

THE COMPANIES ACTS 1985 AND 2006

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

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

FACULTY OF PHARMACEUTICAL MEDICINE

OF THE ROYAL COLLEGES OF PHYSICIANS OF THE UNITED KINGDOM

Incorporated – 6th April 2009

Registered in England and Wales as a Company (6870644) and a Charity (1130573)

The Companies Acts 1985 and 2006

**Company Limited by Guarantee
And Not Having a Share Capital**

**MEMORANDUM OF ASSOCIATION OF
FACULTY OF PHARMACEUTICAL MEDICINE
OF THE ROYAL COLLEGES OF PHYSICIANS OF THE UNITED KINGDOM**

1 Name

The name of the company is The Faculty of Pharmaceutical Medicine of the Royal Colleges of Physicians of the United Kingdom (hereinafter called “the **Faculty**”).

2 Registered Office

The registered office of the Faculty is to be in England and Wales.

3 Objects

The **Objects** are:-

- 3.1 to promote the science of pharmaceutical medicine.
- 3.2 to develop and maintain competence, ethical integrity and high professional standards in the practice of pharmaceutical medicine.
- 3.3 to advance knowledge in pharmaceutical medicine.

4 Powers

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

- 4.1 To promote training and research in pharmaceutical medicine.
- 4.2 To conduct examinations and award certificates and diplomas.
- 4.3 To establish lectures in pharmaceutical medicine and award prizes and scholarships.
- 4.4 To disseminate information on pharmaceutical medicine and to hold meetings and courses and produce publications.

- 4.5 To advise the Royal Colleges of Physicians of Edinburgh, Glasgow and London (“the Colleges”) on all matters concerning pharmaceutical medicine.
- 4.6 To represent the specialty of pharmaceutical medicine on appropriate councils and committees for postgraduate medical education.
- 4.7 To maintain recognition as the body responsible for pharmaceutical medicine under any scheme or schemes for specialist registration and/or certification; provided always that any benefit obtained by members of the Faculty as a result of such recognition should be compatible with the achievement of the charitable objects of the Colleges.
- 4.8 To provide a focus for other registered medical doctors working in pharmaceutical medicine who are not eligible for membership of the Faculty and to liaise with any other body interested in pharmaceutical medicine.
- 4.9 To promote international communication and co-operation in the field of pharmaceutical medicine.
- 4.10 To act as an authoritative body for the purpose of consultation in matters concerning pharmaceutical medicine.
- 4.11 To support, administer or set up other bodies set up with exclusively charitable purposes.
- 4.12 To raise funds (but not by means of **taxable trading**).
- 4.13 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Acts**).
- 4.14 To acquire or hire property of any kind.
- 4.15 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Acts).
- 4.16 To make grants or loans of money and to give guarantees.
- 4.17 To set aside funds for special purposes or as reserves against future expenditure.
- 4.18 To deposit or invest in 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).

- 4.19 To delegate the management of investments to a financial expert, but only on terms that:
- 4.19.1 the investment policy is set down **in writing** for the financial expert by the Trustees;
 - 4.19.2 every transaction is reported regularly to the Trustees;
 - 4.19.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.19.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.19.5 the investment policy and the delegation arrangement are reviewed at least once a **year**;
 - 4.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.19.7 the financial expert must not do anything outside the powers of the Trustees.
- 4.20 To arrange for investments or other property of the Faculty to be held in the name of a **nominee company** acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 4.21 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as **custodian**, and to pay any reasonable fee required.
- 4.22 To insure the property of the Faculty against any foreseeable risk and take out other insurance policies to protect the Faculty when required.
- 4.23 To pay for **indemnity insurance** for the Trustees.
- 4.24 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.25 To enter into contracts to provide services to or on behalf of other bodies.
- 4.26 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 4.27 To pay the costs of forming the Charity.
- 4.28 To do anything else within the law which promotes or helps to promote the Objects.

