

ARTICLES OF ASSOCIATION of The Association for Perioperative Practice

Adopted by Special Resolution

At the Annual General Meeting held on Thursday 4 November 2021

Company No. 6035633

Incorporated on 21 December 2006 as a company exempt from the requirement to use the word "Limited"

Registered Charity No. 1118444

Companies Act 2006

Company limited by guarantee

And not having a share capital



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1. THE NAME OF THE COMPANY (hereinafter called “the Association”) is “The Association for Perioperative Practice”.

2. DEFINITIONS AND INTERPRETATION

2.1 In these Articles the following words and expressions shall have the following meanings:

“the Articles”	these Articles of Association of the Association;
“the Association”	the company known as “The Association for Perioperative Practice”;
“the Board”	the board of directors and charity trustees of the Association for the time being;
“Past President”	the former President that has retired from their President role and serving their term of office;
“President”	the president of the Association appointed in accordance with the Articles and serving their term of office;
“President Elect”	the president elect of the Association appointed in accordance with the Articles;
“clear days”	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“the Code of Conduct”	the section within the Policies and Procedures Manual describing the code of conduct, the complaints and grievance procedure and procedure for removal of membership of the Association;
“communication”	includes, unless otherwise specified, any document sent or supplied as an electronic communication;
“the Companies Acts”	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
“electronic communication”	electronic form as defined in section 1168 of the Companies Act 2006;
“Member”	a member of the Association for the time being whether a Member (registered), Member (non-registered), or Corporate Member;
“Objects”	the objects expressed in Clause 4 of the Annex;
“Requisition”	general term for a formal written request;
“Policies and Procedures Manual”	the regulations of the Association made by the Board pursuant to Article 81 or any other Article;
“Registered”	a person who is registered with one of the statutory regulatory bodies approved by the Board (a “Regulatory Body”);
“the Registered Office”	the registered office of the Association;
“Headquarters”	the business address of the Association as determined by the Board;
“Trustee”	a director of the Association for the time being;
“the Unincorporated Association”	the unincorporated association known as “Association for Perioperative Practice”;
“United Kingdom”	Great Britain and Northern Ireland;
“in writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form as defined in section 1168 of the Companies Act 2006.

2.2 Words importing the singular number shall include the plural number, and vice versa; and words importing persons shall include corporations.

2.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts or any statutory modification or re-enactment of the Companies Acts in force at the date of the adoption of the Articles.

3. OBJECTS

3.1 The Association is established for the Objects.

4. THE TRUSTEES AND DIRECTORS

4.1 The Trustees are charity trustees within the definition of section 177 of the Charities Act 2011 (as modified or re-enacted from time to time) and also directors of the Association as the persons having the general control and management of the administration of the Association.

Members

5. The first Members (registered) shall be the subscribers to the Memorandum of Association. Each holder of a class of membership of the Unincorporated Association immediately prior to the date on which the Board determines that the assets and activities of the Unincorporated Association shall be acquired by the Association shall be a member of the Association of the corresponding class.
6. There shall be the following classes of Members of the Association:
- 6.1. Members (registered)
 - 6.2. Members (non-registered)
 - 6.3. Corporate Members
7. Member (registered) shall be afforded to Registered practitioners. Students and adaptation nurses working towards a qualification acceptable for a person to be Registered and retired Members are eligible with a discounted membership fee. Overseas members registered with an overseas regulatory body equivalent to a Regulatory Body are eligible subject to an increased membership fee to cover postage costs.
8. Member (non-registered) shall be afforded to individuals who are not Registered.
9. Corporate Membership is afforded to companies with a link to the perioperative environment and enables companies to access educational events, marketing opportunities and other services as determined by the Board and the Policies and Procedures Manual.
10. Application for membership shall be submitted to the Association's Headquarters by any method approved by the Board.
11. Subject to the provisions of the Articles, the Policies and Procedures Manual shall prescribe the eligibility criteria and the conditions for the acceptance for each class of membership, the procedures for application and admission to each class of membership and privileges of membership.
12. The rights and privileges of every Member shall be personal to the Member, shall not be transferable and shall cease on death or dissolution.
13. A register shall be kept at the Registered Office in which shall be entered the name and address of every Member.
- 13.1. All Members (registered) and Members (non-registered) shall be entitled to attend, speak and vote at General Meetings of the Association.
 - 13.2. Corporate Members shall be entitled to receive notice of General Meetings and to attend and speak, but not vote, at General Meetings.

