



# **MEMORANDUM and ARTICLES of ASSOCIATION**

**October 2017**

Registered in England No 07461063 (6 December 2010)  
Charity Commission No 1139516 (23 December 2010)  
Scottish Charity No SC400060 (21 November 2008)

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**FACULTY OF OCCUPATIONAL MEDICINE**

**NAME**

- 1 The Charity's name is Faculty of Occupational Medicine.

**INTERPRETATION**

- 2 In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

<b>Words</b>	<b>Meanings</b>
<b>Address</b>	a postal address or, for the purposes of communication in Electronic form, an e-mail address (but excluding a telephone number for receiving text messages) in each case registered with the Charity;
<b>the Articles</b>	the Articles of Association of the Charity, as amended from time to time;
<b>the Charity</b>	the company regulated by the Articles;
<b>Charity Commission</b>	the Charity Commission for England and Wales;
<b>clear day</b>	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
<b>Connected Person</b>	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm or body corporate (including a limited liability partnership) of which a Trustee is a partner, member or employee and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

<b>Document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Electronic form</b>	as defined in section 1168 of the Companies Act 2006;
<b>Financial Expert</b>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
<b>Financial Year</b>	the Charity's financial year;
<b>General Meeting</b>	a general meeting of the Charity held in accordance with the Companies Acts;
<b>In Good Standing</b>	as defined in the Governance Regulations;
<b>Members</b>	Registrants, as defined below, and, in addition, other categories, such as Affiliates, that may be introduced from time to time;
<b>the Memorandum</b>	the Memorandum and Articles of Association of the Charity;
<b>Month</b>	calendar month;
<b>Objects</b>	the objects of the Charity as defined in Article 5;
<b>the Office</b>	the registered office of the Charity;
<b>President</b>	the President of the Charity who is also the chair of Trustees appointed in accordance with these Articles;
<b>President-Elect</b>	the President-Elect of the Charity appointed in accordance with these Articles;
<b>the Register</b>	the database of members kept pursuant to the Companies Acts;
<b>the Registrar</b>	one of two Deputy Presidents of the Charity;
<b>Registrants</b>	Specialty Registrars, Associates, Members, Fellows, elected representatives of subscriber classes, lay Trustees, Trustees who represent the College and co-opted Trustees, who are the members of the Charity for the purposes of the Companies Acts;
<b>Rules</b>	rules relating to the governance of the Charity as adopted from time to time by the Trustees pursuant to Article 97;

<b>Services</b>	(in the context of remuneration for services as stipulated in Article 14) includes goods that are supplied in connection with the provision of those services;
<b>a Trustee</b>	a director of the Charity and Trustees means all the directors. The Trustees are charity trustees as defined by section 97 of the Charities Act 1993;
<b>United Kingdom</b>	Great Britain and Northern Ireland;
<b>Working Day</b>	days from Monday to Friday, inclusive, excluding public bank holidays;
<b>in Writing or Written</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic form or otherwise;
<b>Year</b>	a calendar year.

2.1 Unless specifically stated otherwise:

- 2.1.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Charity.
- 2.1.2 Each reference to "person" includes reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).
- 2.1.3 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

## **LIABILITY OF MEMBERS**

- 3** The liability of the Members is limited.
- 4** Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Charity in the event of its being wound up while s/he is a Member, or within one year after s/he ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before s/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.

## **OBJECTS**

- 5** The Charity's objects are specifically restricted to the following:
  - 5.1 To promote for the public benefit the advancement of education and knowledge in the field of occupational medicine;
  - 5.2 To act as an authoritative body for the purpose of consultation in matters of educational or public interest concerning occupational medicine;
  - 5.3 To develop and maintain for the public benefit the good practice of occupational medicine with a view to providing for the protection of people at work by ensuring the highest professional standards of competence and ethical integrity.