5 Benefits to Membership and Trustees

- 5.1 The property and funds of the Faculty must be used only for promoting the Objects and do not belong to the **membership** but:
- 5.1.1 those of the membership who are not Trustees may be employed by or enter into contracts with the Faculty and receive reasonable payment for goods or services supplied;
 - 5.1.2 the membership (including Trustees) may be paid interest at a reasonable rate on money lent to the Faculty;
 - 5.1.3 the membership (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Faculty.
- 5.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Faculty except:
- 5.2.1 as mentioned in clauses 4.23 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent) or 5.3 (contractual payments);
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Faculty;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Faculty (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the **written** approval of the **Commission** in advance).
- 5.3 A Trustee may not be an employee of the Faculty, but a Trustee or a **connected person** may enter into a contract with the Faculty to supply goods or services in return for a payment or other material benefit if:
- 5.3.1 the goods or services are actually required by the Faculty;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one half of the Trustees are interested in such a contract in any **financial year**.

- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
- 5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 be absent during the vote and have no vote on the matter.
- 5.5 No part of Clause 5 may be amended without the written consent of the Commission in advance.

6 Limited Liability

The liability of the membership is limited and no liability falls on any of the membership beyond that set out in Clause 7.

7 Guarantee

Each of the membership promises, if the Faculty is dissolved while he or she remains within the **voting membership** or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Faculty while he or she was within the voting membership.

8 Amendment

The Memorandum may be amended in accordance with the provisions set out in the **Companies Act**.

9 Dissolution

- 9.1 If the Faculty is dissolved, the assets (if any) remaining after provision has been made for all its liabilities shall be given or transferred to the Colleges in equal shares for their charitable purposes
- 9.2 If at such time as the Faculty is dissolved none of the Colleges exists or if none of the Colleges is established for purposes which are exclusively charitable then the assets (if any) remaining after provision has been made for the Faculty's liabilities must be

applied directly for the Objects or for charitable purposes which are within or similar to the Objects

9.3 A final report and statement of account must be sent to the Commission.

10 Interpretation

10.1 Words and expressions defined in the **Articles** have the same meanings in the **Memorandum**.

10.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

10.3 In this Memorandum “charitable” means charitable in accordance with the law of England and Wales, provided that it will not include any purpose which is not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or any legislation defining a charitable purpose for the purposes of the law of Northern Ireland.

We wish to be formed into a company under this Memorandum of Association:

The Companies Acts 1985 and 2006

Company Limited by Guarantee

And Not Having a Share Capital

ARTICLES OF ASSOCIATION OF

FACULTY OF PHARMACEUTICAL MEDICINE

OF THE ROYAL COLLEGES OF PHYSICIANS OF THE UNITED KINGDOM

1 Membership

1.1 The Faculty must maintain a register of **membership**.

1.2 The first membership shall comprise the subscribers to the Memorandum and as from the date of registration of the Faculty as a charity those persons who comprise the membership of the **Unincorporated Faculty**.

1.3 The classes of membership of the Faculty shall be Fellows, Members, Associates, Affiliates, Honorary Fellows, Honorary Members, Members by Distinction and Fellows by Distinction and such other classes as the Trustees shall from time to time determine. Fellows and Members by Distinction shall have the same entitlements, privileges and duties as Fellows and Members respectively under the Articles and the Regulations.

1.4 Fellows and Members (but not Honorary Fellows (except where specifically authorised in individual cases by the Trustees) and Honorary Members) and Members and Fellows by Distinction shall be entitled to vote at General Meetings of the Faculty and to vote at elections for and be elected or appointed to the Board of Trustees of the Faculty. Other classes of membership may have the right to vote at the discretion of the Board of Trustees and may be eligible for appointment to the Board.

1.5 The Trustees at their discretion may establish other classes of membership, prescribe their respective privileges and duties and set the amounts for any subscriptions examination fees or other fees.

