

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

The British Association of Aesthetic Plastic Surgeons

Company No: 01970827

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Articles of Association of the British Association of Aesthetic Plastic Surgeons

Company No: 01970827

INTERPRETATION

1. DEFINED TERMS

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. OBJECTS

- 2.1 The objects of the Association are the advancement of education in and the practice of aesthetic plastic surgery for the public benefit.

3. POWERS

- 3.1 To further its objects the Association may:

- 3.1.1 promote an interchange of knowledge for the advertisement of aesthetic surgery among suitably qualified surgeons;
- 3.1.2 stimulate the training in this aspect of plastic surgery among plastic and reconstructive surgeons and their trainees;
- 3.1.3 ensure that aesthetic surgery remains a recognised and respected discipline, and part of the Plastic and Reconstructive Surgical Training.
- 3.1.4 develop and encourage the practice of high standards of personal professional and ethical conduct among members;
- 3.1.5 establish links with the International Society of Aesthetic Plastic Surgery, other similar European Societies and with the British Association of Plastic, Reconstructive and Aesthetic Surgeons;
- 3.1.6 promote a better understanding of aesthetic plastic surgery among General Practitioners;
- 3.1.7 acquire and undertake the property and liabilities of and to continue the activities of the unincorporated body known as The British Association of Aesthetic Plastic Surgeons;
- 3.1.8 provide and assist in the provision of money, materials or other help;
- 3.1.9 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

- 3.1.10 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.1.11 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.12 provide or procure the provision of counselling and guidance;
- 3.1.13 provide or procure the provision of advice;
- 3.1.14 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.1.15 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.16 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.17 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Association must comply as appropriate with the Charities Act 2011);
- 3.1.18 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Association must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.19 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.20 invest the Association's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.21 arrange for investments or other property of the Association to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.22 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.23 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute financial transactions, promissory notes, bills of exchange, cheques and other instruments;
- 3.1.24 accept (or disclaim) gifts of money and any other property;
- 3.1.25 raise funds by way of subscription, donation or otherwise;
- 3.1.26 trade in the course of carrying out the objects of the Association and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.27 incorporate and acquire subsidiary companies to carry on any trade;

- 3.1.28 subject to Article 4 (Limitation on private benefits):
 - 3.1.28.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.1.28.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.29 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.30 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Association's objects);
- 3.1.31 undertake and execute charitable trusts;
- 3.1.32 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.33 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.34 pay out of the funds of the Association the costs of forming and registering the Association;
- 3.1.35 insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary by the Council to protect the Association;
- 3.1.36 provide indemnity insurance for the Trustees or any other officer of the Association in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of the Association); and
- 3.1.37 do all such other lawful things as may further the Association's objects.

PROVIDED THAT:

- 3.1.37.1 the Association's subjects shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers; and
- 3.1.37.2 in the case of the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law and/or the governing body of the Association ("the Council") as shall be required for any such property that may come into their hands and shall be answerable and accountable for its

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 have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Charity Commission but they shall as regards any such property to be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

LIMITATION ON PRIVATE BENEFITS

4. LIMITATION ON PRIVATE BENEFITS

4.1 The income and property of the Association shall be applied solely towards the promotion of its objects.

Permitted benefits to members

4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This shall not prevent any payment in good faith by the Association of:

4.2.1 reasonable and proper remuneration to any Member for any services supplied to the Association, provided that if such Member is a Trustee Articles 4.3 and 4.4 shall apply;

4.2.2 interest on money lent by any Member to the Association at a rate per annum being a rate not exceeding 2% below the base lending rate prescribed for the time being by the Association's bankers or 3% (whichever shall be the lower figure);

4.2.3 any payments to a Member who is also a Trustee which are permitted under Articles 4.3 or 4.4

Permitted benefits to Trustees

4.3 No Trustee may:

4.3.1 sell goods or services to the Association;

4.3.2 be employed by, or receive any remuneration from, the Association; or

4.3.3 receive any other financial benefit from the Association;

unless the payment is permitted by Article 4.4 or authorised by the court or the Charity Commission.

4.4 A Trustee may receive the following benefits from the Association:

4.4.1 a Trustee may receive benefit from the Association in his or her capacity as a beneficiary of the Association;

4.4.2 a Trustee may be reimbursed by the Association for out of pocket expenses;

- 4.4.3 a Trustee may receive interest on money lent by any Trustee to the Association at a rate per annum being a rate not exceeding 2% below the base lending rate prescribed for the time being by the Association's bankers or 3% (whichever shall be the lower figure);
- 4.4.4 a Trustee may benefit from trustee indemnity insurance produced at the Association's expense and may receive an indemnity from the Association in accordance with the Articles.
- 4.4.5 the Association may arrange for the purchase, out of the funds of the Association, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions of section 189 of the Charities Act 2011.
- 4.4.6 the Association may arrange to purchase, out of the funds of the Association, indemnity insurance for the Trustees in relation to any liability that by virtue of any rule of law would attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Association, and/or the liability to make any contribution to the Association's assets as specified in section 214 of the Insolvency Act 1986 but such that liabilities for fines, costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Trustee, liabilities to the Association that result from conducts that the Trustee knew or must be assumed to have known was not in the best interests of the Association or about which the person concerned did not care whether it was in the best interests of the Association or not, and any liability to make a contribution where the Trustee's liability is his knowledge prior to insolvent liquidation (or reckless failure to acquire that knowledge) that there was no reasonable prospects that the Association would avoid going into insolvent liquidation, are all excluded.
- 4.4.7 an association of which a Trustee is holding not more than one-hundredth part of the capital may receive payment of fees, remuneration or other benefit in money or monies worth.

LIMITATION OF LIABILITY AND INDEMNITY

5. LIABILITY OF MEMBERS

- 5.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:
 - 5.1.1 payment of the Association's debts and liabilities contracted before he or she ceases to be a Member;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. INDEMNITY

- 6.1 The Association may indemnify any Relevant Officer against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

- 6.2 The Association may decide to provide indemnity insurance at the expense of the Association for the benefit of any Relevant Officer.

THE COUNCIL

THE COUNCIL'S POWERS AND RESPONSIBILITIES

7. THE COUNCIL'S GENERAL AUTHORITY

Subject to the Articles, the Council is responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

8. MEMBERS' RESERVE POWER

- 8.1 The Members may, by special resolution, direct the Council to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

9. THE PRESIDENT AND VICE-PRESIDENT

The President or the Vice-President shall (or one other Trustee elected by a general meeting of the Association so to act) chair all general and Council meetings.

10. THE HONORARY SECRETARY

The Honorary Secretary is empowered to approve financial transactions and/or sign cheques on behalf of the Association.

