

ARTICLES OF ASSOCIATION
OF
INSTITUTE OF MEDICAL ETHICS

Companies Acts 1948 to 2006

Company Limited by Guarantee

Established for charitable purposes

Company registered in England number 985158

Incorporated 21 July 1970

Registered charity number 261876

REVISED ARTICLES EFFECTIVE FROM XXXXX

*(Conditionally adopted at an Extraordinary General Meeting on 18 June 2016, subject to
Charity Commission Approval)*

*Note: Words and phrases which are defined at the end of the Articles
(Article 14) appear in **bold** where first used.*

Based on a model prepared by:

The Kubernesis Partnership LLP – *Charity Consultants*
York – www.kubernesis.co.uk

Adapted from the Charity Law Association model 3rd edn

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ARTICLES OF ASSOCIATION OF INSTITUTE OF MEDICAL ETHICS

1. Objects

The Objects of the Charity are:

- a. To advance for the benefit of the public the education of medical practitioners and medical students in the United Kingdom in the impartial understanding and practice of medical and healthcare ethics and law and in the integration of these disciplines into clinical practice.
- b. This provision may be amended by **special resolution** but only with the prior written consent of the **Commission**.
- c. Nothing in these articles shall authorise any application of funds of the charity except for purposes which are charitable both under the laws of England and Wales and of Scotland.

2. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

- a. to organise conferences, lectures, symposia;
- b. to publish journals, newsletters, teaching materials, websites, and similar resources;
- c. to provide advice or information;
- d. to provide grants and awards to individuals and groups for the study and understanding of medical and healthcare ethics and law;
- e. to carry out research;
- f. to co-operate with other bodies;
- g. to support, administer or set up other charities;
- h. to accept gifts and to raise funds (but not by means of **taxable trading**);
- i. to borrow money;
- j. to give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**);
- k. to acquire or hire property of any kind;

- l. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- m. to set aside funds for special purposes or as reserves against future expenditure;
- n. to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification);
- o. to arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required;
- q. to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- r. subject to **Article 8(b)**, to employ paid or unpaid agents, staff or advisers;
- s. to enter into contracts to provide services to or on behalf of other bodies;
- t. to establish or acquire subsidiary companies;
- u. to do anything else within the law which promotes or helps to promote the Objects.

3. Membership

- a. The Charity must maintain a register of Members.
- b. Membership is open to any person interested in furthering the Objects and who meets at least one of the following criteria:
 - i. A person who is registered with the General Medical Council, the Nursing and Midwifery Council or registrants of any other UK health and social care regulator;
 - ii. A person conducting teaching or research in Medical Ethics, Medical Law or Medical Humanities in a UK Higher Education Institution;
 - iii. A person who has retired from either of (i) or (ii) above; or
 - iv. Any other person or group approved by the Trustees with relevant expertise.
- c. Membership is terminated if the member concerned:

- i. gives written notice of resignation to the Charity; or
 - ii. dies; or
 - iii. is more than one month in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
 - iv. is removed from membership by a majority decision of the Chair, Secretary and Treasurer on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. They may only reach such a decision after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.
- d. In the event of a decision made in accordance with Article 3(c)(iv) the member concerned has a right to appeal to the Trustees who must meet within 21 days of the appeal being lodged.
- e. In the event of a successful appeal the person shall be reinstated as a Member from the date of the relevant Trustees meeting. However, a Member who was a Trustee at the time of being removed as a Member does not resume his/her Trustee position unless the Trustees resolve to co-opt the Member back as a Trustee under the provisions of Article 5(g).
- f. Membership of the Charity is not transferable.
- g. The form and the procedure for applying for Membership is prescribed by the Trustees.
- h. A Member may be designated by the Trustees as a **Fellow** in accordance with Article 7(c). Such designation does not affect his or her rights and obligations as a Member.
- i. The Trustees may create other categories of non-voting membership: such persons will not be members of the Charity within the terms of these Articles but may attend General Meetings.

4. General Meetings

- a. Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).
- b. General meetings are called on at least 14 and not more than 42 clear days' written notice indicating the business to be discussed and (if a special

resolution is to be proposed) at least 28 clear days' written notice setting out the terms of the proposed special resolution.