## **POWERS**

- 6** The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
  - 6.1 To promote training and research in occupational medicine for the public benefit;
  - 6.2 To conduct examinations and award certificates and diplomas;
  - 6.3 To establish lectures in occupational medicine and award prizes and scholarships;
  - 6.4 To disseminate, in any appropriate way, information on matters affecting occupational medicine;
  - 6.5 To hold such meetings and courses as may be desirable in order to benefit the work of the Charity and the College;
  - 6.6 To advise on all matters affecting occupational medicine;
  - 6.7 To represent the specialty of occupational medicine on appropriate councils and committees;

- 6.8 To obtain and maintain recognition as the body responsible for occupational medicine under any scheme or schemes for specialist registration and/or certification, (provided always that any benefit obtained by Registrants as a result of such recognition should merely be incidental to the achievement of the Objects);
- 6.9 To provide a focal point for registered medical practitioners working in occupational medicine who are not eligible to be Registrants;
- 6.10 To liaise with other faculties or bodies concerned with occupational medicine;
- 6.11 To promote international communication in the field of occupational medicine;
- 6.12 To raise funds provided that, in doing so, the Charity must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
- 6.13 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.14 To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- 6.15 To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- 6.16 To co-operate with other bodies and to exchange information and advice with them;
- 6.17 To establish or support any body formed for any of the charitable purposes included in the Objects;
- 6.18 To acquire or merge with any other charity;
- 6.19 To enter into any partnership or joint venture arrangement with any body;
- 6.20 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.21 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Articles 7 to 19 and provided it complies with the conditions in those Articles;

- 6.22 To:
- 6.22.1 deposit or invest funds;
  - 6.22.2 engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager; and
  - 6.22.3 arrange for the investments or other property of the Charity to be held in the name of a nominee;
- 6.23 To provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- 6.24 To enter into contracts to provide services;
- 6.25 To establish or acquire subsidiary companies; and
- 6.26 To pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.

#### **APPLICATION OF INCOME AND PROPERTY**

- 7** The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 8** A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- 9** A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 10** A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 107.
- 11** None of the income or property of the Charity may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Registrant. This does not prevent a Registrant who is not also a Trustee receiving:
- 11.1 A benefit from the Charity in the capacity of a beneficiary of the Charity; or
  - 11.2 Reasonable and proper remuneration for any goods or services supplied to the Charity.

## **TRUSTEES' BENEFITS**

- 12** No Trustee or Connected Person may:
- 12.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
  - 12.2 sell goods, services, or any interest in land to the Charity;
  - 12.3 be employed by, or receive any remuneration from, the Charity;
  - 12.4 receive any other financial benefit from the Charity, unless:
    - 12.4.1 the payment is permitted by Articles 13 to 18; or
    - 12.4.2 the Trustees obtain the prior written approval of the Charity Commission and, if required, the Office of the Scottish Charity Regulator and fully comply with any procedures they prescribe.
- 13** A Trustee or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- 14** A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- 15** Subject to Article 19, a Trustee or Connected Person may provide the Charity with goods that are not supplied in connection with the services provided to the Charity by the Trustee or Connected Person.
- 16** A Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable rate.
- 17** A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Charity if the amount of the rent and the other terms of the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 18** A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 19** The Charity and its Trustees may only rely on the authority provided by Article 15 if each of the following conditions is satisfied.
- 19.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:



- 19.1.1 the Charity; and
  - 19.1.2 the Trustee or Connected Person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity.
- 19.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - 19.3 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of not doing so.
  - 19.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
  - 19.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
  - 19.6 The reason for their decision is recorded by the Trustees in the minute book.
  - 19.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 12.

## **REGISTRANTS**

- 20** There shall be the following classes of Registrants:-
  - Specialty Registrars (to include Specialist Registrars and all registered trainees);
  - Associates;
  - Members;
  - Fellows;
  - Elected representatives who shall be Registrants for the duration of their tenure as Trustees;
  - Lay Trustees, who shall be Registrants for the duration of their tenure as Trustees;
  - Co-opted Trustees, who shall be Registrants for the duration of their tenure as Trustees.
- 21** Registrants shall be admitted to the Charity in accordance with the Rules.