Termination of Membership

- 14.** A Member shall cease to be a Member if:
- 14.1. by notice in writing or electronic communication to the Association's Headquarters the Member resigns the membership; or
 - 14.2. their conduct has brought or may bring the Association into disrepute; or
 - 14.3. their name is suspended or removed from the Regulatory Body with which they are Registered; or
 - 14.4. they are in arrears with their subscription by whichever payment method has been chosen; or
 - 14.5. they are in breach of any other requirement of the Code of Conduct and the Board or a committee of the Board resolves that they are removed from membership of the Association. Removal of membership shall be conducted in accordance with the Code of Conduct; or
 - 14.6. (being a Corporate Member) an order is made or a resolution is passed for the winding up, administration or dissolution of it (other than a members' voluntary liquidation solely for the purpose of solvent amalgamation or reorganisation), a receiver or administrator is appointed over any of its assets, creditors enter into any composition or arrangement with it or any analogous events occur in respect of it in any jurisdiction outside England and Wales.
- 15.** In the event of any Member ceasing to be a Member under Article 14:
- 15.1. their name shall be removed from the register and they will not be entitled to describe themselves as being a Member or to any of the privileges of a Member or to be refunded any of their subscription; and
 - 15.2. they shall promptly return all property belonging to the Association which may have been loaned or placed in their care.

Subscriptions

- 16.** The subscriptions for the different categories of membership shall be such sums (if any) as shall be approved by the Board and shall be payable in advance and due on the date or dates prescribed by the Board. The Board may approve different rates within each class of Members or for different classes of Members.
- 17.** A person, upon admission as a Member, shall not be deemed to have become a Member or be entitled to exercise any of the rights of membership until they have paid their subscription in advance and on the due date or dates as prescribed by the Board.
- 18.** Subscriptions shall be paid in advance by direct debit or other means recognised by the Board.
- 19.** A subscription, once paid, entitles the paying Member to all privileges and rights of that category of Membership for the period for which payment has been made.
- 20.** A Member, who is in arrears with any subscriptions or other sum due from them to the Association and who has been notified in writing or electronic communication by the Association, shall not be entitled to exercise any voting rights and shall have their other privileges of membership suspended.
- 21.** A Member shall remain liable to pay to the Association all subscriptions due up to the date on which they ceased to be a Member.

Reinstatement

- 22.** Where any Member has ceased to be a Member under Article 14.4, they shall, at the discretion of the Board, be reinstated as a Member on payment of the subscription including any arrears determined by the Board for their class of membership of the Association and satisfying the relevant membership criteria.

Regions

23. Membership is organised by geographical boundaries, described as regions and determined by the Board (the “Regions”).
24. The remit of the teams in each Region (“Regional Teams”) shall be to:
 - 24.1. adhere to the Regional Operational Procedures contained in the Policies and Procedures Manual; and
 - 24.2. to undertake such other activities in furtherance of the Objects as may be specified in the Policies and Procedures Manual.
25. A Regional Team shall:
 - 25.1. act always in such a manner as to be consistent with the Memorandum and Articles of Association and within the Code of Conduct; and
 - 25.2. not secede or attempt to secede from the Association.
26. Any assets or funds acquired, received or used by the Regional Team shall belong to the Association at all times.