- 1.6 The manner in which members of whatever category of membership shall be proposed, appointed or elected with or without examination and the provisions as to subscriptions and fees shall be as determined by the Trustees from time to time and set out in Regulations as provided for in Article 6.2.
- 1.7 Each person before his or her admission to the membership shall subscribe his or her name in writing to the following declaration:
- “I hereby consent to being admitted to membership of the Faculty and faithfully promise to abide by the Articles of Association of the Faculty and the Laws, Bye-Laws, Statutes and Regulations of the Colleges as they apply to members of the Faculty to Pharmaceutical Medicine.”
- 1.8 Each person admitted to Fellowship or Membership in accordance with these Articles shall be entitled to an appropriate form of certification and so long as his/her name is entered on the list of Fellows or Members may describe himself/herself as a Fellow or Member of the Faculty of Pharmaceutical Medicine and as a privilege may use the designation FFPM or MFPM as appropriate. Certification of other classes of membership will be as determined by the Trustees.
- 1.9 Membership is terminated if the individual concerned:
- 1.9.1 gives **written** notice of resignation to the Faculty;
- 1.9.2 dies;
- 1.9.3 is more than **twelve** months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
- 1.9.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the individual’s continued membership is harmful to the Faculty. The Trustees may only pass such a resolution after notifying the individual in writing and considering the matter in the light of any written representations which the individual concerned puts forward within 14 **clear days** after receiving notice.
- 1.10 Membership of the Faculty is not transferable.

2 General Meetings

- 2.1 All those within the membership shall be entitled to attend general meetings (but only those within the voting membership shall have the right to vote). General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.
- 2.2 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or business transacted at any meeting.
- 2.3 There is a quorum at a general meeting if there are at least twenty (20) within the voting membership present in person or by proxy.
- 2.4 If within half-an-hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened at the request of the voting membership, shall be dissolved. In any other case it shall stand adjourned until another time, date and place to be determined by the Trustees and if at such adjourned meeting a quorum is not present within half-an-hour of the time appointed for holding the meeting the voting membership present shall be a quorum.
- 2.5 The President or (if the President is unable or unwilling to do so) the Vice-President or failing him or her some other Trustee who is also a Fellow or Member elected by those of the voting membership present at the meeting presides at a general meeting.
- 2.6 The chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for one month or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid the membership shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 2.7 A resolution put to the vote of a general meeting shall be decided on a show of hands of the voting membership unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:-
 - 2.7.1 by the chairman of the meeting; or

- 2.7.2 by at least five (5) of the voting membership having the right to vote on the resolution; or
- 2.7.3 by voting membership representing not less than one tenth of the total voting rights of all the voting membership having the right to vote on the resolution
- and a demand by a person as a proxy for a voting member shall be the same as a demand by the voting member.
- 2.8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 2.9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 2.10 A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 2.11 In the case of an equality of votes, the chairman of the Meeting shall not have a second or casting vote.
- 2.12 A written resolution for which agreement is signified by a simple majority of those within the voting membership in the case of an ordinary resolution and by at least seventy five per cent of the voting membership in the case of a special resolution is as valid as a resolution actually passed at a general meeting provided that a copy of the resolution is sent to all the voting membership. A proposed written resolution shall lapse if it is not passed before the end of 28 days beginning with the circulation date of the resolution. Save as set out in this Article the provisions of the Companies Act shall apply to written resolutions.
- 2.13 If thought fit by the Trustees or, if required by the voting membership in accordance with the Companies Act, the Faculty shall hold an **AGM** at such time and place as

may be determined by the Trustees and shall specify the meeting as such in the meeting calling it.

2.14 At an AGM the members:

2.14.1 receive the accounts of the Faculty for the previous **financial year**;

2.14.2 receive the Trustees' report on the Faculty's activities since the previous AGM;

2.14.3 receive notification of the names of those persons elected or appointed as Trustee

2.14.4 appoint auditors for the Faculty; and

2.14.5 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

2.15 Any general meeting which is not an AGM is an **EGM**.

2.16 An EGM may be called at any time by the Trustees and, if required by the voting membership in accordance with the Companies Act, must be called by the Trustees in accordance with that Act.

3 Votes of Members

3.1 At a general meeting on a show of hands every person in voting membership present in person or by proxy shall have one vote, except that such a person who is also acting as a proxy for other(s) in the voting membership shall be entitled to exercise additional votes(s) on behalf of those other(s) in the voting membership and on a poll every person in the membership present in person or by proxy shall have one vote.