- c. There is a quorum at a general meeting if the number of Members present in person or by proxy is at least ten or 10% of the Members, whichever is the fewer.
- d. The Chair of Trustees or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Members present presides at each meeting.
- e. Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.
- f. Every Member present in person or by proxy has one vote on each issue.
- g. Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- h. The Charity must hold an AGM in every year.
- i. Members must annually at the AGM:
 - i. receive the accounts of the Charity for the previous financial year;
 - ii. receive a written report on the Charity's activities;
 - iii. be informed of the retirement of those Trustees who wish to retire or who are retiring because their term of office has ended;
 - iv. elect Trustees to fill the vacancies arising;
 - v. appoint an independent examiner or auditor for the Charity;
- j. Members may also from time to time:
 - i. appoint any person (with his/her consent) to be the Honorary President of the Charity for a period not exceeding five years. The Honorary President need not be a member of the Charity. The Honorary President may be appointed for further periods not exceeding five years.
 - ii. appoint any person (with his/her consent) to be an Honorary Vice-President of the Charity for a period not exceeding five years. Such Honorary Vice-Presidents need not be members of the Charity. Honorary Vice-Presidents may be appointed for further periods not exceeding five years.
 - iii. discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- k. A general meeting may be called by the Trustees at any time and must be called within 28 days of a written request from at least 10% of the Membership

or (where no general meeting has been held within the last year) at least 5% of the Membership.

- I. A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

5. The Trustees

- a. The Trustees as charity trustees have control of the Charity and its property and funds.
- b. The Trustees when complete consist of at least five and not more than 15 persons who being individuals are over the age of 18, all of whom must support the Objects.
- c. A Trustee may not act as a Trustee unless he/she
 - i. is a Member; and
 - ii. has signed a written declaration of willingness to act as a charity trustee of the Charity.
- d. A Trustee will serve a term of office of five years and may serve two consecutive terms. A Trustee who has served two terms of office cannot be re-elected for at least 10 months.
 - i. As a transitional arrangement the initial term of office will be 5 years for one group of 5 trustees, 6 years for another group of 5 trustees and 7 years for a third group of 5 trustees. For existing trustees the start date for the first term of office will be the amendment date for these articles
- e. A Trustee's term of office as such automatically terminates if he/she:
 - i. ceases to be a member;
 - ii. reaches the end of their term of office
 - iii. is disqualified under the Charities Act from acting as a charity trustee;
 - iv. is incapable, whether mentally or physically, of managing his/her own affairs;
 - v. is absent from three consecutive meetings, or more than 50% in a 2 year period, of the Trustees and is asked by a majority of the other Trustees to resign;
 - vi. resigns by written notice to the Trustees (but only if at least five Trustees will remain in office); or
 - vii. is removed by the Members voting at a general meeting.

- f. The Trustees may at any time co-opt any individual who is eligible under Article 5(c) as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 5(b)) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- g. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- h. The Honorary President and Vice-President(s) appointed under Article 4(j) do not become Trustees by virtue of their appointment. However, the Honorary President and Vice-President(s) are not precluded from becoming Trustees. The Trustees may invite such persons to attend Trustees' meetings as observers

6. Trustees' proceedings

- a. The Trustees must hold at least two meetings each year.
- b. Trustees' meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed.
- c. A quorum at a meeting of the Trustees is five Trustees or one half of the Trustees if greater.
- d. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- e. The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- f. Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- g. Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
- h. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

7. Trustees' powers

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- a. To annually appoint from their number persons to take on the offices of Chair, Secretary and Treasurer and such other offices as may be needed, and to remove Trustees from these offices, provided that:
 - i. the offices of Chair, Secretary and Treasurer shall always be filled and
 - ii. no one is appointed to the offices of Chair, Secretary or Treasurer for more than 10 consecutive years
- b. To appoint (and remove) any person (who may be a Trustee) to act as Company Secretary in accordance with the Companies Act. The office of Company Secretary is distinct from office of Secretary in Article 7(a) although the two offices may be held by the same person if the Trustees so decide.
- c. To make regulations under which a Member may be designated a Fellow of the Institute and to admit Members to the status of "Fellow" in accordance with those regulations.
- d. To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees;
- e. To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings;
- f. To make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- g. To make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal;
- h. To establish procedures to assist the resolution of disputes or differences within the Charity;
- i. To exercise in their capacity as Trustees any powers of the Charity which are not reserved to the Members; and
- j. To set subscription rates for Members.