General meetings

27. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting in addition to any other General Meetings in the year. The Annual General Meeting shall be held on the date and at the time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) determined by the Board, and it shall be specified to be the Annual General Meeting in the notice calling it. Not more than fifteen months shall elapse between one Annual General Meeting and the next provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
28. All General Meetings, other than the Annual General Meeting, shall be called General Meetings. The Board may make whatever arrangements they consider appropriate for holding a General Meetings and Annual General Meetings by electronic means (either entirely or partially) which allows all those participating to speak, hear the presentations and comments of others, and exercise their voting rights at a general meeting. The notice of the General Meeting or Annual General Meeting shall contain instructions as to how to participate in, and vote at, such a meeting by electronic means. Where a General Meeting or Annual General Meeting is held by electronic means a proxy who participates by electronic means in that meeting in accordance with the instructions for the meeting is deemed to be present in person.
29.
 - 29.1. The Board may whenever it thinks fit call General Meetings and, on the requisition of not less than 10% of the voting Members or 50 voting Members (whichever is the lower), shall forthwith proceed to convene a General Meeting.
 - 29.2. Any requisition shall express the object of the meeting proposed to be called and shall be left at the Registered Office.
 - 29.3. Upon receipt of such requisition the Board shall forthwith proceed to call a General Meeting. If the Board does not give within 21 days from the date of deposit of the requisition notice of a General Meeting, the requisitionists may themselves convene a General Meeting.

Notice of General Meetings

30. An Annual General Meeting and a General Meeting shall be called by at least twenty-eight clear days’ notice. A General Meeting may, however, be called by a shorter notice if it is so agreed:
 - 30.1. in the case of an Annual General Meeting, by all the Members entitled to attend and vote; and
 - 30.2. in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the Members.
31. The notice shall specify the time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

32. The notice shall be given to all the Members and the auditors.
33. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

34. No business shall be transacted at any General Meeting of the Association unless a quorum of Members is present at the time when the meeting proceeds to business. At least one member (who is not a Trustee) from 51% of the regions (being a voting Member) entitled to vote upon the business to be transacted and being present in person or by proxy shall be a quorum at any General Meeting.
35. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) or to such other day not less than seven and not more than twenty eight days after the meeting and at the time and place (including by being held electronically, either entirely or partially) as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting shall be dissolved.
36. The President, if any, or in their absence one of the other Trustees present shall preside as the chair at Annual General Meetings and General Meetings, but if neither the President nor any other Trustee be present within five minutes after the time appointed for holding the meeting and willing to act, the voting Members present shall elect one of their number to be chair.
37. The chair of any General Meeting may, with the consent of a 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 (including by being held electronically either entirely or partially), but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
38. A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:
 - 38.1. by the chair of the meeting; or
 - 38.2. by at least three Members having the right to vote at the meeting; or
 - 38.3. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting and a demand by a person as a proxy for a voting Member shall be the same as a demand by the Member
39. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the 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.
40. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
41. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time and place (including by electronic means either entirely or partially) 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. Where a general meeting is held electronically, either entirely or partially, a resolution put to the vote of the meeting shall be decided by a poll as demanded above and the notice of a general meeting shall issue instructions as to how a poll is conducted.

42. In the case of an equality of votes, whether on a show of hands or on a poll the chair of the General Meeting shall be entitled to a casting vote in addition to any other vote they may have.
43. No poll shall be demanded on the election of a chair of a meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
44. No notice need be given of a poll not taken immediately if the time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place (or if it is to be held electronically, either entirely or partially, the details for joining the meeting) at which the poll is to be taken.

Votes of Members

45. On a show of hands every voting Member present in person shall have one vote and on a poll every voting Member present in person or by proxy shall have one vote.
46. No objection shall be raised to the qualification of any voter except at the 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.
47. The appointment of a proxy shall only be validly appointed by a notice in writing which states the name, address and membership number of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which they are appointed and is signed by or on behalf of the Member or authenticated in such manner as the Board may determine.
48. The appointment of a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy) shall:
 - 48.1. (in the case of an instrument in writing) be deposited at the Registered Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote; or
 - 48.2. in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications,
 - 48.2.1. in notice convening the meeting; or
 - 48.2.2. in any instrument of proxy sent out by the Association in relation to the meeting; or
 - 48.2.3. in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting, be received at such address not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 48.3. in the case of a poll be deposited or received aforesaid not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default of the deposit, delivery or receipt in a manner aforesaid the appointment of a proxy shall be treated as invalid.

