not apply; but the Council shall appoint a Chairman to preside at such Meeting, and if a quorum of members is not present at the time and place appointed for the Meeting the Chairman shall have an absolute discretion to determine whether to continue or adjourn the hearing of the appeal, and in either case to determine how many members shall constitute a quorum.

(C) The further appeal to the Society shall be by way of rehearing; and the case against the member appealing may be presented, and the member appealing may be represented, by any person who could so act upon the hearing of the appeal to the Council.

(D) The Society upon hearing the further appeal may -

(1) allow the appeal and annul the suspension or expulsion of the decision to declare the member's election void or,

- (2) where the Council on appeal has varied its original decision, restore the original decision to the Council; or
- (3) substitute for a sentence of expulsion, suspension for any period.

In every other case the further appeal shall stand dismissed.

- (E) The decision of the Society shall be given by a simple majority vote. Voting shall take place by secret ballot and once voting has begun, no further representations with regard to the facts of the appeal shall be made to the Society without the leave of the Chairman. A separate vote shall be taken upon each of the matters to be determined, which shall be put to the Meeting by the Chairman, in the form of a suitably worded question; votes shall be taken in the prescribed order so as to determine first whether to allow the appeal, next, where necessary, whether to restore the original decision of the Council, and finally, where necessary, whether to vary a sentence of expulsion. But where the Society decides to vary a sentence of expulsion by substituting a sentence of suspension it shall not be necessary for the period of suspension to be determined by majority vote; instead each member voting for suspension shall be asked to indicate the period of suspension which he would impose, and the Chairman shall have the absolute discretion to determine the period of suspension which he thinks most nearly represents the wish of the majority. If no majority decision results from voting on the question aforesaid, the further appeal shall stand dismissed without the necessity for a further or formal vote or resolution of the Society.

- (F) With the consent of the members appealing, the further appeals of more than one member may be heard together; but separate votes shall be taken in respect of each member's appeal. The following further rules shall apply to voting on any further appeal:-

- (1) No member may vote by proxy.
- (2) No member shall in any case vote unless he has been personally present throughout the hearing of the appeal.
- (3) Neither the Chairman, nor any member presenting the case, nor any member appealing, nor any member representing any member appealing, shall be entitled to vote; except that the Chairman shall have a casting vote, in the event of a tie.

Provided that no objection shall be taken to the right of any member to vote or to the validity of any vote cast unless it is taken prior to or during the voting or immediately after the announcement of the result of any vote. In the case of a successful objection, any relevant vote shall be retaken. The decision of the Chairman on any objection shall be final.

- (G) The determination by the Society of any further appeal shall be final and shall take effect forthwith; and shall not afterwards be challenged in any manner whatsoever.

GENERAL MEETINGS

- 25. The Society shall hold a General Meeting in every year as its Annual General Meeting at such time and place as the Council shall determine and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next; providing that so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
- 26. All General Meetings of the Society other than Annual General Meetings shall be called Extraordinary General Meetings.

27. The Council may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.
28. Meetings called for the passing of Special Resolutions and Annual General Meetings shall be called by twenty-one days' notice in writing at the least; any other meeting of the Society shall be called by fourteen days notice in writing at the least. In every case the notice shall be exclusive of the day on which it is served or deemed to be served and of the day which it is given and shall specify the place the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Society.
29. 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 proceedings at any meetings.

PROCEEDINGS AT MEETINGS

30. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheets and the report of the Council and 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.
31. No business shall be transacted at any General Meeting unless a quorum of twenty members or such higher number as the Council may decide from time to time is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty members present in person shall be a quorum.
32. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon 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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
33. The Chairman of the Society shall preside as Chairman at every General Meeting of the Society or if there is no such Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect firstly the Vice Chairman and if there is no such Vice Chairman or if he shall not be present or is unwilling to act and secondly one of their number to be Chairman of the meeting.
34. If at any meeting no member of the Council is willing to act as Chairman or if no member of the Council is present 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
35. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

36. 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 on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person or by proxy or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour for against such resolution. The demand for a poll may be withdrawn.
37. Except as provided in Article 41 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
38. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
39. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTING

