Companies Acts 1948 to 1981
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

ASSOCIATION OF ANAESTHETISTS OF GREAT BRITAIN AND IRELAND

No. 1888799

Incorporated on the 21st day of February, 1985

Amended 19th September 2002
COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

ASSOCIATION OF ANAESTHETISTS OF GREAT BRITAIN AND IRELAND

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act .. ..

The Companies Act 1985 (as modified or re-enacted from time to time).

The Statutes .. ..

The Companies 1985 to 1989 (as modified or re-enacted from time to time).

These presents .. ..

These Articles of Association, and the Bye-laws of the Association from time to time in force.

The Association .. ..

The above-named Company.

Council .. ..

The Council of Management for the time being of the Association.

The Office .. ..

The Registered office of the Association.

The United Kingdom .. ..

Great Britain and Northern Ireland.

Great Britain and Ireland .. ..

The United Kingdom and the Republic of Ireland.

Month .. ..

Calendar month.

Electronic communication .. ..

Means the same as in the Electronic Communications Act 2000 (as modified or re-enacted from time to time).
In writing ... Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including facsimile transmission and electronic communication

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 5000, but Council may from time to time register an increase of members.

3. The Association shall maintain a register of members in accordance with the Statutes.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

6. All members shall be elected according to the provisions of Article 7:-

(i) Ordinary Members are elected from registered medical practitioners engaged in the practice of anaesthesia in Great Britain and Ireland.

(ii) Overseas Members are elected from medical practitioners engaged in the practice of anaesthesia outside Great Britain and Ireland.

(iii) Trainee members are elected from registered medical practitioners who are training as anaesthetists in Great Britain and Ireland.

(iv) Retired Members are elected from those Ordinary Members who have retired from active practice.

(v) Honorary members are elected from persons, nominated by Council, who have contributed in an exceptional degree to the advancement of anaesthesia and upon whom the Association desires to confer recognition.

(vi) Associate Members may be elected from persons practising in any related fields to anaesthesia or anaesthetic practice.

(vii) Corresponding Members are elected from distinguished Anaesthetists nominated by Council who are practising outside Great Britain and Ireland.

In very exceptional circumstances determined by Council others may be eligible for election to a suitable category of membership.

Voting rights shall be restricted to Ordinary and Trainee Members.

MODE OF ELECTION

7. (a) Practitioners who wish to become Ordinary, Associate or Trainee Members shall apply in writing and shall be nominated by two Ordinary Members who shall vouch that the candidate fulfils the appropriate conditions laid down in Article 6.
(b) Practitioners who wish to become Overseas Members shall apply in writing and shall be nominated by two Members, one of whom must be an Ordinary Member of the Association, who shall vouch that the candidate fulfils the appropriate conditions laid down in Article 6.

(c) Election to these categories of membership shall be by Council or a duly constituted committee thereof.

(d) Honorary Members shall be elected by the Annual General Meeting on the nomination of Council.

(e) A member in any category may transfer to the category of Retired Member on application.

PRIVILEGES & RIGHTS OF MEMBERS

8. (a) No member, except an Honorary or Corresponding member, shall enjoy any of the privileges of Membership until he shall have paid his annual subscription. No Member shall be entitled to exercise any voting rights unless he has paid any annual subscription that may be due.

(b) The rights and privileges of every Member shall be personal to himself and shall not be transferred or transmitted.

9. A Member shall cease to be a Member in the following circumstances:-

(a) If by notice in writing to the Secretary of the Association he resigns his Membership.

(b) If he be expelled under Article 10 hereof.

(c) If his name shall be removed from the Medical Register by the General Medical Council for misconduct.

(d) If he ceases to be a member under Article 11.

EXPULSION OF MEMBERS

10. It shall be the duty of Council if at any time they shall be of the opinion that the interests of the Association so require, by notice to invite any member to withdraw from the Association within the time specified in such notice, and in default of such withdrawal to submit the question of his expulsion to an Extraordinary General Meeting to be held within six weeks of the date of such notice. At such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing and if thereupon three-fourths of the members present shall vote for his expulsion he shall thereupon cease to be a member of the Association. Provided that the voting at any such Extraordinary General Meeting shall be by ballot if not less than five members present thereat shall so demand.

SUBSCRIPTIONS

11. (a) Annual subscriptions, which shall include the journal "Anaesthesia" become due on 1st July each year for the ensuing subscription year.

(b) Upon election, new members shall pay the proportion of their annual subscription due at that time, in relation to the number of months remaining in the subscription year.

(c) Where there are two members of one family and only one journal is required, a composite annual subscription for both members may be payable.

(d) Retired Members pay a reduced annual subscription if they wish to receive the journal; in other cases they pay no subscription.

(e) Honorary and Corresponding Members shall pay no subscription and shall receive the journal.
(i) The subscription payable in each category of membership shall be determined at an Annual General Meeting of the Association or at an Extraordinary General Meeting convened for that purpose: and differentiated rates may be set within each category.