11. THE HONORARY TREASURER

- 11.1 The Honorary Treasurer shall collect all monies due to the Association and shall be the custodian thereof.
- 11.2 The Honorary Treasurer shall inform each Member when his subscription for the forthcoming year is due. He or she shall present the accounts of the Association each year to the annual general meeting.
- 11.3 The Honorary Treasurer shall be empowered to approve financial transactions and/or sign cheques on behalf of the Association.

12. DELEGATION TO COMMITTEES

- 12.1 Subject to the Articles, the Council may delegate any of its powers or functions to committees consisting of such persons (whether or not they are Trustees) as it thinks fit, provided that not less than two thirds of the members of any such committee must be Trustees or Members.
- 12.2 Any delegation by the Council may be:
- 12.2.1 by such means;
 - 12.2.2 to such an extent;
 - 12.2.3 in relation to such matters or territories; and

- 12.2.4 on such terms and conditions;
as it thinks fit.
- 12.3 Any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any committee shall be governed by the provisions of proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 12.4 All acts and proceedings of any committees shall be reported to the Council as soon as possible.
- 12.5 The Council may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 12.6 The Council may revoke any delegation in whole or part, or alter its terms and conditions.
- 12.7 The Council may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
- 12.8 The resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number).
- 12.9 The composition of any committee shall be entirely in the discretion of the Council and may include such of their number (if any) as the resolution may specify.
- 12.10 The deliberations of, and any resolution passed or decision taken by any committee, must be reported promptly to the Council and every committee must appoint a secretary for that purpose.
- 12.11 The Council may make such regulations and impose such terms and conditions and give such mandates to any committee as it may from time to time think fit.
- 12.12 No committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Council or in accordance with a budget which has been approved by the Council.
- 12.13 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Council so far as they apply and are not superseded by any regulations made by the Council.
- 13. DELEGATION OF DAY TO DAY MANAGEMENT POWERS**
- 13.1 In the case of delegation of the day to day management of the Association to a chief executive or other manager or managers:
- 13.1.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Council and (if applicable) to advise the Council in relation to such policy, strategy and budget;

13.1.2 the Council shall provide any manager with a description of his or her role and the extent of his or her authority; and

13.1.3 any manager must report regularly to the Council on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

14. DELEGATION OF INVESTMENT MANAGEMENT

14.1 The Council may delegate the management of investments to a Financial Expert or Financial Experts provided that:

14.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Council;

14.1.2 timely reports of all transactions are provided to the Council;

14.1.3 the performance of the investments is reviewed regularly with the Council;

14.1.4 the Council is entitled to cancel the delegation arrangement at any time;

14.1.5 the investment policy and the delegation arrangements are reviewed regularly;

14.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and

14.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

15. RULES

15.1 The Council may from time to time make, repeal or alter such rules as they think fit as to the management of the Association and its affairs. The rules shall be binding on all Members. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

15.2 The rules may regulate the following matters but are not restricted to them:

15.2.1 the duties of any officers or employees of the Association;

15.2.2 the admission of Members and the benefits conferred on such Members, and any subscriptions, fees or payments to be made by Members;

15.2.3 the conduct of Members in relation to one another, and to the Association's employees and volunteers;

15.2.4 the conduct of business of the Council or any committee (including, without limitation, how the Council makes decisions and how such rules are to be recorded or communicated to Council);

15.2.5 the procedure at general meetings;

15.2.6 any of the matters or things within the powers or under the control of the Council; and

15.2.7 generally, all such matters as are commonly the subject matter of company rules.

15.3 The Association in general meeting has the power to alter, add to or repeal the rules.

DECISION-MAKING BY THE COUNCIL

16. THE COUNCIL TO TAKE DECISIONS COLLECTIVELY

16.1 Any decision of the Council must be either:

16.1.1 by decision of a majority of the Council present and voting at a quorate Council's meeting (subject to Article 22); or

16.1.2 a unanimous decision taken in accordance with Article 23

except in relation to a decision to approve the applications of new Members of the Association or to lift the suspension of a Member which must be taken unanimously in accordance with Articles 32, 34 and 36 - 43

17. CALLING A MEETING OF THE COUNCIL

17.1 The Council shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes.

17.2 A Trustee may summon a meeting of the Council if supported by two other Trustees.

17.3 A Council Meeting must be called by the Honorary Secretary by at least 28 Clear Days' notice unless either:

17.3.1 all the Trustees agree; or

17.3.2 urgent circumstances require shorter notice.

17.4 In deciding on the date and time of any Council meeting, the Trustees calling or requesting the Honorary Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.

17.5 Notice of Council meetings must be given to each Trustee.

17.6 Every notice calling a Council meeting must specify:

17.6.1 the place, day and time of the meeting;

17.6.2 the general nature of the business to be considered at such meeting; and

17.6.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

17.7 Notice of Council meetings need not be in Writing.

17.8 Article 62 shall apply, and notice of Council meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

18. PARTICIPATION IN MEETINGS OF THE COUNCIL

- 18.1 Subject to the Articles, Trustees participate in a Council meeting, or part of a Council meeting, when:
- 18.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 18.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 18.2 In determining whether Trustees are participating in a Council meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 18.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 18.4 Notwithstanding the above provisions of this Article 18.4, each Trustee shall attend Council meetings physically in person except where:
- 18.4.1 the Council determines at the beginning of the relevant meeting or by unanimous decision in accordance with Article 23 that the relevant meeting should be held virtually; or
 - 18.4.2 in the case of a particular Trustee (or Trustees), he or she has informed the President and the Honorary Secretary in advance of the relevant meeting that he or she will be attending virtually,

where “virtually” means not physically in person (for example via telephone or video conferencing facilities).
- 18.5 In the event a particular Trustee is unable, due to extenuating circumstances, to attend a Council meeting in person or virtually, he or she will be deemed to have participated in that Council meeting if:
- 18.5.1 he or she has informed the President and the Honorary Secretary in advance of his absence; and
 - 18.5.2 he or she has provided to the President and the Honorary Secretary an update on matters within that Trustee’s remit in the form of a written document or pre-recorded video which can be easily shared with the other Trustees in attendance at the Council meeting.

19. TRUSTEES REQUIRED TO PARTICIPATE

- 19.1 All Trustees must participate, in the manner set out in Article 18, in a minimum of three quarters of the Council meetings taking place each year.
- 19.2 If, after the first year of a Trustee’s appointment as a Trustee, he or she has failed to participate in at least three quarters of the Council meetings having taken place since their appointment such Trustee may be removed by a simple majority vote of the remaining Trustees.

19.3 For the purposes of Article 19.2, only those remaining Trustees who are not also in breach of Article 19.1 will be eligible to vote.