40. Subject as hereinafter mentioned every Member and Fellow shall have one vote provided that no member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Society have been paid. Associates and Honorary Members shall be entitled to notice and may attend General Meetings but may not vote.
41. On a poll votes may be given personally or by a proxy, who shall be a Member or a Fellow of the Society.
42. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time 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 of taking of the poll, and in default the instrument of the proxy shall not be taken as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
43. An instrument appointing a proxy (which shall be deemed to confer authority to demand or join in demanding a poll) shall be in the following form or a form as near thereto as circumstances admit:-

"I/We of in the Country of being a (.....) member/members of the above named Society, hereby appoint..... of or failing him of as my/our proxy to vote for me/us on my/our behalf at the Annual or Extraordinary - as the case may be - General Meeting of the Society to be held on the day of, and any adjournment thereof.

Signed thisday of

This form is to be used in favour of/against the resolution:

To be used where resolutions are to be voted upon. Strike out as appropriate.

44. 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 the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

OFFICERS OF THE SOCIETY

45. The officers of the Society shall consist of a Chairman, a Vice Chairman and a Treasurer or Honorary Treasurer; provided that the Society may from time to time by special resolution create additional offices either on a permanent or an ad hoc basis, and shall elect the holders of such additional offices in like manner as new Councillors; so however that the number of officers of the Society shall at no time exceed the maximum number of other Councillors.
46. The Chairman, Vice Chairman and Treasurer or Honorary Treasurer (other than the first officers of the Society) shall be elected by the Council from its own body at the meeting of the Council immediately after the Annual General Meeting of the Society, and shall be eligible for re-election at the expiration of two years in office of the Society and shall be Councillors of the Society.
47. The following shall be the first officers of the Society.

President:	Dr. D. Y. Mackenzie
Vice-President :	Dr. D. M. Fraser
Chairman:	Dr. K. Bush
Vice Chairman:	Mrs. M. Searle
Treasurer:	Mrs. M. Bromiley

who have already consented to fill their respective offices for two years.

48. The Honorary President of the Society shall be elected by the Council and invited to stand as Honorary President for a period of two years.
49. Any office of the Society shall become vacant if the holder ceases to be eligible to be a member of the Council. In the event the vacancy may be filled by election by the Council from its own body or from amongst the Members and Fellows of the Society; any person so appointed shall hold office only until the meeting of the Council immediately following the next Annual General Meeting of the Society or such Annual General Meeting, as the case may be, but shall be eligible for re-election.

THE COUNCIL

50. Subject to Articles 49 to 53, 55 and 56, the Chairman, Vice-Chairman, Treasurer or Honorary Treasurer and any other officers of the Society elected under Articles 50, 52 and 53 together with not less than three and not more than nine other councillors elected at the Annual General Meeting of the Society and such additional persons as may be appointed by the Council from time to time under Article 56 shall constitute the Council, who shall all be either Members or Fellows of the Society.
51. The first Councillors shall be the first officers of the Society and Mrs D. Allinson, Mrs. A. Crofts, and Mrs. E. Edwards who have already consented to act in such capacity for two years.

52. The Council may from time to time appoint a maximum of 2 Councillors to the Council (from amongst those who have experience of matters relevant to the objects of the Society) as it considers necessary or desirable, as appointed Councillors. Any appointed Councillor shall hold office only until the next Annual General Meeting of the Society but may be appointed from year to year as the Council deems necessary. Any such appointed Councillors may attend Council Meetings and shall have full voting rights.
53. The office of a member of the Council shall be vacated:-
 (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
 (B) If he becomes of unsound mind;
 (C) If he ceases to be a member of the Society;
 (D) If by notice in writing to the Society he resigns his office;
 (E) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1981;
 (F) If he is removed from office by a resolution duly passed pursuant to the Section 184 of the Act;
 (G) If he ceases to be a member by virtue of Section 185 of the Act.
54. If the office of any councillor becomes vacant the Council shall have power to nominate a person to fill the casual vacancy from amongst the Members and Fellows of the Society. Any person so nominated shall hold office only until the next following Annual General Meeting of the Society, but shall be eligible for re-election, and shall not be taken into account in determining the members of the Council who are to retire by rotation.
55. At each Annual General Meeting of the Society after the second Annual General Meeting, one-third of the elected Councillors shall retire by rotation, but if their number is not a multiple of three then the number nearest to, but not exceeding, one-third shall retire. Those Councillors who have been longest in office shall be the first to retire, but as between Councillors of equal seniority the first to retire shall be decided by agreement between those councillors or, failing agreement, by ballot amongst the members of the Council. A Councillor so retiring shall be eligible for re-election.
56. Regulations of the Society may provide for the procedure to be followed in the nomination and election of candidates for the council, including the manner of resolving any ties or disputed election; but the number of new Councillors to be elected shall equal the number of Councillors then vacating their office unless the Society resolves prior to the election to increase or decrease the number of Councillors within the limits laid down by Article 54.
57. The Council is the governing body of the Society and the affairs of the Society shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers and pursue all such objects of the Society as are not by the Act or by these Articles required to be exercised by the Society in General Meeting (subject nevertheless to the provisions of the Act and these Articles). The Society may however subject to the Act and these Articles give directions to the Council in General Meeting, to which (if intra vires the Society) the Council shall conform; but no such direction shall invalidate any prior act of the Council which would have been valid if no such direction had been given.