- 22** The Trustees may establish different classes of subscribers, who shall not be Registrants, whose rights and obligations shall be recorded in such rules as the Trustees shall from time to time.
- 23** In the event of a person ceasing to be Member, the date of cessation will be recorded on the Charity's database.
- 24** Membership is terminated if:
- 24.1 the Member dies;
- 24.2 it shall at any time become known to the Trustees that any Member has gained admission by fraud, false statement or imposition, or has acted in any respect in a dishonourable or unprofessional manner, or has violated any Article or Rule of the Charity, and the Trustees determine that the Member shall be removed for such limited time or altogether;
- 24.3 the Member resigns by Written notice to the Charity;
- 24.4 any sum due from the Member to the Charity is not paid in full within three months of it falling due, subject to Charity policy;
- 24.5 the Trustees or a committee of them, after due enquiry, resolve that the interests of the Charity so require.

## **FEES AND SUBSCRIPTIONS**

- 25** The fees and subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Trustees and shall be due on the date or dates prescribed by the Trustees. The Trustees may set different rates for different classes of Members.
- 26** A Member who is in arrears with any fee or subscription due and who has been notified in Writing shall cease to be a Member in accordance with Clause 24 above. The Trustees, if authorised to do so by the Rules and in accordance with the terms thereof, may waive or lower the sum demanded.
- 27** A Member shall remain liable to pay to the Charity all fees and subscriptions due up to the date on which he ceased to be a Member.
- 28** A Member, who is in arrears with any fee or subscription or other sum due from him to the Charity, shall not be entitled to exercise any voting rights and may have other privileges of membership suspended in accordance with the Rules.
- 29** Where any Member has ceased to be a Member under Article 24, Rules may prescribe circumstances in which such a person could be reinstated.

## **GENERAL MEETINGS**

- 30** The Trustees, or the Chair, may whenever they or he thinks fit call General Meetings and on the requisition of eligible Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may call a General Meeting.

## **NOTICE OF GENERAL MEETINGS**

- 31** A General Meeting shall be called by at least 14 clear days' notice.
- 32** A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend (Registrants) and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Registrants.
- 33** The notice shall contain a statement setting out the rights of Registrants to appoint a proxy under section 324 of the Companies Act 2006.
- 34** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 35** No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, 20 Registrants (as opposed to Members) present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 36** If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Registrants, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the President, or the Trustees, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Registrants present in person or by proxy or by authorised corporate representative shall be a quorum.

- 37** The President shall preside as chair at every General Meeting of the Charity or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Registrar shall, if present and willing to act, preside as chair failing which the Registrants present shall elect one of their number to be chair of that meeting.
- 38** The chair of any General Meeting 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 properly have been transacted at the meeting had the adjournment not taken place.
- 39** When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 40** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 40.1 by the chair of the meeting; or
- 40.2 by at least two Registrants present in person or by proxy having the right to vote on the resolution; or
- 40.3 by a Registrant or Registrants present in person or by proxy representing not less than one tenth of the total voting rights of all the Registrants having the right to vote on the resolution.
- 41** Unless a poll is so demanded, a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 42** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 43** A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Registrants) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.

- 44** No poll shall be demanded on the election of a chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 45** No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 46** A proposed written resolution of the Registrants pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).