20. **QUORUM FOR COUNCIL'S MEETINGS**

20.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

20.2 The quorum for the Council meetings may be fixed from time to time by a decision of the Council, but it must never be less than two and, unless otherwise fixed it is two or one third of the Trustees, whichever is greater.

20.3 If the total number of Trustees for the time being is less than the quorum required, the Council must not take any decision other than a decision:

20.3.1 nominating persons for membership of the Association;

20.3.2 filling vacancies in the Council; or

20.3.3 calling a general meeting of the Association.

21. **CHAIRING OF COUNCIL MEETINGS**

The President, or in his or her absence, the Vice-President, Honorary Secretary or Honorary Treasurer, shall preside as chair of each Council meeting.

22. **CASTING VOTE**

22.1 If the numbers of votes for and against a proposal at a Council meeting are equal, the President or the person presiding at the meeting has a casting vote in addition to any other vote he or she may have.

22.2 Article 22.1 does not apply if, in accordance with the Articles, the President is not to be counted as participating in the decision-making process for quorum or voting purposes.

23. **UNANIMOUS DECISIONS WITHOUT A MEETING**

23.1 A decision is taken in accordance with this Article 23 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Council cannot rely on this Article to make a decision if one or more of the Trustees has a conflict of interest which, under Article 24 results in them not being entitled to vote.

23.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

23.3 A decision which is made in accordance with this Article 23 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

23.3.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

- 23.3.2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 23.3;
- 23.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 23.3.4 the Recipient must prepare a minute of the decision in accordance with Article 64 (Minutes).

24. TRUSTEE INTERESTS AND MANAGEMENT OF CONFLICTS OF INTEREST

Declaration of interests

- 24.1 Unless Article 24.2 applies, a Trustee must declare the nature and extent of:
 - 24.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association; and
 - 24.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.
- 24.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 24.3 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised in accordance with any provision of the Articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:
 - 24.3.1 the conflicted person is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 24.3.2 the conflicted person does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting;
 - 24.3.3 the unconflicted Trustees consider it is in the interests of the Association to authorise the conflict of interest in the circumstances applying.
- 24.4 For the purposes of this Article 24, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and an interest includes both direct and indirect interests.

Continuing duties to the Association

- 24.5 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:
 - 24.5.1 the Trustee shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

24.5.2 the Trustee shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she derives from any matter or from any office, employment or position.

25. REGISTER OF CONFLICTS

The Honorary Secretary must at all times maintain a Register of Conflicts in relation to all Trustees and all Trustees shall submit prompt and up to date information for this purpose.

26. VALIDITY OF TRUSTEE ACTIONS

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

27. NUMBER OF TRUSTEES AND COMPOSITION OF THE COUNCIL

27.1 There shall be at least five Trustees.

27.2 The Council shall, in the normal course of business and unless otherwise determined by the Association in a general meeting, consist of the President, the Vice-President, the Honorary Secretary, the Honorary Treasurer, up to eight Elected Trustees and the immediate past President who shall be an ex-officio Trustee.

28. APPOINTMENT OF TRUSTEES AND RETIREMENT OF ELECTED TRUSTEES BY ROTATION

28.1 No person that is not a Member shall be eligible to be a Trustee unless his or her appointment as a Trustee is subject to his or her becoming a Member within one month of the date of the appointment.

28.2 Subject to Article 28.1 above, any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 29, may be appointed or elected as a Trustee in accordance with this Article 28.

28.3 The Council shall have the power to Co-Opt any eligible Member as a Trustee in order to fill a vacancy or for another specific purpose. Any Member so appointed shall hold office until the next following annual general meeting and shall then be eligible for re-election.

PRESIDENT

28.4 The President shall be appointed for a term of two years being entitled (subject to his or her remaining as a Trustee) to hold office until the second annual general meeting of the Association after his or her inaugural meeting.

28.5 The Vice-President shall become the next President when the President retires (in accordance with Article 28.4) or if he or she is removed from office before the end of his or her term unless the Vice-President has resigned or has been removed from office.

28.6 If the Vice-President has resigned or has been removed from office, the next President shall be selected from the Council and shall be elected by the Association at the annual

general meeting. No person shall be eligible to be elected as President unless he or she has been a Trustee for a minimum of one year prior to election.

- 28.7 The Council shall at its first meeting following any casual vacancy in the office of President elect one of its number to be President and the person so elected shall (subject to his or her remaining as a Trustee) hold office until the next annual general meeting of the Association.

VICE-PRESIDENT

- 28.8 The Vice-President shall be elected by the Association in accordance with the procedure set out in the following Articles to 28.16.
- 28.9 No person shall be eligible for election as Vice-President unless they:
- 28.9.1 were appointed as an Elected Trustee within the last five years;
 - 28.9.2 are the Honorary Secretary; or
 - 28.9.3 are the Honorary Treasurer.
- 28.10 All candidates eligible for election as Vice-President who wish to be considered for election must give notice of this to the Council in advance of the final Council meeting prior to the relevant annual general meeting and shall together with such notice submit a short summary of their reasons for doing so.
- 28.11 Subject to Article 28.14, following the final Council meeting prior to the relevant annual general meeting, particulars shall be given to all Full Members of the candidates standing for election as Vice-President and each Full Member shall be given the opportunity to vote for their preferred candidate via the Association website.
- 28.12 The person elected as Vice-President shall be the candidate who receives the most votes against their name by the relevant deadline prior to the annual general meeting. If there is a tied vote, the Council shall decide by secret ballot which of those candidates with an equal number of votes shall be deemed to be elected Vice-President. Votes shall not be transferrable and there shall be no second round of voting permitted. If there is a tied vote in the secret ballot, the Council shall decide which of the tied candidates shall be elected Vice-President.
- 28.13 The candidate elected as Vice-President in accordance with the above procedure shall be confirmed at the relevant annual general meeting.
- 28.14 If following the above procedure there is only one eligible candidate who wishes to be considered for election as Vice-President, they shall be considered and may be approved by Council and (where so approved) confirmed at the relevant annual general meeting.
- 28.15 The Vice-President shall be appointed for a term of two years (subject to his or her remaining as a Trustee) or until such time as he or she might be appointed as the President, whichever is earlier. The term shall commence at the relevant annual general meeting at which his or her appointment is confirmed under the above procedure.
- 28.16 If a new Vice-President has not been elected in accordance with the above procedure following a casual vacancy, the Council shall elect one of the Trustees to be Vice-President and the person so elected shall (subject to his or her remaining as Trustee) hold office until the next annual general meeting.