3.2 No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

3.3 The appointment of a proxy shall be in the form prescribed in the Regulations signed by the appointor or his duly authorised attorney or authenticated in such manner as the Trustees may determine. If a proxy appointment is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the executing person to execute it on the appointor's behalf.

The appointment shall be delivered to the Faculty in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.

3.4 A member who is entitled to attend, speak and vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Faculty by or on behalf of that member. If such a member attends the general meeting in person his proxy appointment shall be automatically terminated.

3.5 An appointment of a proxy may be revoked by delivering to the Faculty a notice given by or on behalf of the person by whom or on whose behalf the appointment of proxy was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

4 The Trustees

4.1 The Trustees as **charity trustees** have control of the Faculty and its property and funds and have responsibilities both as company directors and as Faculty trustees.

4.2 The Trustees when complete shall consist of fourteen (14) individuals (not including any individuals who may be co-opted as provided in Article 4.8) comprising the President, who shall be Chairman, the Vice-President, the Treasurer, the Registrar, the Presidents of the Colleges or their nominees who must in each case be a medically qualified Fellow of the College but need not be within the membership of the Faculty, together with five (5) other individuals within the membership (but not Honorary Membership) of the Faculty of whom at the time of their appointment or election not fewer than two (2) shall be Fellows and not fewer than two (2) shall be Members and two (2) lay Trustees who will not be within the membership or formerly within the membership of the Faculty and one at least of whom will not be medically qualified.

4.3 The first Trustees shall be those persons who at the date of the registration of the Faculty as a charity comprise the Board of the Unincorporated Faculty (except as otherwise provided in the Regulations) and shall hold the offices and for the terms set out in Regulations as provided for in these Articles.

4.4 Except as provided in Article 4.3 Trustees shall be elected or appointed as the case may be in the following manner:-

- 4.4.1 The President and Vice-President who shall be Fellows (but not Honorary Fellows) of the Faculty shall be elected every three (3) years by a ballot of all Fellows and Members (but not Honorary Fellows or Honorary Members) in accordance with provisions to be set out in Regulations.
- 4.4.2 The Treasurer and Registrar who shall be Fellows or Members (but not Honorary Fellows or Honorary Members) of the Faculty shall be appointed by the Trustees in accordance with provisions to be set out in Regulations.
- 4.4.3 Each College shall nominate one person who must be a Fellow of the College but need not be within the membership of the Faculty to be a Trustee.
- 4.4.4 One (1) Fellow (not Honorary Fellow) and one (1) Member (not Honorary Member) shall be elected every three (3) years by a ballot of all Fellows and Members (but not Honorary Fellows or Members) in accordance with provisions to be set out in Regulations.
- 4.4.5 Other Trustees shall be appointed by the existing Trustees in accordance with provisions to be set out in Regulations.
- 4.5 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Faculty before he or she may vote at any meeting of the Trustees and must at the earliest opportunity give his or her assent to the following words addressed to him by the President in the presence of the Trustees
- “You give your faith that you will not divulge any of the proceedings of the meetings of the Trustees held for the nomination and election of members, officers or any of the proceedings of any meeting which you shall be required to keep secret by the President and that you will faithfully discharge the duties entrusted to you, in strict accordance with these Articles and with the relevant Laws, Bye-Laws and Regulations of the Colleges.”
- 4.6 The terms of office of the Trustees shall be as follows:-
- 4.6.1 The President and Vice-President shall each hold office in that capacity for a single three (3) year term but each shall be eligible after one year out of office to be appointed or elected as a Trustee in his or her capacity as Fellow on the terms set out in articles 4.4.4, 4.4.5 and 4.6.5 or after one year out of

office to be appointed as Registrar or Treasurer on the terms set out in article 4.4.2 provided that the Vice-President shall immediately be eligible for election to the office of President on the expiry of his or her term as Vice-President.

4.6.2 The Treasurer shall hold office for a maximum of two (2) consecutive three (3) year terms and after such term or terms shall immediately be eligible for appointment as Registrar or to be appointed or elected as a Trustee on the terms set out in articles 4.4.4, 4.4.5 and 4.6.5 or if he or she is a Fellow of the Faculty shall immediately be eligible for election as President or Vice President.