The appointment shall be treated as invalid twelve (12) months from its date of execution.
49. A vote given or poll demanded by a proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll or death of the appointor unless notice of the determination or death was received by the Association at the Registered Office or at such other place within the United Kingdom at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

50. In Articles 48 and 49 “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

51. POWERS OF THE BOARD

51.1. The business of the Association shall be managed by the Board who may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Association or by the Articles, but no amendment to the Articles shall invalidate any prior act of the Board which would have been valid if that amendment had not been made.

51.2. The powers of the Board provided in Article 51.1 shall include the appointment of a patron of the Association.

Composition of the Board

52. The Board shall consist of:

52.1. the President appointed by the Board who shall be the Chair of the Board;

52.2. not more than six other Trustees elected by the voting Members; and

52.3. not more than four other Trustees appointed by the Board.

53. The first Trustees shall be the subscribers to the Memorandum of Association who shall hold the offices and for the terms set out in the Policies and Procedures Manual.

Election and Appointment of Trustees

54. An employee of the Association is not eligible to be elected or appointed a Trustee. A former employee of the Association is ineligible to be elected or appointed as a Trustee for a period of two years from the cessation of their employment with the Association. A person will only be eligible to be elected a Trustee pursuant to Article 52.2 if they are a voting Member.

55. A person will only be eligible to be appointed President Elect if they are a Trustee elected by the voting Members who has served as such at least one year immediately prior to declaring their intention to be a candidate as President Elect.

56. The Procedures for the appointment of President and President Elect shall be defined in the Policies and Procedures Manual.

57. Elected Trustees shall be elected by the voting Members and their term of office shall commence on the following 1 January, or such other date as determined by the Board.

58. The Board may appoint by a resolution of the Board up to four Trustees, who do not need to be a Member. Such appointments shall take effect from the date specified in the resolution.

59. The procedures for the nomination and election (which may be by postal or electronic ballot) of the elected Trustees shall be defined in the Policies and Procedures Manual.

Term of Office of Trustees

60. The Trustees, excluding the President and the President Elect, shall hold a term of office of three years at the end of which they shall retire, but shall be eligible for re-election or re-appointment as applicable for a second term of three years after which they will be ineligible to be a Trustee for a period of not less than three years following the end of their second term of office.

61. In the event of a vacancy in a position of elected Trustee arising, the Board may appoint a Member to fill the vacancy until such time as an elected Trustee takes up office; such Member would be eligible for election as an elected Trustee.

62. Subject to Article 64, the President shall hold a term of office of two years at the end of which they shall remain on the board as Past President for a term of one year after which they shall retire and shall be ineligible to be a Trustee for a period of not less than three years following the end of their term of office as Past President.

63. The President Elect shall hold a term of office of one year at the end of which they shall become the President and the term of office in Article 62 shall apply.
64. In the event of an unforeseen vacancy in the position of President arising, the President Elect will assume the title of President pursuant to Article 63 or if the President Elect shall not be in a position to assume the role of President they shall continue in their role of President Elect and the Past President shall assume the role of President up to a further maximum term of one year.

Proceedings of The Board

65. Subject to the provisions of the Articles and the Policies and Procedures Manual, the Board may regulate their proceedings as they think fit. The Board shall meet at least three times each calendar year. The President or any two Trustees may, at any time summon a meeting of the Board by serving (except in the case of an emergency) at least fourteen days' notice on each Trustee at his address. In the case of an emergency, the period of notice shall be such as may be expedient. A Trustee who is absent from the United Kingdom shall not be entitled to have a notice of meeting sent to him abroad, unless they have previously provided to the Association their address outside the United Kingdom for the service of notices.
66. Questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
67. The quorum for the transaction of the business of the Board shall be four Trustees elected by the voting Members.
68. The President, shall chair all Board meetings at which they shall be present, but if at any meeting the President is not willing to preside or is not present within five minutes after the time appointed for holding the meeting, the President Elect shall chair the meeting and in the absence of both the President and President Elect, Trustees present shall elect one of their number to chair the meeting.
69. All acts bona fide done by the Board or any of its committees, or by any person acting as a Trustee or a member of a committee, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any Trustee or member of any committee or that they were disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a Trustee or a member of the relevant committee.
70. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Association, the Board and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes. Copies of Board minutes shall be available to Members on request.
71. The Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum for a Board meeting, the Board may act for the purpose of increasing the number of Trustees to that number or of summoning a General Meeting of the Association but for no other purpose.
72. A resolution in writing of the Board or of any of its committees signed or approved by letter or facsimile transmission by all the Trustees or all the members of the committee entitled to receive notice of a meeting of the Board or of its committees shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved by one or more Trustees or members of the committees of the Board, as the case may be.
73. All or any of the Trustees or members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the chair of the meeting then is.