HONORARY SECRETARY

- 28.17 The Honorary Secretary shall be elected by the Council.
- 28.18 No person shall be eligible for election as Honorary Secretary unless he or she was appointed as an Elected Trustee within the last five years.
- 28.19 The Honorary Secretary shall be appointed for a term of three years (subject to his or her remaining as a Trustee).
- 28.20 The Honorary Secretary may be reappointed at the end of their term provided that any person that has served for two consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office.
- 28.21 The Council may from time to time appoint an assistant or deputy secretary who may act as Honorary Secretary if there is no Honorary Secretary or the Honorary Secretary is incapable of acting.

HONORARY TREASURER

- 28.22 The Honorary Treasurer shall be elected by the Council.
- 28.23 No person shall be eligible for election as Honorary Treasurer unless he or she was appointed as an Elected Trustee within the last five years.
- 28.24 The Honorary Treasurer shall be appointed for a term of three years (subject to his or her remaining as a Trustee).
- 28.25 The Honorary Treasurer may be reappointed at the end of their term provided that any person that has served for two consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office.
- 28.26 The Council may from time to time appoint an assistant or deputy treasurer who may act as Honorary Treasurer if there is no Honorary Treasurer or the Honorary Treasurer is incapable of acting.

ELECTED TRUSTEES

- 28.27 No person (not being a retiring Elected Trustee nominated by the Council for re-election) shall be eligible to be an Elected Trustee at any general meeting of the Association unless within the prescribed time before the day appointed for the meeting there shall have been given to the Honorary Secretary notice in writing by such Members duly qualified in accordance with this Article 28 of their nomination(s) for election and also notice in writing signed by the person of his or her willingness to be elected.
- 28.28 Subject to Article 28.16 above, any person who is willing to act as an Elected Trustee, and who would not be disqualified from acting under the provisions of Article 29, may be appointed or elected as an Elected Trustee.
- 28.29 Nominations must be proposed and seconded by two Full Members or one Full Member and one Interspecialty Member and received by the Honorary Secretary at least two months prior to an annual general meeting.

- 28.30 Nominations will be circulated with the agenda up to 28 Clear Days before the annual general meeting. If there are more nominations than vacancies voting papers will be circulated which must be returned to the Honorary Secretary at least four days before the annual general meeting.
- 28.31 Subject to the provisions of this Article 28, the Association may at an annual general meeting elect a person to be an Elected Trustee.
- 28.32 Subject to Article 27.2, the Association may from time to time in the general meeting increase or reduce the number of Elected Trustees and appointments necessary.
- 28.33 The Elected Trustees will be eligible for re-election at the end of their term.
- 28.34 Save as otherwise provided in these Articles the Elected Trustees shall hold office for a period of three years commencing on 1 January next following the annual general meeting at which they are elected. This period of office may be extended by the Council if considered to be in the best interests of the Association.

EX-OFFICIO TRUSTEES

- 28.35 The immediate past President shall continue to be a Trustee for a maximum term of two years following his or her retirement as President.

MINIMUM AGE

- 28.36 No person may be appointed as a Trustee unless he or she has reached the age of 16 years.

GENERAL

- 28.37 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at Council meetings.

29. DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 29.1 A Trustee shall cease to hold office if:
- 29.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
 - 29.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - 29.1.3 the Council reasonably believes he or she has become physically or mentally incapable of managing his or her own affairs and it resolve a that he or she be removed from office;
 - 29.1.4 notification in writing is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least five Trustees will remain in office when such resignation has taken effect);
 - 29.1.5 at a general meeting of the Association, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;

- 29.1.6 he or she ceases to be a Member; or
- 29.1.7 he or she is removed by majority vote at a Council meeting pursuant to Article 19.2.

HONORARY ADVISORS

30. HONORARY ADVISORS

- 30.1 The Council may from time to time elect one or more Honorary Advisor for the purposes of:
 - 30.1.1 undertaking a specific post; or
 - 30.1.2 providing specific advise or expertise to the Council on matters that the Trustees are not able or adequately qualified to decide without external assistance.
- 30.2 An Honorary Advisor need not be a Member, but if a Member can be from any category of membership.
- 30.3 No person shall be eligible to be an Honorary Advisor unless:
 - 30.3.1 he or she been nominated by an Elected Trustee;
 - 30.3.2 the Honorary Secretary has received notice in writing of the nomination at least seven days before a Council Meeting;
 - 30.3.3 the Trustees have been given notice of the nomination at least seven days before a Council Meeting; and
 - 30.3.4 the Council has elected the Honorary Advisor at a Council Meeting.
- 30.4 An Honorary Advisor may be invited to attend Council Meetings but shall not be entitled to vote or count towards quorum at the meeting.
- 30.5 An Honorary Advisor shall be appointed for a term of two years and may be re-appointed at the end of their term.

31. BAAPS SUPPORT CHAIR

- 31.1 The BAAPS Support Chair, as appointed via BAAPS Support (a separate organisation under company number: 11929337), is entitled to attend all Council Meetings arising during their term.
- 31.2 Subject to Article 31.3 below, the BAAPS Support Chair will be elected by the Council as an Honorary Advisor for the duration of their term as BAAPS Support Chair, and as an Honorary Advisor will not be entitled to vote or count towards quorum at Council Meetings.
- 31.3 In the event the individual holding the position of BAAPS Support Chair is already (or becomes) a Trustee within meaning of these Articles, Article 31.2 above shall not apply and that individual will be entitled to vote and count towards quorum at Council Meetings by virtue of their position as a Trustee.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

32. BECOMING A MEMBER

- 32.1 The Members shall be the subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership by the Council in accordance with the Articles.
- 32.2 The number of Members is unlimited.
- 32.3 With the exception of the subscribers to the Memorandum, no person may become a Member unless:
- 32.3.1 that person has applied for membership in a manner approved by the Council;
 - 32.3.2 that person has signed a written consent to become a Member; and
 - 32.3.3 the Council has unanimously approved the application. The Council may in its absolute discretion decline to accept any person as a Member and need not give reasons for so doing.
- 32.4 An applicant shall not be prevented from becoming a Member solely because of any previous period of membership of the Association.
- 32.5 The Council may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.
- 32.6 The Council may at their discretion levy subscriptions on Members at such rate or rates as they shall decide. The annual subscriptions for all and any Members shall be determined annually at the annual general meeting and are payable on 1 January every year. No partial refunds of annual subscriptions shall be made to Members who cease to be a Member part way through a membership year in respect of any unused months.
- 32.7 Subject to the terms of these Articles and the Companies Acts and other statutory requirements, a Member may be associated with or practise from an institution which advertises cosmetic surgery, provided that such advertisement complies with the regulations of the General Medical Council.

