COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

BRITISH ASSOCIATION FOR SEXUAL HEALTH AND HIV (BASHH)

(Company Number: 07863350)

Articles re-approved [13 October 2023 at EGM]
Updated 14 July 2026.

1. Name

The name of the company is British Association for Sexual Health and HIV (BASHH). The company is a registered charity with charity number 1148196 and is referred to in these Articles as the "**Charity**".

2. Registered office

The registered office of the Charity shall be in England.

3. Objects

The objects of the Charity (the "**Objects**") are:

3.1 To promote, encourage and improve the study of and the practice of diagnosing, treating and managing sexually transmitted infections, HIV and other sexual health problems.

3.2 To innovate and deliver excellent tailored education and training to health care professionals, trainers and trainees in connection with the provision of sexual health and HIV care.

3.3 To determine, monitor and maintain standards of governance in the provision of sexual health and HIV care.

3.4 To advance public health in relation to sexually transmitted infections, HIV and other sexual health problems.

3.5 To champion and promote good sexual health and provide education in relation to sexually transmitted infections, HIV and other sexual health problems to the public.

4. Powers

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

4.1 to promote, commission or carry out research, pilot or demonstration projects or training schemes;

4.2 to provide advice;

4.3 to publish or distribute information;

4.4 to co-operate with other bodies;

4.5 to enter into any arrangements with any Government department, local authority, university, college or other body or person conducive to the promotion and attainment of the Objects;

4.6 to support, administer or set up other charities;

4.7 to raise funds;

4.8 to borrow or raise money on such terms as may be thought fit and give security for loans but the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;

4.9 to secure the discharge of any of the Charity's liabilities and obligations in any manner;

4.10 to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Charity and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;

4.11 to advertise in such manner as may be thought expedient with a view to promoting the Objects;

4.12 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity;

4.13 to let or dispose of property of any kind with or without payment and subject to such conditions as the Trustees think fit;

4.14 to provide financial assistance, make grants, donations or loans of money and to give guarantees;

4.15 to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;

4.16 to set aside funds for special purposes or as reserves against future expenditure;

4.17 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the

need for diversification);

4.18 to solicit contributions to the funds of the Charity and to accept (or disclaim) gifts (both inter vivos and testamentary) of money and other property of any kind, whether real or personal and whether or not subject to any specific charitable trusts or conditions;

4.19 to accept (or disclaim) any gifts, subscriptions, donations, bequests or devises of lands, monies, securities either real or personal property;

4.20 to appoint, constitute and delegate powers to such advisory committees as the Trustees may think fit;

4.21 to delegate the management of investments to a financial expert, but only on terms that:

(A) the investment policy is set down in writing for the financial expert by the Trustees;

(B) every transaction is reported promptly to the Trustees;

(C) the performance of the investments is reviewed regularly with the Trustees;

(D) the Trustees are entitled to cancel the delegation arrangement at any time;

(E) the investment policy and the delegation arrangement are reviewed at least once a year;

(F) 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

(G) the financial expert must not do anything outside the powers of the Trustees;

4.22 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;

4.23 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

4.24 to purchase and maintain insurance for the Trustees as permitted by section 189 of the Charities Act 2011;

4.25 to employ paid or unpaid agents, staff or advisers;

4.26 to enter into contracts to provide services to or on behalf of other bodies;

4.27 to establish, become a member of, manage, or support any bodies (whether incorporated or not) whose objects may seem capable of furthering any of the Objects;

4.28 to establish where necessary local branches (whether autonomous or not);

4.29 to trade in the course of carrying out the Objects;

4.30 to incorporate and acquire subsidiary companies to carry on any such trade;

4.31 to procure the Charity to be registered or recognised in any foreign country or place;

4.32 to pay all costs and expenses arising in connection with the formation and registration of the Charity; and

4.33 to do anything else within the law which promotes or is ancillary to the Objects.

5. Benefits to Members and Trustees

5.1 The property and funds of the Charity shall be used only for promoting the Objects and do not belong to the members of the Charity but, subject to compliance with Article 5.4:

(A) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity; and

(B) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity.

5.2 A Trustee shall not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

(A) as mentioned in Articles 4.24, 5.1(A), 5.1(B) or 5.3 of these Articles;

(B) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;

(C) an indemnity (insofar as permitted by Article 16) in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

(D) payment to any company in which a Trustee has no more than a one per cent shareholding; and

(E) in exceptional cases (but only with the written consent of the Commission in advance and subject, where required by the Companies Act, to the approval or affirmation of the members) other payments or benefits.

5.3 Any Trustee or Connected Person of a Trustee (or any firm or company of which a Trustee or such Connected Person is a member or employee) may enter into a written contract with the Charity to supply services in return for a payment or other material benefit but only if:

(A) the services are actually required by the Charity;

(B) 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 Article 5.4; and

(C) no more than one third of the Trustees are subject to such a contract in any financial year.

5.4 Subject to Articles 5.2 and 5.5, any Trustee who becomes a Conflicted Trustee in relation to any matter must:

(A) declare the nature and extent of their interest at or before discussion begins on the matter;

(B) withdraw from the meeting for that item after providing any information required by the Trustees;

(C) not be counted in the quorum for that part of the meeting; and

(D) be absent during the vote and have no vote on the matter.