#### **VOTES OF REGISTRANTS**

- 47** Every Registrant shall have one vote (whether on a show of hands or on a poll) to be cast by the Registrant either personally or by proxy.
- 48** No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 49** Every Registrant shall be entitled to appoint another person as his proxy in accordance with the Companies Acts. A proxy does not need to be a Registrant.
- 50** Proxies may only be validly appointed by a notice in Writing (a "proxy notice") which states the name and address of the Registrant appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Registrant or authenticated in such manner as the Trustees may determine.
- 51** The Trustees may require proxy notices to be delivered in a particular form.
- 52** Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 53** Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions

put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

**54** The appointment of a proxy and any other authority under which it is executed:

54.1 in the case of an instrument in writing, may be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

54.2 in the case of an appointment contained in a communication in Electronic form, where an address has been specified for the purpose of receiving communications in Electronic form:

54.2.1 in the notice convening the meeting, or

54.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting,  
or

54.2.3 in any invitation contained in a communication in Electronic form to appoint a proxy issued by the Charity in relation to the meeting,

shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

54.3 in the case of a poll taken more than 48 hours after it is demanded, shall be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

54.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, shall be delivered at the meeting at which the poll was demanded to the chair of the meeting;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article, "address", in relation to communications in Electronic form, includes any number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.

**55** A Registrant who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that Registrant. If such a

Registrant attends the General Meeting in person his proxy appointment shall be automatically terminated.

- 56** A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 57** An appointment under a proxy notice may be revoked by delivering the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 58** If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

#### **ELECTION/APPOINTMENT OF THE TRUSTEES**

- 59** The Trustees shall consist of:-
- o the President of the Charity (Chair);
  - o the Treasurer (elected by the members)
  - o the Academic Dean (elected by the members)
  - o the Registrar (elected by the members)
  - o three trustees elected by the members
  - o two lay Trustees representing employers and employees, (co-opted by the Board) and
  - o up to three further co-opted Trustees from outside the membership, who are deemed to bring specific skills to the Board that it would not otherwise have.

No Registrant shall hold more than one position on the Board of Trustees. The fact that the Trustees may not comprise at any particular time all of the persons designated in this Article shall not invalidate or otherwise affect any decision or action properly decided or taken by the Trustees.

- 60** Elected Trustees shall be elected by a ballot of all Registrants in a manner decided by the Trustees from time to time.
- 61** The procedure for appointing the two lay Trustees shall be determined by the Trustees from time to time.
- 62** The Trustees may co-opt up to three additional Trustees for a specified period, which shall be no more than three years in the first instance.

- 63** The Trustees may at any time appoint a Registrant to fill a casual vacancy provided that in relation to an elected Trustee the person so appointed would be eligible to be elected in the same category as the vacating Trustee. Any person so appointed shall retire at the next General Meeting unless formally elected to the Trustees before that date.

## **TRUSTEES**

- 64** A Trustee must be a natural person aged 18 years or older and no one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 71.
- 65** The number of Trustees shall be a minimum of 8 and a maximum of 12.
- 66** The subscribers to the Memorandum shall be (were) the first Trustees.
- 67** A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.
- 68** A Trustee shall hold office for 2, 3 or 4 years from the date of election or appointment, at the end of which s/he shall be eligible for re-election or re-appointment for up to a further period. No trustee shall hold office for more than 6 consecutive years. S/he shall not then be eligible for re-election or re-appointment as a Trustee until one year has elapsed, except to serve as President-Elect and then President. The incoming Trustee, at the time of election or appointment, will agree with the Board the preferred term of office, between 2 and 4 years.
- 69** A Fellow may be elected and may serve as President-Elect and then President, irrespective of the duration of her or his recent service as a Trustee.

## **POWERS AND DUTIES OF THE TRUSTEES**

- 70** Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.