33. REGISTER OF MEMBERS

The names of the Members must be entered in the register of Members.

34. TERMINATION AND SUSPENSION OF MEMBERSHIP AND MEMBER BENEFITS

- 34.1 Membership is not transferable.

Termination

- 34.2 A Member shall cease to be a Member:

- 34.2.1 if the Member becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs, or dies;

- 34.2.2 if the Member has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 34.2.3 on the expiry of at least seven Clear Days' notice given by the Member to the Association of his or her intention to withdraw;
- 34.2.4 if the Member, other than an Honorary Member who is already retired, sends to the Association notice in writing of his NHS or equivalent retirement.

Suspension

- 34.3 If, by any reason of conduct, a Member is deemed by the Council to be unfit to continue as a Member, he or she may be suspended by a resolution passed by a three-fourths majority of the Trustees present and voting at a meeting of the Council:
 - 34.3.1 of which notice of 28 Clear Days showing its intention to propose such a resolution has been duly given to the Member; and
 - 34.3.2 at which such Member has been given reasonable opportunity of attending and being heard.
- 34.4 A suspension of membership imposed in accordance with Article 34.3 will continue until lifted by the unanimous decision of those Trustees present and entitled to vote at a Council meeting.
- 34.5 The Member shall be given notice of 28 Clear Days of the Council meeting at which his suspension is to be considered and shall be given a reasonable opportunity of attending and being heard.

Suspension of benefits

- 34.6 If any subscription (or other sum payable by the Member to the Association) that is 12 months in arrears remains unpaid seven days after a notice demanding payment has been served on the Member by the Association, such Member's benefits and privileges shall be suspended until payment of the arrears is made in full.
- 34.7 If a Member persistently fails to make audit returns, he or she shall be removed from the online member directory. Once the member has submitted the audit for the next year and paid their subscription, they will be reinstated on the member directory.

35. CATEGORIES OF MEMBERSHIP

- 35.1 Subject to Article 35.3, the Council may establish such different categories of membership as it thinks fit. The Council may, at its discretion, impose different subscriptions and confer different benefits on different membership categories and may, at its discretion, alter such benefits and subscriptions at any time.
- 35.2 There shall be the following different categories of membership:
 - 35.2.1 Full Members;
 - 35.2.2 Senior Members;
 - 35.2.3 Interspecialty Members;

- 35.2.4 Overseas Members;
 - 35.2.5 Honorary Members;
 - 35.2.6 Trainee Members;
 - 35.2.7 Provisional Members; and
 - 35.2.8 Nurse and Associate Members.
- 35.3 The Council may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights. In the event that Articles 35 – 43 are found to create class rights of members, any such purported class rights may be varied by special resolution of the Company (and the consent of the members of the individual class shall not be required).
- 36. FULL MEMBERS**
- 36.1 Any plastic surgeon appointed to and practising in a substantive plastic surgery consultant post in either the NHS or practising in the Republic of Ireland with a state medical appointment of equal status to a consultant in the NHS, by a properly constituted appointments committee and who has:
- 36.1.1 been entered on the Specialist Register for Plastic Surgery through one of the surgical colleges of the United Kingdom; or
 - 36.1.2 an equivalent qualification acceptable to the General Medical Council; or
 - 36.1.3 if not so accredited, has held a substantive plastic surgery consultant post in the NHS for two years and whose nomination is acquired by an accumulation of aesthetic plastic surgery training and experience approved by the Council,
- shall be eligible to become a Full Member.
- 36.2 Candidates for Full Membership shall be nominated:
- 36.2.1 in writing to the Council for membership by two Full Members, each from different units. The proposer and the seconder must personally attest to the candidate's skills in the field of aesthetic plastic surgery; or
 - 36.2.2 if the candidate is a Provisional Member, by following the process set out in Article 42.9.
- 36.3 The Council may resolve unanimously for a candidate it has duly approved to membership to be admitted immediately once such candidate's pro rata membership subscription fees have been paid; otherwise such candidate's membership shall commence on 1 January of the following year.
- 36.4 All candidates must be able to demonstrate an active involvement in aesthetic plastic surgery by way of presentation of a logbook of aesthetic surgical procedures carried out in the two years prior to nomination for Full Membership.
- 36.5 Full Members shall be entitled:
- 36.5.1 to receive notice of and to attend scientific and clinical meetings of the Association;

- 36.5.2 to have their names and addresses published on the Association's website (provided that annual audit returns are made to the Association);
 - 36.5.3 to receive notice of and to attend and vote (and appoint proxies to attend and vote) at all general meetings of the Association;
 - 36.5.4 to be Co-Opted or elected as a Trustee.
- 36.6 Only Full Members shall be entitled to vote at any meetings of the Association, save as otherwise provided in the Articles.
- 36.7 Full Members shall be bound to pay annual subscriptions in accordance with rates set out by the Council from time to time.

37. **SENIOR MEMBERS**

- 37.1 Retired surgeons or surgeons no longer in practice, who previously held the position of Full Members for a period of at least one year prior to their appointment, shall be eligible to become Senior Members.
- 37.2 Senior Members may be resident in the United Kingdom or elsewhere.
- 37.3 Candidates shall be nominated for Senior Membership by a Trustee and presented to the Council.
- 37.4 A nominee shall be admitted as a Senior Member if unanimously approved for such membership by the Trustees in a Council meeting.
- 37.5 Senior Members shall be entitled:
- 37.5.1 to receive notice of and to attend scientific and clinical meetings of the Association;
 - 37.5.2 to receive notice of and to attend (but not vote) at all general meetings of the Association;
 - 37.5.3 to be Co-Opted, but not elected, as a Trustee;
 - 37.5.4 to be elected as an Honorary Advisor.
- 37.6 Senior Members shall be bound to pay subscriptions in accordance with rates set down by the Council from time to time.