Delegation to Committees

- 74.** The Board may delegate any of its powers or discretions to committees consisting of such persons as the Board may think fit. All such committees shall, in the exercise of powers so delegated, conform to terms of reference as agreed by the Board or set out in the Policies and Procedures Manual. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and except where these Articles or the Policies and Procedures Manual otherwise provide. All committees shall fully report their acts and proceedings to the Board as soon as is reasonably practicable.

Specialist Interest Groups

- 75.** The Board may establish Specialist Interest Groups to represent specialist interests for purposes within the Objects and in response to identified demand.
- 76.** Each Specialist Interest Group will adhere to the terms of reference agreed by the Board or as set out in the Policies and Procedures Manual.
- 77.** A Specialist Interest Group will not secede or attempt to secede from the Association.

Representation on External Organisations, Committees and Working Parties

- 78.** The Board shall have the power to appoint individual Trustees or Members to represent the Association on external bodies, working parties or similar where it is considered that such representation would be in the best interests of the Association.
- 79.** Any Trustee or Member so appointed shall not have the power to act on behalf of the Association without the express authority of the Board and must adhere to all operational procedures of the Association.

Disqualification, Removal and Resignation of Trustees

- 80.** The office of a Trustee shall be vacated if the Trustee:
- 80.1 dies or becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with his creditors generally; or
 - 80.2 is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity; or
 - 80.3 resigns his office by written notice to the Registered Office (but only if at least four elected Trustees will remain in office when the notice of resignation is to take effect); or
 - 80.4 becomes disqualified by law from acting as the trustee of a charity or as a company director; or
 - 80.5 has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
 - 80.6 is removed from office by a resolution of the Association duly passed pursuant to Section 168 of the Companies Act 2006; or
 - 80.7 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest as required by Section 177 of the Companies Act 2006; or
 - 80.8 is absent without the permission of the Trustees for two consecutive Board meetings and the Board resolves that his office be vacated; or
 - 80.9 is appointed or elected pursuant to Articles 52.1 or 52.2 and ceases to be a Member; or
 - 80.10 is in breach of any requirement of the Code of Conduct and it is determined in accordance with the Code of Conduct that his office be vacated; or
 - 80.11 is involuntarily removed from the Regulatory Body with which they are Registered.

Policies and Procedures Manual

- 81.** The Board may from time to time make such regulations known as the Policies and Procedures Manual as they may think fit and add to, repeal or vary the Policies and Procedures Manual in accordance with the procedures of the Policies and Procedures Manual. All provisions in the Policies and Procedures Manual so made and for the time being in force shall be binding on all Members and the Board shall adopt such means as it may think fit to bring the Policies and Procedures Manual to the notice of Members. The Policies and Procedures Manual may concern the following subjects:
- 81.1 the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles;
 - 81.2 the procedure for, and the conduct of, nominations, elections and appointment of President, President Elect and Trustees insofar as not regulated by the Articles;
 - 81.3 any other subjects which the Articles provide may be covered by the Policies and Procedures Manual;
 - 81.4 generally all such matters as are commonly the subject matter of company rules or bye-laws provided that no provision in the Policies and Procedures Manual shall contravene any of the provisions of the Memorandum of Association of the Association, the Articles or the Companies Acts.

Accounts

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

Audit

- 83.** Any appointment of Auditors required by the Companies Acts and the duties of such auditors (if required) shall be regulated in accordance with the Companies Act 2006, the Trustees being treated as the directors mentioned in those sections. Subject to the provisions of the Companies Acts, such Auditors (if required) shall be appointed in accordance with the Policies and Procedures Manual.