## **DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES**

- 71** The office of a Trustee shall be vacated if s/he:
- 71.1 ceases to be a Registrant;
  - 71.2 (other than lay and other co-opted Trustees) ceases to be a Registrant In Good Standing;
  - 71.3 dies or becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with his creditors;
  - 71.4 becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
  - 71.5 by notice in Writing to the Charity, resigns from office (but only if the number of Trustees necessary for a quorum at a Trustees' meeting will remain in office when the notice of resignation is to take effect);
  - 71.6 is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;
  - 71.7 has been convicted of
    - 71.7.1 any criminal offence involving dishonesty or deception; or
    - 71.7.2 any other criminal offence, as a result of which the Trustees pass a resolution that, on account of this conviction, the Trustee must demit office (but this Article 71.7 does not apply in relation to any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
  - 71.8 absents her/himself from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that s/he has by reason of such absence vacated office;
  - 71.9 is removed from office by a resolution of the Registrants duly passed pursuant to section 168 of the Companies Act 2006; or
  - 71.10 is directly or indirectly interested in any proposed or actual transaction or arrangement with the Charity and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006;
  - 71.11 is the subject of a vote of 'no confidence', wherein at least 75% of the Trustees vote to remove said individual and whereby all Trustees are required to vote.

## **PRESIDENT AND PRESIDENT-ELECT**

- 72** The President shall be elected from the list of Fellows, by a ballot of all Registrants (not including Honorary Members or Honorary Fellows) in the manner as prescribed by the Trustees from time to time. The President, who shall be a Fellow of the Charity, will normally serve for three years, preceded by a six month period as President-Elect. The President may be removed from office at any time by a resolution passed at a General Meeting. The President shall not be eligible for immediate re-election at the end of the term of office.
- 73** In the event of the office of President becoming vacant, the President-Elect (if any) shall become President. In the absence of a President-Elect, the Registrar will act as President and arrange an immediate election to appoint a President who will serve until the third General Meeting following the appointment.

## **PROCEEDINGS OF THE TRUSTEES**

- 74** Subject to the Articles, the Trustees may regulate their proceedings as they think fit.
- 75** Unless otherwise resolved by the Trustees, the Trustees shall meet at least two times each Year.
- 76** The Registrar shall on the request at any time of the President or any four Trustees call a meeting of the Trustees. At least one week's clear notice shall be sent to each Trustee.
- 77** The quorum necessary for the transaction of business of the Trustees shall be a simple majority (namely 5 if the total number of serving Trustees is 8 or 9, 6 if the total is 10 or 11 and 7 if the total is 12), the majority of whom shall be elected Trustees. Questions arising at any Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 78** The President shall be entitled to preside at all meetings of the Trustees. If there is no President or if at any meeting s/he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the President Elect (if any) shall act as chair of the meeting and if no President-Elect is elected or if at any meeting s/he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting one of the Deputy Presidents shall act as chair of the meeting and if no Deputy President is willing and present within five minutes after the time appointed for holding the meeting then the Trustees present shall choose one of their number to be chair of the meeting.
- 79** Any of the Trustees can take part in a Trustees meeting or committee meeting by way of web or telephone-based communication.

- 80** The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling vacancies in their body or of calling a General Meeting but not for any other purpose.
- 81** All acts bona fide done by any meeting of the Trustees, or of any committee of the Trustees, or by any person acting as a Trustee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee, or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 82** A resolution in writing signed or approved by all the Trustees or all the members of any committee of the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

#### **DECLARATION OF TRUSTEES' INTERESTS**

- 83** A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between the Trustee's duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 84** Trustees shall have the right to make decisions by electronic communication, provided that such decisions are ratified at the subsequent Trustees' meeting.

#### **CONFLICTS OF INTEREST**

- 85** If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- 85.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any matter affecting that other organisation or person;

- 85.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- 85.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a benefit to a Trustee (as defined in section 64(2B) Charities Act 1993).