38. **INTERSPECIALTY MEMBERS**

- 38.1 Any practising specialist surgeon or practitioner in a substantive consultant post in the NHS or practising in the Republic of Ireland with a state medical appointment of equal status to a consultant in the NHS by a properly constituted appointments committee and who is certified by the Royal College of Surgeons' certification scheme in aesthetic surgery; and
- 38.1.1 has a C.C.T.; or
 - 38.1.2 can demonstrate an active involvement in aesthetic surgery by way of presentation of a log book of aesthetic procedures carried out in the two years prior to nomination; or

- 38.1.3 is of consultant status practising aesthetic surgery and a specialist in non-surgical specialities whom the Association wishes to honour on account of his special contributions to the Association and its meetings;
- shall be eligible to become an Interspecialty Member.
- 38.2 A candidate in relation to Articles 38.1.1 and 38.1.2 above must be nominated in writing to the Council for membership by one Full Member and one Interspecialty Member from their specialty each of whom personally attests to the candidate's skills and commitment to aesthetic surgery.
- 38.3 A candidate in relation to Article 38.1.3 above shall be nominated in writing to the Council for membership by a Trustee.
- 38.4 If the nomination of a candidate pursuant to Article 38.2 or 38.3 above is approved unanimously, the Council will make a recommendation for consideration for such membership at the next annual general meeting.
- 38.5 Interspecialty Members shall be elected at the annual general meeting by a two thirds majority of those Members present and entitled to vote.
- 38.6 Interspecialty Members shall be entitled:
- 38.6.1 to receive notice of and to attend scientific and clinical meetings of the Association;
 - 38.6.2 to have their names and addresses published on the Association website (provided that annual audit returns are made to the Association);
 - 38.6.3 to receive notice of and to attend (but not vote) at general meetings of the Association;
 - 38.6.4 to be Co-Opted, but not elected, as a Trustee.
- 38.7 Interspecialty Members shall be bound to pay annual subscription in accordance with rates set down by Council from time to time.

39. **OVERSEAS MEMBERS**

- 39.1 Surgeons of consultant status practising aesthetic surgery exclusively overseas (other than the United Kingdom and Republic of Ireland), who are members of their own national speciality associations shall be eligible to become Overseas Members.
- 39.2 Candidates for Overseas Membership shall be nominated in writing to the Council for membership by two Full Members each from different units. The candidate must be personally known to the proposer and the seconder.
- 39.3 If unanimously approved for membership by the Council, the Council will make a recommendation for consideration for such membership at the next annual general meeting.
- 39.4 Overseas Members shall be elected at the annual general meeting by a two thirds majority of those Members present and entitled to vote.

- 39.5 Overseas Members shall be entitled:
- 39.5.1 to receive notice of and to attend scientific and clinical meetings of the Association;
 - 39.5.2 to have their names and addresses published on the Association's website (provided that annual audit returns are made to the Association);
 - 39.5.3 to receive notice of and to attend (but not vote) at general meetings of the Association;
 - 39.5.4 to be Co-Opted, but not elected, as a Trustee.
 - 39.5.5 Overseas Members shall be bound to pay subscriptions in accordance with rates set down by the Council from time to time.

40. **HONORARY MEMBERS**

- 40.1 Practising or retired surgeons of consultant status, or other individuals whom the Association wishes to honour on account of their special contributions to the Association and its meetings, shall be eligible to become Honorary Members.
- 40.2 Honorary Members may be resident in the United Kingdom or elsewhere.
- 40.3 Candidates shall be nominated annually for Honorary Membership by a Trustee and presented to the Council.
- 40.4 A nominee shall be admitted as an Honorary Member if unanimously approved for such membership by the Trustees in a Council meeting.
- 40.5 Honorary Members shall be entitled:
 - 40.5.1 to receive notice of and to attend scientific and clinical meetings of the Association;
 - 40.5.2 to have their names only published on the Association's website;
 - 40.5.3 to receive notice of and attend (but not vote) at general meetings of the Association;
 - 40.5.4 to be Co-Opted, but not elected, as a Trustee.
- 40.6 Honorary Members shall pay no subscription.

41. **TRAINEE MEMBERS**

- 41.1 Any trainee who has been appointed to a specialist registrar post in plastic surgery in the United Kingdom or the Republic of Ireland, which is recognised by the Joint Committee on Higher Surgical Training, or its equivalent in the Republic of Ireland, shall be eligible to become a Trainee Member.
- 41.2 Candidates for Trainee Membership:
 - 41.2.1 shall be nominated in writing to the Council by a letter of support from his programme director or educational supervisor; and

- 41.2.2 must submit evidence that they are still a trainee; or
- 41.2.3 if by the time their nomination is considered they are no longer a trainee, the candidate must apply instead to become a Provisional Member.
- 41.3 If unanimously approved for membership by the Council, the Council will admit such candidate as a Trainee Member forthwith.
- 41.4 A Trainee Member may continue as such for the tenure of his training programme and for two years thereafter. If a Trainee Member has not converted to another type of membership within two years of completing their training programme, their membership shall be automatically terminated. Conversion to provisional, full or other membership may be considered under these Articles.
- 41.5 Trainee Members shall be entitled to:
 - 41.5.1 receive notice of scientific and clinical meetings of the Association; and
 - 41.5.2 receive notice of and to attend (but not vote) at general meetings of the Association.
- 41.6 Trainee Members are not eligible to be Co-Opted or elected as a Trustee.
- 41.7 Trainee Members shall pay annual subscriptions in accordance with rates set down by the Council from time to time.

42. **PROVISIONAL MEMBERS**

- 42.1 Any plastic surgeon primarily practising in the United Kingdom or the Republic of Ireland who is on the GMC Specialist Register for Plastic Surgery and who has gained a C.C.T. through one of the surgical colleges of the United Kingdom or of the Republic of Ireland (or equivalent) shall be eligible to become a Provisional Member.
- 42.2 Candidates for Provisional Membership shall:
 - 42.2.1 be nominated in writing to the Council by two Full Members, each from different units. The proposer and the seconder must personally confirm in writing the candidate's skills in the field of aesthetic plastic surgery; and
 - 42.2.2 have written agreement from a third Full Member who will mentor the candidate throughout their Provisional Membership ("Mentor").
- 42.3 The Mentor shall mentor the Provisional Member and will meet with the Provisional Member at least twice in every year while he or she is a Provisional Member,
- 42.4 If unanimously approved for Provisional Membership, the Council will make a recommendation for consideration for such membership at the next annual general meeting.
- 42.5 Provisional Members shall be elected at the annual general meeting by a two thirds majority of those Full Members present and entitled to vote.
- 42.6 Provisional Members shall be entitled to:
 - 42.6.1 pay annual subscriptions at a reduced rate as set down by the Council from time to time;

- 42.6.2 receive notice of scientific and clinical meetings of the Association; and
- 42.6.3 receive notice of and attend (but not vote) at general meetings of the Association.
- 42.7 Provisional Members shall not be entitled to have their names and addresses published on the Association's website and must always state in any correspondence relating to their membership that they are a Provisional Member;
- 42.8 Provisional Members are not eligible to be Co-Opted or elected as a Trustee.
- 42.9 If a person has been a Provisional Member for more than two years, they shall be entitled to apply to the Council to become a Full Member if:
 - 42.9.1 they can demonstrate an active involvement in aesthetic plastic surgery by way of presentation of a logbook of aesthetic surgical procedures carried out in the two years;
 - 42.9.2 a report has been provided by the Mentor; and
 - 42.9.3 they have been nominated by two Full Members who are not the Provisional Member's Mentor.
- 42.10 A person can be a Provisional Member for a maximum term of five years. If a Member has not become a Full Member within five years of becoming a Provisional Member, their membership shall be automatically terminated on the date of the five year anniversary of them becoming a Provisional Member.