REGULATIONS

58. The Council may issue and publish regulations in respect of the matters for which these Articles expressly provide, and generally for the regulation (subject to the Memorandum and these Articles) of the rights and obligations of members and for the better and more convenient management of the Society and the conduct of its affairs. Such regulations shall take effect at the time for which each regulation provides,

being not earlier than the date of publication, or if no time is provided, upon the date of publication; but every such regulation shall lapse unless confirmed (with or without modifications) by the Society in General Meeting with 12 months from the date of publication.

59. Where any regulation has lapsed, or the Society in General Meeting has refused to confirm any regulation, the Council shall not have power to issue and publish thereafter a regulation to the like effect; but the Council may at any time submit to the Society in General Meeting any such regulation in draft, who may confirm or amend or reject the same. Every regulation of the Society shall bear the date upon which it is published, and the date upon which it is confirmed by the Society in General Meeting, showing that, if any, amendments were then made to it.
60. Every member of the Association shall comply with the regulations of the Association for the time being in force.

THE SECRETARY

61. The Secretary, who need not be a member of the Society, subject to Section 21 of the Companies Act 1976, shall be appointed by the Council for such time and upon such conditions as, consistent with the provisions of Clause 5 of the Memorandum of Association, the Council may think fit and any Secretary so appointed may be removed by the Council. The provisions of Section 177 and 179 of the Act shall apply and be observed. 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.

PROCEEDINGS OF THE COUNCIL

62. The Council shall meet together and adjourn at such time and as often as is necessary for the proper conduct and discharge of the affairs of the Society. Special Meetings of the Council shall also be held at any time on a requisition to the Secretary by the Chairman or two other members of the Council. The Secretary shall give at least seven days notice of any Council Meeting to all members of the Council.
63. The quorum necessary for the transaction of business of the Council shall be one half of the members thereof (a fraction being disregarded).
64. Questions arising at any Council meeting shall be decided by a majority of votes. Each member present shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.
65. The Chairman of the Council, or if he is not present within 5 minutes after the time appointed for holding the meeting or is unwilling to act the Vice Chairman or if he is not present likewise or is unwilling to act another member of the Council to be elected by the majority of the members of the Council present at the meeting, shall be chairman of each meeting of the Council.
66. The continuing members of the Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Council the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of the Society but for no other purpose.
67. (a) The Council shall have power to appoint sub-committees of its members as it considers necessary and desirable and may delegate any of its powers to such sub-committees. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any requirements that may

be imposed on it by the Council. All officers of the Society shall have the right to attend ex officio the meetings of all such sub-committees.

- (b) A sub-committee may elect a Chairman of its meeting; if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
 - (c) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.
 - (d) The Council may delegate to any officers or Councillors the day-to-day management of any part of the affairs of the Society.
68. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Society and of the Council and of any sub-committee of the Council. Separate Minute books shall be kept for meeting of the Executive Committee and of the General Meeting, wherein shall be entered a faithful record of the proceedings thereat, which shall be presented to the next Meeting and if passed as correct, shall be signed by the Chairman thereof.
69. All acts bona fide done by any member of the Council or and Committee thereof or by any person acting as such, shall, notwithstanding it to be afterwards discovered that there was some defect in his appointment or continuance in office or that he was disqualified, be as valid as if he was duly appointed or continuing in office and was properly qualified.
70. A resolution unanimously approved in writing and signed by all members for the time being of the Council or of a 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 effective as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

ACCOUNTS

71. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.
72. The Accounting Records shall be kept at the registered office of the Society or subject to Section 12 (6) and (7) of the Companies Act 1976 at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
73. Subject to any reasonable restrictions which may be imposed by regulations for the time being in force as to the time and manner of inspection, the accounts of the Society shall be open to the inspection of members.
74. The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting together with a copy of the Auditors report and Council report shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Society. Provided that this Article shall not require a copy of these

documents to be sent to any person of whose address the Society is not aware (or to more than one of the joint holders of any debentures).