(g) Every notice to resign under Article 9 hereof shall take effect from the date specified in the Notice or in the absence of any such date being specified as from the date of the Notice.

(h) Members whose subscription is more than two months in arrears shall have their membership suspended. Their membership, and that of persons who have previously ceased to be members of the Association for non-payment of subscriptions, shall be reinstated on payment of the subscription for the appropriate category of membership. If there has been a break of more than six months, this shall be in proportion to the number of months remaining in the subscription year.

GENERAL MEETINGS

12. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those member may think fit.

16. 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 proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of Council and of the Auditors, the election of members of Council in the place of those retiring, the determination of the subscription payable by each category of member and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.

19. 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 on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as Council may determine.
20. The President shall preside as Chairman at every General Meeting, but if there be no President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Honorary Treasurer or the Honorary Secretary and if both shall be present whichever shall have served longer on Council shall preside, or if they shall not be present or shall be unwilling to preside, an elected member of Council present who has served longest shall preside, or if no such member be present, or if all the elected members of Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. Any poll demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at that meeting without adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

27. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

28. Subject to Article 6 and as hereinafter provided, every member eligible to vote shall have one vote.

29. Save as herein expressly provided, no member other than a member duly registered, and of a class prescribed in Article 6 and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting.

30. Votes shall be given personally.

OFFICERS OF THE ASSOCIATION

31. The Officers of the Association shall consist of a President, a President-elect (when that office is filled), the Honorary Treasurer, the Honorary Treasurer-elect (when that office is filled), the Honorary Secretary, the Honorary Secretary-elect or the Immediate Past Honorary Secretary, the Honorary Membership Secretary and the Editor of "Anaesthesia". All these Officers, as appropriate, shall be elected yearly at the Annual General Meeting of the Association.
ELECTION OF OFFICERS

32. (a) The President shall be proposed for election from among the Ordinary Members on the nomination of Council one working year in advance of his installation. His election shall be confirmed at the Meeting at which he is to be installed; he shall hold office until the end of the succeeding Annual General Meeting at which he shall install his successor. He shall be eligible for re-election but he shall not normally hold office for more than two years in succession.

(b) The Honorary Treasurer, the Honorary Treasurer-elect, the Honorary Secretary, the Honorary Secretary-elect, or the Immediate Past Honorary Secretary, the Honorary Membership Secretary and the Editor of "Anaesthesia" shall be proposed for election from amongst the Ordinary members on the nomination of Council. They shall hold office for one year and shall be eligible for re-election, except in accordance with Article 32(c).

(c) The Honorary Treasurer shall not hold that office for more than three years in succession. The Honorary Secretary shall not hold that office for more than two years in succession. The Honorary Membership Secretary shall not hold that office for more than two years in succession. The Honorary Treasurer-elect shall not hold that office for more than one year. The Honorary Secretary-elect or Immediate Past Honorary Secretary shall not hold that office for more than one year.

(d) The Vice-Presidents shall be proposed for election from among the Ordinary Members on the nomination of Council. They shall hold office for one year and shall be eligible for re-election, but they shall not normally hold office for more than two years in succession and shall not be eligible for re-election to Council as Ordinary Members for at least one year.

COUNCIL

33. The business of the Association shall be conducted by a Council consisting of the President, the Immediate Past President (for one year following vacation of the office of President), the President-elect (when that office is filled), the Honorary Treasurer, the Honorary Treasurer-elect (when that office is filled), the Honorary Secretary, the Honorary Secretary-elect or the Immediate Past Honorary Secretary, the Honorary Membership Secretary, the Editor of the journal "Anaesthesia", the Vice-Presidents, the Chairman and the Honorary Secretary of the Group of Anaesthetists in Training (with the Vice-Chairman of the Group of Anaesthetists in Training as an alternative for either) and a number of Ordinary Members who shall be elected in the manner provided by the Bye-laws. Three Ordinary Members shall be elected each year to Council. They shall hold office for four years and thereafter shall not be eligible for re-election for one year. Council shall have power to co-opt as members or invite as observers those whose advice would assist Council's deliberations.

34. The Council may from time to time and at any time appoint any Ordinary Member of the Association as a member of Council to fill a casual vacancy. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

35. The appointment of an Ordinary Member of Council to be an Officer of the Association shall be deemed to create a casual vacancy among the Ordinary Members of Council.

36. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of Council.

POWERS OF THE COUNCIL

37. Council may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of Council which would have been valid if such regulation had not been made.
38. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than five it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

AUTHORITY TO SIGN DEEDS

39. Deeds and other documents requiring execution shall be signed by two members of Council or one member of Council and the Secretary in accordance with Section 36A of the Companies Act 1985 including any statutory modification or re-enactment of such provision.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

40. The office of a member of Council shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he becomes prohibited by law from being a director.

(F) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

(G) If he becomes disqualified by law from acting as a company director or charity trustee.