43. NURSE AND ASSOCIATE MEMBERS

- 43.1 Any qualified nurse or associated professional (for example an ODP) working alongside a BAAPS Member in the field of aesthetic surgery shall be eligible to become a Nurse and Associate Member.
- 43.2 Candidates for Nurse and Associate Membership shall be nominated in writing to the Council by a letter of support from an existing BAAPS Member.
- 43.3 If unanimously approved for membership by the Council, the Council will admit such candidate as a Nurse and Associate Member forthwith.
- 43.4 Nurse and Associate Members shall be entitled to:
 - 43.4.1 receive notice of scientific and clinical meetings of the Association; and
 - 43.4.2 receive notice of and to attend (but not vote) at general meetings of the Association.
- 43.5 Nurse and Associate Members are not eligible to be Co-Opted or elected as a Trustee.
- 43.6 Nurse and Associate Members shall pay annual subscriptions in accordance with rates set down by the Council from time to time.

44. ANNUAL GENERAL MEETINGS

- 44.1 The Association must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass

between one annual general meeting and the next. It shall be held at such time and place as the Council thinks fit.

44.2 The annual scientific meeting may be on the same date.

45. **OTHER GENERAL MEETINGS**

45.1 The Council may call a general meeting at any time by notice approved by the Council to the Honorary Secretary.

45.2 If 15 Members (all of whom being eligible to vote at a general meeting) give notice to the Honorary Secretary of their wish to convene a general meeting the Honorary Secretary will convene such a meeting within 28 days of the notice.

45.3 The Council must call a general meeting if required to do so by the Members under the Companies Acts.

46. **LENGTH OF NOTICE**

46.1 All general meetings must be called by either:

46.1.1 at least 28 Clear Days' notice for an annual general meeting; or

46.1.2 at least 14 Clear Days' notice for any other general meeting; or

46.2 Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified herein, be deemed to have been duly called if it is so agreed:

46.2.1 in the case of any other meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and

46.2.2 in the case of any other meeting by a majority in a number of the Members having a right to attend and vote at the meeting being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.

46.3 Any Member who wishes to move a formal resolution shall give notice in writing to the Honorary Secretary and shall submit a copy of such resolution not less than 14 Clear Days before the date of the meeting, save as otherwise provided.

47. **CONTENTS OF NOTICE**

47.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

47.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

47.3 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a meeting of the Association.

47.4 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

48. **SERVICE OF NOTICE**

Notice of general meetings must be given to every Member, to the Council and to the auditors of the Association.

49. **QUORUM FOR GENERAL MEETINGS**

49.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

49.2 The quorum shall be 30 Full Members.

49.3 If a quorum is not present within half an hour from the time appointed for the meeting:

49.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

49.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), 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 those present and entitled to vote shall be a quorum.

49.4 In the case of a change to these Articles a quorum shall be a one third of the Full Members or thirty Full Members, whichever is greater.

50. **CHAIRING GENERAL MEETINGS**

50.1 The President, or in his or her absence some other Trustee nominated by the Council, shall preside as chair of every general meeting.

50.2 If neither the President nor any Trustee nominated in accordance with Article 50.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.

50.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of the Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 50.3.

51. **ATTENDANCE AND SPEAKING BY NON-MEMBERS**

The chair of the meeting may permit other persons who are not Members (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

52. **ADJOURNMENT**

52.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

52.1.1 the meeting consents to an adjournment; or

- 52.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 52.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 52.3 When adjourning a general meeting, the chair of the meeting must:
- 52.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council; and
- 52.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 52.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven Clear Days' notice of it:
- 52.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
- 52.4.2 containing the same information which such notice is required to contain.
- 52.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

53. SCIENTIFIC AND CLINICAL MEETINGS

- 53.1 Members shall be entitled to bring medical and nursing guests to clinical/scientific meetings of the Association and shall be responsible for any expenses incurred by and for such guests.
- 53.2 Members shall give due notice of their intention to bring medical and nursing guests to clinical/scientific meetings of the Association to the Honorary Secretary.
- 53.3 Clinical meetings shall be held generally at times and places to be decided by the Council.

VOTING AT GENERAL MEETINGS

54. VOTING: GENERAL

- 54.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 54.2 Every issue proposed at any general meeting will be decided if carried by a simple majority (within the meaning of section 282 of the 2006 Act), except where the Companies Acts or the Charities Act 2011 or any other provision of these Articles prescribes a different majority.
- 54.3 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 54.3.1 has or has not been passed; or
- 54.3.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 65 is also conclusive evidence of that fact without such proof.

55. VOTES

Votes on a show of hands

55.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

55.1.1 each Member that is entitled to a vote and is present in person; and

55.1.2 (subject to Article 60.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

55.2 Any objections to the qualifications of any voter must be raised at the meeting at which the vote is tendered, and the decision of the person who is chairing the meeting will be final.

Votes on a poll

55.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

55.3.1 every Member that is entitled to vote and is present in person; and

55.3.2 every Member present by proxy (subject to Article 60.3).

General

55.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

55.5 No Member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Association have been paid.

56. ERRORS AND DISPUTES

56.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

56.2 Any such objection must be referred to the chair of the meeting whose decision is final.

57. POLL VOTES

57.1 A poll on a resolution may be demanded:

57.1.1 in advance of the general meeting where it is to be put to the vote; or

- 57.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 57.2 A poll may be demanded by:
 - 57.2.1 the chair of the meeting;
 - 57.2.2 at least three Members present in person having the right to vote at the meeting;
- 57.3 A demand for a poll may be withdrawn if:
 - 57.3.1 the poll has not yet been taken; and
 - 57.3.2 the chair of the meetings consents to the withdrawal.
- 57.4 If the demand for a poll is withdrawn, the demand will not invalidate the result of a show of hands declared before the demand was made.

58. **PROCEDURE ON A POLL**

- 58.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 58.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 58.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 58.4 The results of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.

Timing

- 58.5 A poll on:
 - 58.5.1 the election of the chair of the meeting; or
 - 58.5.2 a question of adjournment;must be taken immediately.
- 58.6 Other polls must be taken within 30 days of their being demanded.
- 58.7 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Notice

- 58.8 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.

58.9 In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

59. PROXIES

Power to appoint

59.1 A Member that is entitled to vote is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

59.2 The appointment of a proxy is deemed to confer authority to demand, or join in demanding, a poll.

59.3 Nothing in this Article 59 permits the appointment of a proxy by a Member who, at any material time, is not entitled to exercise a vote as a Member.