AUDIT

76. (a) Once at least in every year the accounts of the Society shall be examined and the corrections of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors;
- (b) Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 and 23A of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981 the members of the Council being treated as the Directors mentioned in those Sections.

THE TREASURER OR HONORARY TREASURER

77. It shall be the duty of the Treasurer or Honorary Treasurer (as the case may be) to receive and collect the fees and subscriptions payable by the Members and all other monies receivable on account of the Society, and to make all payments upon the written authority of the Secretary, but not otherwise. He shall keep the cash draw all cheques and endorse cheques where necessary. He shall keep in hand not more than £100.00 or such larger sum as is reasonably necessary to meet the immediate cash requirements of the Society, and shall pay the surplus into the Bank to the credit of the account of the Society, from time to time. He shall keep a cash book in which he shall enter all receipts and payments, and he shall balance the same in time for each meeting of the Council, and then produce the same together with his authorities and vouchers and the Bank pass book. He shall make out and prepare for the Auditors an annual balance sheet completed up to the 31st Day of May then last past for the year then expiring. The Secretary and the Treasurer or Honorary Treasurer shall attend the audit, if required, and shall produce to the auditors the said Balance Sheet and render all assistance and information in their power to the Auditors, and shall produce all books, paper and vouchers to them (and at all other times) when directed by the Council or General Meeting.

NOTICES

78. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
79. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them.
- (b) Every person being a legal personal representative of a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) and The Auditor for the time being of the Society.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

80. Subject to the provisions of Section 205 of the Act, every member of the Council, Auditor or Secretary for the time being of the Society shall be indemnified out of the funds of the Society against all liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted, or in conjunction with any application under Section 448 of the Act in which relief is granted to him by the Court.

REGISTER AND EXAMINATIONS

81. The Society shall establish maintain and publish a Register of members indicating those who have passed the examination of the Society by reference to the examination in question and indicating those who are Associates of the Association. The Council shall from time to time issue and publish regulations governing the admission of persons to the Register, and the striking off from the Register for good and sufficient cause. The regulations shall also provide for appeals to be made by any person aggrieved by the omission of his name from the Register, or some part of the Register, or the striking off there from of his name, as the case may be; and may provide for the payment of fees in respect of any such appeal by any such person aggrieved, and for the payment in certain events of a contribution by the Society or by the person aggrieved towards the cost of the appeal.
82. The Society may hold examinations to test knowledge of and ability of Orthopaedic Medicine for the purposes of qualification, and may charge fees for examinations. The entry for and conduct of examinations shall be subject to these Articles and the regulations of the Society for the time being in force.

DISSOLUTION

83. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

<u>Names, Addresses and Descriptions of Subscribers</u>		
<u>Name</u>	<u>Address</u>	<u>Description</u>
1. Dr. Keith Bush	500 Edgware Road, London W2 1EJ	Doctor
2. Dr. Gerald A Griffin	Holbrook End, Holbrook Lane Chislehurst, Kent	Doctor
3. Miss Marilou Argote	90 Sloane Street, London SW1	Physiotherapist
4. Mrs Dorothy Kafka	57 Balcombe Street, London NW1	Physiotherapist
5. Mrs Sylvia Hillier	37 Downshire Hill, London NW3	Physiotherapist
6. Mrs Wendy Blythe	24 Petts Wood Road, Petts Wood Kent BR5 1LB	Physiotherapist
7. Mrs Anna Orpin	20 Cumberlands, Kenley Lane Kenley, Surrey	Physiotherapist

Dated this eleventh day of January, 1983.

Certified as a true copy of the original

Signed:.....
Chairman, Society of Orthopaedic Medicine

Date:.....