PROCEEDINGS OF THE COUNCIL

41. Council may meet together at least every three months unless the President otherwise directs for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and the quorum necessary for the transaction of business shall be as prescribed by the Bye-laws. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

42. The President or acting Chairman of Council may, and on the written request of two members of Council stating the purposes of the meeting the Secretary shall, at any time, summon a meeting of Council by notice served upon the several members of Council. Five clear days notice stating its purpose shall be given to members of Council. A member of Council who is absent from Great Britain and Ireland shall not be entitled to notice of a meeting.

43. The President or in his absence the Honorary Treasurer or the Honorary Secretary and if both shall be present whichever shall have served longer on Council shall be entitled to preside at all meetings of Council at which he shall be present, but if at any meeting neither the President nor such other persons be present within five minutes after the time appointed for holding the meeting and willing to preside, an elected member of Council present who has served longest shall be Chairman of the meeting.

44. A meeting of Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Bye-laws of the Association for the time being vested in Council generally.

45. Council may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any Bye-laws imposed on it by Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents or the Bye-laws for regulating the meetings and proceedings of Council so far as applicable and so far as the same shall not be superseded by any Bye-laws made by Council. The Officers shall be entitled to be members of all Committees.
46. All acts bona fide done by any meeting of Council or of any committee of Council, or by any person acting as a member of Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of Council.

47. In case of emergency, and it being impossible to summon a meeting of Council or the appropriate Committee in time to deal with such emergency then the President shall take such immediate action as may seem necessary to him in the circumstances and shall report the matter to the next meeting of Council or the appropriate Committee as the case may be. In the event of the President being unable to undertake his duties the Honorary Treasurer or the Honorary Secretary priority being given to whichever shall have served longer on Council, or if they be unable to act an elected member of Council who has served longest and if there be more than one the member whose name was first entered into the register of members will deputise for him.

48. Council shall cause proper minutes to be made of all appointments of Officers made by Council and of the proceedings of all meetings of the Association and of Council and of committees of Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. A resolution in writing signed by all the members for the time being of Council or of any committee of Council who are entitled to receive notice of a meeting of Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of Council or of such committee duly convened and constituted.

ACCOUNTS

50. Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.

51. The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as Council shall think fit, and shall always be open to the inspection of the Officers of the Association.

52. Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be opened to the inspection of members not being Officers of the Association, and no member (not being an Officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by Council or by the Association in General Meeting.

53. At the Annual General Meeting in every year Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

54. In accordance with the provisions of the Statutes once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of Council being treated as the Directors mentioned in those provisions.
CHEQUES

56. Cheques shall be signed by two members of Council or in such manner as Council may from time to time determine.

AFFILIATION OF OVERSEAS SOCIETIES

57. Societies of Anaesthetists outside Great Britain and Ireland may be considered by Council for affiliation to the Association under the following conditions:-

(a) The Constitution of any Society seeking affiliation shall be based on, or very closely correspond to, the Constitution of the Association.

(b) The regulations governing membership of any such Society seeking affiliation shall be similar to the regulations governing membership of the parent Association.

The Association does not discriminate against candidates for membership because of their race, religion or political affiliations.

No Society whose full membership and governing body is not predominantly composed of medically qualified anaesthetists can be accepted for affiliation.

(c) Affiliation will confer the following privileges:-

(i) Temporary membership (without voting rights) of the Association for members of an affiliated Society during a visit to Great Britain and Ireland.

(ii) The right to purchase in bulk at a preferential rate copies of the journal "Anaesthesia" for distribution to members of the Society:

(iii) The right to send an official delegate to any Meetings of the Association, who may also be invited to attend meetings of Council as an observer; conversely, official representatives of the Association shall have the right to attend meetings of the affiliated Society.

BYE-LAWS

58. Council shall from time to time make, repeal and amend all such Bye-laws (not inconsistent with these Articles) as they shall think expedient for the internal management and well-being of the Association. All Bye-laws made by Council under this Article shall be binding upon the members until repealed by Council or set aside by a resolution of a General Meeting of the Association.

NOTICES

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members or by facsimile transmission or electronic communication to the address notified to the Association by the member.

60. Any member described in the register of members by an address not within Great Britain and Ireland, who shall from time to time give the Association an address within Great Britain and Ireland at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within Great Britain and Ireland shall be entitled to receive notices from the Association.

61. Any notice shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or in the case of a notice contained in a facsimile transmission or electronic communication at the expiration of 24 hours after the time it was sent. In proving service by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
DISSOLUTION

62. 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 to or distributed among the members of the Association, but shall be given or transferred to some other 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 virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL DOUGLAS VICKERS,
2 Windsor Close,
Radyr,
Cardiff.

Registered Medical Practitioner.

MICHAEL ROSEN,
45 Hollybush Road,
Cyncoed,
Cardiff.

Registered Medical Practitioner.

Dated this 2nd day of November, 1984

Witness to the above signatures:-

ANN MUIR,
155 Gloucester Place,
London  NW1

Administrative Secretary.