Manner of appointment

59.4 Subject to the Companies Act 2006, the appointment of a proxy is to be in any form which is usual or which the Council may approve.

59.5 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

59.6 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

59.7 Unless a Proxy Notice indicates otherwise, it must be treated as:

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

59.7.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

60. DELIVERY OF PROXY NOTICES

60.1 The Proxy Notification Address in relation to any general meeting is:

60.1.1 the registered office of the Association; or

60.1.2 any other Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

60.1.3 any electronic Address falling within the scope of Article 60.2.

60.2 If the Association gives an electronic Address:

60.2.1 in a notice calling a meeting;

60.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

60.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 60.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

60.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

60.4 Subject to Articles 60.5 and 60.6, a Proxy Notice must be lodged with the Honorary Secretary at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

60.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

60.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

60.6.1 received in accordance with Article 60.4; or

60.6.2 given to the chair, Honorary Secretary or any Trustee at the meeting at which the poll was demanded.

Interpretation

60.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 60.

Revocation

60.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

60.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

60.9.1 the start of the meeting or adjourned meeting to which it relates; or

60.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

60.10 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 appointor's behalf.

61. AMENDMENTS TO RESOLUTIONS

61.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

61.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

61.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

61.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

61.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

61.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

61.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

62. WRITTEN RESOLUTIONS

General

62.1 Subject to this Article 62 a written resolution agreed by:

62.1.1 Members representing a simple majority; or

62.1.2 (in the case of a special resolution) Members representing not less than 75%;
of the total voting rights of eligible members shall be effective.

62.2 On a written resolution each Member shall have one vote, provided that no Member shall be entitled to vote on a written resolution unless all monies presently payable by him, her or it to the Company have been paid.

62.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

62.4 A Members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 62.5 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 62.6 In relation to a resolution proposed as a written resolution of the Association the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 62.7 The required majority of eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

Signifying agreement

- 62.8 A Member signifies his or her agreement to a proposed written resolution when the Association receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 62.8.1 identifying the resolution to which it relates; and
 - 62.8.2 indicating the Member's agreement to the resolution.
- 62.9 For the purposes of Article 62.8:
- 62.9.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 62.9.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - 62.9.2.1 the identity of the sender is confirmed in a manner specified by the Association; or
 - 62.9.2.2 where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.
- 62.10 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

63. COMMUNICATIONS BY THE ASSOCIATION

Methods of communication

- 63.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:
- 63.1.1 in Hard Copy Form;
 - 63.1.2 in Electronic Form; or

- 63.1.3 by making it available on a website.
- 63.2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Council may decide what agreement (if any) is required from the recipient.
- 63.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 63.4 A Member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 63.5 Where any Document or information is sent or supplied by the Association to the members:
- 63.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 63.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 63.5.3 where it is delivered personally, when so delivered;
- 63.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 63.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:
- 63.7.1 if the Document or information has been sent to a Member or Trustee and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the Member's or Trustee's postal address as shown in the Association's register of Members or Trustees, but may in its discretion choose to do so;
- 63.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and
- 63.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 63.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.
- 63.9 Notices of general meetings need not be sent to a Member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a Member for whom the Association does not have a current Address.

64. COMMUNICATIONS TO THE ASSOCIATION

The provisions of the Companies Acts shall apply to communications to the Association.

65. IRREGULARITIES

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

66. MINUTES

- 66.1 The Council must cause minutes to be made:

66.1.1 of all appointments of officers made by the Council;

66.1.2 of all resolutions of the Association and of the Council (including, without limitation, decisions of the Council made without a meeting); and

66.1.3 of all proceedings at meetings of the Association and of the Council, and of committees of the Council, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Council meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee, be sufficient evidence of the proceedings.

- 66.2 The Honorary Secretary shall be responsible for the organisation of and shall keep the minutes of all scientific and general and other meetings of the Association and the Council at the direction of the Council.

67. RECORDS AND ACCOUNTS

- 67.1 The Council shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

67.1.1 annual reports;

67.1.2 annual returns; and

67.1.3 annual statements of account.

67.2 Except as provided by law or authorised by the Council or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member.

67.3 The Association's financial year shall end on 31 December or such other date as defined in the general meeting.

68. EXCLUSION OF MODEL ARTICLES

The relevant model Articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

69. WINDING UP

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by the virtue of Article 4 hereof such institution or institutions to be determined by the Members at or before the time of dissolution and if and so far as effect cannot be given to this provision then to same other charitable object.

SCHEDULE 1

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
“2006 Act”	shall mean the Companies Act 2006;
“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
“Articles”	the Association’s Articles of association;
“Association”	The British Association of Aesthetic Plastic Surgeons;
“C.C.T.”	means a Certificate of Completion of Training;
“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
“Co-Opt” and “Co-Opted”	the process by which a Member is elected as a Trustee by the unanimous decision of the Council outside of the usual process and timing of election at general meetings in order to fill a vacancy or fulfil a specific purpose;
“Council”	the Trustees of the Association;
“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
“Elected Trustees”	has the meaning given in Articles 28.27 – 28.34.
“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
“Full Member”	has the meaning given in Article 36;

“General Medical Council”	the General Medical Council in force from time to time.
“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
“Honorary Advisor”	has the meaning given in Article 30;
“Honorary Member”	has the meaning given in Article 40;
“Honorary Secretary”	has the meaning given in Article 10;
“Honorary Treasurer”	has the meaning given in Article 11;
“Interspecialty Member”	has the meaning given in Article 38;
“Members” the persons	who are members of the Association from time to time;
“Month”	calendar month;
“NHS”	any or all of the National Health Service for England, Wales, Scotland and/or Northern Ireland;
“ Nurse and Associate Member”	has the meaning given in Article 43;
“Office”	the registered office of the Association;
“Overseas Member”	has the meaning given in Article 39;
“President”	has the meaning given in Articles 9 and 28;
“Provisional Member”	has the meaning given in Article 42;
“Proxy Notice”	has the meaning given in Article 59;
“Proxy Notification Address”	has the meaning given in Article 60;
“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
“Relevant Officer”	means any Trustee or former Trustee of the Association and any employee or former employee of the Association (but not its auditors);
“Senior Member”	has the meaning given in Article 37;
“Trainee Member”	has the meaning given in Article 41;
“Trustee”	a director of the Association, and includes any person occupying the position of director, by whatever name called;

“United Kingdom”	Great Britain and Northern Ireland; and
“Vice-President”	has the meaning given in Articles 9 and 28;
“Writing”	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.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.