## **COMMITTEES AND OTHER REPRESENTATION**

- 86** The Trustees may appoint one or more committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported, as required by the Trustees.
- 87** Committees shall consist of three or more individuals, appointed as required by the Rules. Any committee of the Trustees may add to its number in accordance with the Rules. The names of all members of committees shall be reported annually to the Trustees.
- 88** The Trustees may delegate such powers as they think fit to committees appointed by them and any such committee shall, in the exercise of its powers, conform to any regulations imposed on it by the Trustees.
- 89** Any committee of the Trustees may (subject to any Articles and to any regulations made by the Trustees from time to time) meet together for the dispatch of business, adjourn and otherwise regulate their meetings as its chair shall think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.
- 90** Questions arising at any meeting shall be decided by a majority of votes of those taking part. The method of voting shall be at the discretion of the chair of the committee who, in the case of an equality of votes, shall have a second or casting vote.
- 91** The Trustees may at any time, by notice in writing to all members of any committee, revoke any powers delegated by them to such committee.
- 92** Any committee of the Trustees may appoint sub-committees or working 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 or working

group shall be governed by any Articles and by any regulations made by the Trustees from time to time, in so far as they are applicable.

- 93** The Trustees may nominate representatives of the Charity, who need not be Trustees, to serve on other bodies as appropriate.

## **HONORARY OFFICERS**

- 94** The Trustees may appoint Honorary Officers from within the Registrants, to undertake executive and advisory duties. The Trustees may also, at any time, appoint any person, whether a Registrant or not, to be a patron of the Charity. This office of patron shall carry no executive duties or responsibilities and no voting powers.

## **MINUTES**

- 95** The Trustees must keep minutes of all:

95.1 Election/appointments of Trustees and officers made by the Trustees;

95.2 Proceedings at General Meetings of the Charity;

95.3 Meetings of the Trustees and committees of the Trustees including:

95.3.1 the names of the persons present at the meeting;

95.3.2 the decisions made at the meetings; and

95.3.3 where appropriate the reasons for the decisions.

- 96** Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

## **RULES**

- 97** The Trustees may from time to time make such Rules as they may think fit and add to, repeal or vary any such Rule. All Rules so made and for the time being in force shall be binding on all Members and the Trustees shall adopt such means as they think fit to bring such Rules to the notice of Members. Rules may concern the following subjects:

97.1 the procedure at General Meetings and meetings of the Trustees and its committees insofar as such procedure is not regulated by the Articles;

97.2 any other subjects which the Articles provide may be covered by Rules;

97.3 PROVIDED that no rule shall contravene any of the provisions of the Articles or the Companies Acts.

## **ACCOUNTS**

**98** The Trustees shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission of annual accounts to the Registrar of Companies and the Charity Commission and the Office of Scottish Charity Regulator.

## **ANNUAL REPORT**

**99** The Trustees shall comply with their obligations under the Charities Acts 1993 and 2006 with regard to the preparation of any annual report and its transmission to the Charity Commission and the Office of Scottish Charity Regulator.

## **ANNUAL RETURN**

**100** The Trustees shall comply with their obligations under the Charities Acts 1993 and 2006 with regard to the preparation of any annual return and its transmission to the Charity Commission and the Office of the Scottish Charity Regulator.

## **NOTICES**

**101** The Charity may give any notice to a Member either personally, in writing to the Member's given address or by email, whichever the Member prefers.

**102** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic form was sent shall be conclusive where the Charity can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of two working days after the envelope containing it was posted, or, in the case of a notice contained in an Electronic form, at the expiration of two working days after the time it was sent.

**103** Notwithstanding any other provisions of the Articles, the Charity may send or supply any Document or information to Members that is required or authorised to be sent or supplied by the Charity under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website

to Members. The relevant provisions of the 2006 Act, which apply when Documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any Document or information is sent or supplied under the Articles or Rules to Members.

## **DISSOLUTION**

**104** The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

104.1 directly for the Objects;

104.2 to any charity or charities with purposes similar to the Objects; or

104.3 to any charity or charities for use for particular purposes that fall within the Objects.

**105** In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 104 is passed by the Members the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Charity Commission or, if required, by the Office of the Scottish Charity Regulator.

**106** Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

## **INDEMNITY**

**107** The Charity may indemnify a Trustee or former Trustee against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

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