8. Benefits and Conflicts

- a. The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
 - i. Members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied; and, subject to compliance with Article 8(d):

- ii. Members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
 - iii. Members, Trustees and Connected Persons may receive charitable benefits on the same terms as any other members of the beneficial class.
- b. A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except:
 - i. as mentioned in Article 8(a);
 - ii. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - iii. the benefit of indemnity insurance as permitted by the Charities Act;
 - iv. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - v. where permitted by section 185 of the Charities Act 2011 and in accordance with the provisions of that section; and in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and, where required by the Companies Act, the approval or affirmation of the Members).
- c. Subject to Article 8(d), any Trustee who becomes a Conflicted Trustee in relation to any matter must:
 - i. declare the nature and extent of his or her interest before discussion begins on the matter;
 - ii. withdraw from the meeting for that item after providing any information requested by the Trustees;
 - iii. not be counted in the quorum for that part of the meeting; and
 - iv. be absent during the vote and have no vote on the matter.
- d. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
 - i. continue to participate in discussions leading to the making of a decision and/or to vote, or
 - ii. disclose to a third party information confidential to the Charity, or

- iii. take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity or
 - iv. refrain from taking any step required to remove the conflict.
- e. This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

9. Records and Accounts

- a. The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
 - i. annual returns;
 - ii. annual reports; and
 - iii. annual statements of account.
- b. The Trustees must also keep records of:
 - i. all proceedings at meetings of the Trustees;
 - ii. all resolutions in writing;
 - iii. all reports of committees; and
 - iv. all professional advice obtained.
- c. Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.
- d. A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

10. Limited Liability

The liability of Members is limited.

11. Guarantee

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards

- a. payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member;
- b. payment of the costs, charges and expenses of winding up; and

- c. the adjustment of rights of contributors among themselves.

12. Communications

- a. Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:
 - i. by hand;
 - ii. by post;
 - iii. by e-mail (if the Member or Trustee has provided the Charity with an e-mail address and indicated his or her willingness to receive notices by e-mail);
 - iv. through publication in any newsletter produced by the Charity which is sent directly to all members by any of means (i) to (iii).
- b. The only address at which a Member is entitled to receive notices sent by post is an address in the UK shown in the register of Members.
- c. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - i. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - ii. two clear days after being sent by first class post to that address;
 - iii. five clear days after being sent by second class or overseas post to that address;
 - iv. immediately on being handed to the recipient personally; or, if earlier,
 - v. as soon as the recipient acknowledges actual receipt.
- d. A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13. Dissolution

- a. If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:
 - i. by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - ii. directly for the Objects or for charitable purposes which are within or similar to the Objects;
 - iii. in such other manner consistent with charitable status as the Commission approves in writing in advance.
- b. A final report and statement of account must be sent to the Commission.

- c. This provision may be amended by special resolution but only with the prior written consent of the Commission.

14. Interpretation

- a. The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.
- b. In the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘the Articles’ means the Charity’s Articles of Association and ‘Article’ refers to a particular Article;

‘Chair’ means the Trustee chosen to chair meetings of Trustees;

‘the Charity’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Act 2011;

‘charity trustee’ has the meaning prescribed by the Charities Act;

‘clear day’ does not include the day on which notice is given or the day of the meeting or other event;

‘the Commission’ means the Charity Commission for England and Wales or any body which replaces it;

‘the Companies Act’ means the Companies Act 2006;

‘Conflicted Trustee’ means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

‘Connected Person’ means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights;

‘constitution’ means the Memorandum and the Articles and any special resolutions relating to them;

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘electronic means’ refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

‘fellow’ means a member who has been designated a fellow of the Institute in accordance with Article 7(c)

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Charity’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ has the meaning prescribed by the Charities Act

‘material benefit’ means a benefit, direct or indirect, which may not be financial but has a monetary value;

‘Member’ and ‘Membership’ refer to company Membership of the Charity;

‘month’ means calendar month;

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

‘ordinary resolution’ means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power;

‘the Objects’ means the Objects of the Charity as defined in Article 1;

‘Resolution in writing’ means a written resolution of the Trustees;

‘special resolution’ means a resolution of which at least 14 days’ notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power;

‘taxable trading’ means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors;

'written' or 'in writing' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year.

- c. Expressions not otherwise defined which are defined in the Companies Act have the same meaning.
- d. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.