Bank Account

- 84.** Any bank account in which any part of the assets of the Association is deposited shall be under the control of the Board and shall indicate the name of the Association. All cheques, negotiable instruments and orders for the payment of money from such account shall be signed in such manner as the Board shall from time to time determine.

Indemnity

- 85.** Subject to the provisions of the Companies Acts, every Trustee, or other officer or auditor of the Association, shall be indemnified out of the assets of the Association against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

Dissolution

- 86.** Clause 8 of the Annex relating to the winding up and dissolution of the Association shall have effect as if its provisions were repeated in the Articles.

Notices

- 87.** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board or of any of its committees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
- 88.** The Association may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Association by the Member.
- 89.** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with the Policies and Procedures Manual shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours (120 hours if sent by airmail) after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 24 hours after the time it was sent.
- 90.** In Articles 86 and 87 “address” in relation to electronic communications includes any number or address used for the purpose of such communications.
- 91.** Notwithstanding any other provisions of the Articles, the Association may communicate any document or information to Members that is required or authorised to be communicated by the Association under the Companies Acts or pursuant to the Articles or the Policies and Procedures Manual by making it available on a website to Members. The Policies and Procedures Manual shall set out the procedures and conditions applicable when any document or information is communicated under the Articles or the Policies and Procedures Manual to Members.
- 92.** Nothing in the Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or Section 2 of the Charities Act (Northern Ireland) 2008.

Annex

- 93.** The Annex forms an integral part of the Articles and the provisions of the Annex shall have effect as if set out in the main body of the Articles.

Annex

to

The Articles of Association

of

The Association for Perioperative Practice

1. The name of the company (hereinafter called “the Association”) is “THE ASSOCIATION FOR PERIOPERATIVE PRACTICE”.
2. The registered office of the Association will be situate in England and Wales.
3. The objects for which the Association is established (“the Objects”) are to advance health for the public benefit by improving patient care in perioperative practice.
4. In furtherance of the Objects, but not otherwise, the Association may exercise the following powers:-
 - 4.1. to determine standards and promote best practice in relation to perioperative care;
 - 4.2. to facilitate education and practice development in relation to perioperative care;
 - 4.3. to provide advice to practitioners engaged in the delivery of perioperative care;
 - 4.4. to foster and promote contacts and exchange of information and ideas among practitioners in perioperative care and to provide a forum to this end;
 - 4.5. to act as a consultative body on perioperative care and practice to any Government Department, public or private institution or body of persons on matters pertaining to the Objects;
 - 4.6. to institute or assist in instituting, and provide continuing support for, any research in furtherance of the Objects;
 - 4.7. to cause to be written, published, produced and circulated, and to encourage contributions to and publication of, periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, videos, recorded tapes and communications in any medium;
 - 4.8. to provide, equip and manage libraries and sources of information in any medium and facilities for the use of the same;
 - 4.9. To co-operate with persons carrying out research relating to perioperative care and practice in any part of the world;
 - 4.10. to endow Chairs, Readerships, Scholarships, Fellowships and Lectureships at, and provide other support to, appropriate institutions to facilitate the conduct of study and research in furtherance of the Objects;
 - 4.11. to disseminate the useful results of research in furtherance of the Objects;
 - 4.12. to sponsor or hold meetings, symposia, conferences, lectures, classes, seminars, training courses and exhibitions either alone or with others;
 - 4.13. to award scholarships, bursaries and prizes in connection with the Objects;
 - 4.14. to take such steps as may be required for the purpose of procuring contributions to the funds of the Association by way of subscriptions, donations, devises, bequests, grants, subventions or otherwise, provided that in raising funds the Association shall not undertake any taxable trading activities the profits of which are liable to tax;
 - 4.15. to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the Objects;
 - 4.16. to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same as are necessary or convenient for the Objects and (subject to such consents as may be required by law) sell, let or otherwise dispose of, turn to account or charge any such real or personal property as may be thought expedient in furtherance of the Objects;