4.6.3 The Registrar shall hold office for a maximum of two (2) consecutive three (3) year terms and after such term or terms shall immediately be eligible for appointment as Treasurer or to be appointed or elected as a Trustee on the terms set out in articles 4.4.4, 4.4.5 and 4.6.5 or if he or she is a Fellow of the Faculty shall immediately be eligible for election as President or Vice-President.

4.6.4 Trustees nominated by the Colleges shall be appointed for a term of office not exceeding six (6) years.

4.6.5 All other Trustees shall hold office for a maximum of two (2) consecutive three (3) year terms and shall not be eligible for re-appointment or re-election as a Trustee until they have been out of office for one year but in the case of a Trustee who is a Fellow of the Faculty shall immediately be eligible for election as President or Vice-President or appointment as Treasurer or Registrar and in the case of a Trustee who is a Member of the Faculty shall immediately be eligible for appointment as Treasurer or Registrar provided that any terms of office as President, Vice President, Treasurer or Registrar shall not be deemed to be a period out of office for the purposes of assessing eligibility for reappointment as Trustee.

4.7 A Trustee's term of office automatically terminates if he or she:-

4.7.1 is disqualified under the Charities Acts from acting as a charity trustee;

- 4.7.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 4.7.3 is absent without permission from two (2) consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated;
 - 4.7.4 ceases to be eligible to be a Trustee in accordance with the terms of the Articles;
 - 4.7.5 resigns by written notice to the Trustees (but only if at least five (5) Trustees will remain in office);
 - 4.7.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
 - 4.7.7 is removed by a resolution of the Trustees and either fails to appeal against such resolution or his or her appeal fails.
- 4.8 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee in accordance with provisions to be set out in Regulations.
- 4.9 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.

5 Trustees' proceedings

- 5.1 The Trustees must hold at least four (4) meetings each year.
- 5.2 A quorum at a meeting of the Trustees is five (5) Trustees, and must include either the President or the Vice-President or the Treasurer and no more than one (1) Trustee who is either President of one of the Colleges or a nominee of one of the Colleges and no more than one (1) Trustee who is a lay Trustee as defined in Article 4.2.
- 5.3 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.
- 5.4 The Trustees may act notwithstanding any vacancy in their body; provided always that in case the number and composition of Trustees shall at any time be reduced below that required for a quorum it shall be lawful for them to act for the purposes of

filling vacancies in their body, admitting persons to membership of the Faculty, or summoning a general meeting, but not for any other purpose. When a quorum is not present no vote shall be taken, but the Trustees may discuss matters and make recommendations which shall then be reported to the next full meeting of the Trustees for their decision.

- 5.5 The President may at any time or upon a requisition in writing from two (2) Trustees stating the purposes for which the meeting is to be convened, convene a meeting of the Trustees. A clear one (1) week's notice (exclusive of both the day on which it is served and of the day for which it is given) stating the purpose(s) of the meeting, shall be sent to each of the Trustees at his or her address as appearing in the Register of members of the Faculty.
- 5.6 The President shall preside at every meeting of the Trustees at which he or she shall be present, but if at any meeting he be not present within ten (10) minutes after the time appointed for holding the same, the Vice-President if then present or failing him or her the Registrar or failing him or her the Treasurer shall take the chair.
- 5.7 An issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 5.8 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 5.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6 Trustees' powers

The Trustees have the following powers in the administration of the Faculty:

- 6.1 To delegate any of their functions to committees consisting of such persons as the Trustees may think fit. All such committees shall in the exercise of powers so delegated conform to any regulations imposed on them by the Trustees. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and provisions of the Trustees so far as applicable and except where the Articles or any rules of the Trustees otherwise provide. All

committees shall fully report their acts and proceedings to the Trustees as soon as is reasonably practicable.