- 4.17. to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights, database rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;
- 4.18. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Association;
- 4.19. to borrow or raise money for the purposes of the Association on such terms and (subject to such consents as may be required by law) on such security as may be thought fit;
- 4.20. subject to the provisions of Clause 5 below, to employ such staff (not being Trustees) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, their widows or widowers and other dependants;
- 4.21. to invest the moneys of the Association not immediately required for the Objects in or on such investments, securities or property and in such manner as may be thought fit and to dispose of or otherwise deal with any investments so made;
- 4.22. to make any donation either in cash or assets for the furtherance of the Objects;
- 4.23. to establish and support or aid in the establishment or support of, subscribe to or become a member of any charitable trust, association or institution having charitable purposes in any way connected with all or any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way connected with all or any of the Objects or calculated to further all or any of the Objects;
- 4.24. to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may promote the Objects;
- 4.25. to co-operate or associate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.26. to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, trusts, corporations, associations or other bodies pursuing the Objects;
- 4.27. to amalgamate with any charity operating in furtherance of the Objects or similar charitable purposes;
- 4.28. to insure and arrange insurance cover for and to indemnify employees, voluntary workers and members from and against all such risks incurred in the course of the performance of their duties in relation to the Association, provided that such persons shall not be indemnified against any willful or individual fraud and shall be sought to be made liable for such acts;
- 4.29. to establish subsidiary companies;
- 4.30. to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
- 4.31. to pay out of the funds of the Association the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees or members of any committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees or members of any committee knew to be a breach of trust or breach of duty or which was committed by the Trustees or members of any committee in reckless disregard of whether it was a breach of trust or breach of duty or not and Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees;

- 4.32. to employ as a professional investment manager for the Association any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager (“the Manager”) the exercise of all or any of the power of investment on such terms and at such reasonable remuneration as the Trustees may see fit but always subject to the following:-
- 4.32.1. Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Trustees;
 - 4.32.2. The Trustees shall give directions to the Manager as to the manner in which they are to report to them all sales and purchases of investments made on their behalf;
 - 4.32.3. The Trustees shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
 - 4.32.4. The Trustees will be bound to review the arrangements for delegation at least once in every 24 months;
 - 4.32.5. The Manager shall keep the Trustees informed on a regular basis of the performance of the investment portfolio managed by the Manager;
- 4.33. to make such arrangements as the Trustees think fit for any investments of the Association or income from those investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England and Wales) as the Association’s nominee and to pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this sub-clause;
- 4.34. to do all such other lawful things as are necessary for the achievement of the Objects or any of them.

5.

- 5.1. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association and no Trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Association provided that nothing in this document shall prevent the payment in good faith by the Association:
- 5.1.1. of reasonable and proper remuneration to any member, officer or employee of the Association (not being a Trustee but subject to clause 5.1.6) for any services rendered to the Association;
 - 5.1.2. of interest at a reasonable and proper rate on money lent to the Association or of reasonable and proper rent for premises demised or let to the Association by any member or employee of the Association or Trustee;
 - 5.1.3. of reasonable and proper out-of-pocket expenses to any employee, Member, Trustee or member of a committee of the Trustees;
 - 5.1.4. of fees, remuneration or other benefit in money or money’s worth to a company of which a member of the Association or a Trustee may be a member holding not more than one hundredth part of the issued share capital of that company;
 - 5.1.5. of any premium in respect of indemnity insurance as provided for in Clause 4.31;
 - 5.1.6. of payment to any Trustee for services provided by him to or on behalf of the Association provided;
 - 5.1.6.1. the services are actually required by the Association;
 - 5.1.6.2. the nature and level of the remuneration is no more than is reasonable in relation to the value of the services and is set in accordance with the procedure in clause 5.2;
 - 5.1.6.3. no more than one half of the Trustees receive such payments in any financial year of the Association.
- 5.2. Whenever a Trustee has a personal interest in the matter to be discussed at a meeting of the Trustees or a committee, the Trustee concerned must:
- 5.2.1. declare an interest at or before discussion begins on the matter;
 - 5.2.2. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.2.3. not be counted in the quorum for that part of the meeting;
 - 5.2.4. withdraw during the vote and have no vote on the matter.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Association's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If upon the winding up or dissolution of the Association there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Association by Clause 5 above, such institution or institutions to be determined by the members of the Association with voting rights at or before the time of dissolution and, if that cannot be done, then to some charitable purposes.