- 6.2 To make such Regulations consistent with the Memorandum, the Articles and the Companies Act as they think fit and which may concern inter alia proceedings at general meetings, the proceedings of the Trustees and proceedings of committees, the administration of the Faculty generally and any other subjects which the Articles provide may be covered by Regulations. All Regulations so made and for the time being in force shall be binding on all the membership and the Trustees shall adopt such means as they think fit to bring the Regulations to the notice of the membership.
- 6.3 To establish procedures to assist the resolution of disputes or differences within the Faculty.
- 6.4 To exercise any powers of the Faculty which are not reserved to a general meeting.

7 Records and Accounts

- 7.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:
 - 7.1.1 annual returns;
 - 7.1.2 annual reports; and
 - 7.1.3 annual statements of account.
- 7.2 The Trustees must keep proper records of:
 - 7.2.1 all proceedings at general meetings;
 - 7.2.2 all proceedings at meetings of the Trustees;
 - 7.2.3 all reports of committees; and
 - 7.2.4 all professional advice obtained.
- 7.3 Accounting records relating to the Faculty must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by persons within the membership who are not Trustees if the Trustees so decide.

7.4 A copy of the Faculty's latest available statement of account must be supplied on request to any Trustee or person within the membership. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Faculty's reasonable costs.

8 Notices

8.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to the membership generally) may be published in any suitable journal or newspaper or any journal distributed by the Faculty.

8.2 The only address at which a person within the membership is entitled to receive notices sent by post is an address shown in the register of membership or to receive notices in electronic form is an address for the time being notified to the Faculty by the person within the membership for that purpose.

8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

8.3.2 two clear days after being sent by first class post to that address;

8.3.3 three clear days after being sent by second class or overseas post to that address;

8.3.4 on the date of publication of a newspaper containing the notice;

8.3.5 on being handed to the person within the membership personally; or, if earlier,

8.3.6 as soon as the person within the membership acknowledges actual receipt.

8.4 Notwithstanding any other provisions of the Articles, the Faculty may send or supply any document or information to the membership that is required or authorised to be sent or supplied by the Faculty under the Companies Act or pursuant to the Articles by making it available on a website to the membership. The relevant provisions of the Companies Act, which apply when documents sent under the Companies Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles to the membership.

8.5 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8.6 The provisions of Article 8 do not apply to notices calling a meeting of the Trustees or any of their committees.

9 Amendment

The Articles may be amended in accordance with the provisions set out in the Companies Act.

10 Dissolution

The provisions of the Memorandum relating to dissolution of the Faculty take effect as though repeated here.

11 Interpretation

11.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

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

‘the Articles’ means the Faculty’s articles of association;

‘the Charities Acts’ means the Charities Act 1993 and the Charities Act 2006;

‘charity trustee’ has the meaning prescribed by section 97(1) of the Charities Act 1993;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Colleges’ means the Royal Colleges of Physicians of Edinburgh and London and the Royal College of Physicians and Surgeons of Glasgow and “the College” means one of the Colleges;

‘the Commission’ means the Charity Commission for England and Wales;

‘the Companies Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof and any provisions of the Companies Act 2006 for the time being in force;

‘connected person’ means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

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

‘EGM’ means a general meeting of the Faculty other than an AGM;

‘electronic form’ means as defined in Section 1168 of the Companies Act 2006

‘the Faculty’ means the company known as The Faculty of Pharmaceutical Medicine of the Royal Colleges of Physicians of the United Kingdom;

‘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 Faculty’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

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

‘membership’ refers to all persons admitted to membership (of any class or category) of the Faculty whether entitled to vote at General Meetings or not;

‘Memorandum’ means the Faculty’s Memorandum of Association;

‘month’ means calendar month;

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales;

‘the Objects’ means the Objects of the Faculty as defined in clause 3 of the Memorandum;

‘taxable trading’ means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

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

“the Unincorporated Faculty” means the unincorporated association known as The Faculty of Pharmaceutical Medicine of the Royal Colleges of Physicians of the United Kingdom;

“the voting membership” means those of the membership having the right to vote at General Meetings;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message or the representation or reproduction of information in a visible electronic form;

‘year’ means calendar year.

11.2 Expressions defined in the Companies Act have the same meaning.

11.3 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.