5.5 When a Trustee is a Conflicted Trustee, the Trustees present at a meeting who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interest of the Charity to do so, may by resolution passed in the absence of such Conflicted Trustee authorise the Conflicted Trustee or a Connected Person of that Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for such Conflicted Trustee or Connected Person in connection with the relevant matter:

(A) to continue to participate in discussions leading to the making of a decision; or

(B) to disclose information confidential to the Charity to a third party; or

(C) to take any other action not otherwise authorised which does not involve the receipt by such Conflicted Trustee or Connected Person of any payment or material benefit from the Charity, or refrain from taking action designed to remove the conflict.

5.6 A Conflicted Trustee who obtains (other than through their position as Trustee) information that is confidential to a third party, shall not be in breach of their duties to the Charity if they declares the conflict in accordance with Article 5.4 and then withholds such confidential information from the Charity.

5.7 This Article may not be amended without the prior permission of the Charity Commission.

6. Membership

6.1 The number of members with which the Charity proposes to be registered is unlimited.

6.2 The Charity shall maintain a register of members.

6.3 The members of the Charity shall be subscribers to the Memorandum and any such other person from time to time who applies to the Trustees to be a member and who is accepted by the Trustees as a member or who is invited by the Trustees to become a member of the Charity and whose name is placed by authority of the Trustees on the register of members. Every such person becoming a member of the Charity shall remain a member until he shall cease to be a member by virtue of some provision contained in these Articles.

6.4 Membership of the Charity shall be open to medical practitioners, scientists in the field of medicine, nurses, health advisers in genitourinary medicine, other healthcare workers, persons allied to health care and any other persons or organisations from anywhere in the world, who have shown an interest or commitment to genitourinary medicine or an applied field. There shall be the following categories of member:

6.4.1 **Fellow** - open to all medical consultants, associate specialists, specialist grade doctors and nurse or pharmacist consultants and other persons who in the opinion of the Trustees have made and are continuing to make a significant contribution to the specialty and would like to access Fellow member benefits (e.g. board roles that require Fellow membership).

6.4.2 **Honorary Life Fellow** - to be conferred by the Trustees on persons, including those not medically qualified, who have given distinguished service to the Charity and/or to the specialty.

6.4.3 **Retired Fellow** - available to Fellows who have retired and to those other persons who in the opinion of the Trustees have made a significant contribution to the specialty and/or to the Charity during their working life.

6.4.4 **Ordinary Member** - open to all persons at the discretion of the Trustees other than those persons eligible to become Fellows. The Trustees may from time to time determine different categories of ordinary membership and levels of subscription.

6.4.5 **Retired Ordinary Member** - available to ordinary members who have retired and to those other persons who in the opinion of the Trustees have made a significant contribution to the specialty and/or to the Charity during their working life.

6.5 Membership of the Charity shall terminate forthwith if the member concerned:

(A) gives written notice of resignation to the Charity; or

(B) dies or, if it is an organisation, ceases to exist; or

(C) is three months in arrears in paying the relevant subscription (if any) or any amount due from that member to the Charity (but in such a case the member may be reinstated on payment of the amount due); or

(D) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice).

6.6 Membership of the Charity is not transferable.

7. Limited liability

The liability of the members is limited.

8. Guarantee

Every member promises, if the Charity is dissolved while they or it (in the case of a member which is a corporate body) remains a member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

9. General Meetings

9.1 Members are entitled to attend general meetings. General meetings are called on at least 14 clear days' written notice to all members specifying the time and place of the meeting, the business to be discussed save that, in the case of an AGM, such notice shall specify the meeting as an AGM and shall be given on at least 21 clear days' written notice. Every notice of a general meeting shall be given in accordance with the Act.

9.2 No business shall be transacted at any general meeting unless a quorum of members is present. There is a quorum present at a general meeting if the number of members personally present or by proxy and entitled to vote upon the business to be conducted at the meeting is at least thirty members. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Trustees may determine and notify in writing to the members. If no quorum is present at such a reconvened meeting within 15 minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

9.3 The President or (if the President is unable or unwilling to do so) the Vice-President shall chair a general meeting. If both the President and Vice President are absent or

unable or unwilling to chair the general meeting in question, any of the other Trustees may be nominated by those Trustees present to chair the meeting.

9.4 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by a majority of the members present at 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least seven days' notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the nature of the business to be transacted at that meeting being the business left unfinished at the meeting from which the adjournment took place. Otherwise it shall not be necessary to give any such notice.

9.5 Except where otherwise provided by these Articles or the Act, every issue at a general meeting shall be decided by a simple majority of the votes cast in person or by proxy at such meeting.

9.6 The Charity must hold an AGM in every year which all members shall be entitled to attend.

9.7 At an AGM the members shall:

(A) receive the accounts of the Charity for the previous financial year;

(B) receive the Trustees' report on the Charity's activities since the previous AGM;

(C) note the retirement of any retiring Trustees;

(D) appoint auditors for the Charity;

(E) discuss any issues of policy or deal with any other business put before them.

9.8 Any meeting of the members which is not an AGM shall be a general meeting. A general meeting may be called at any time by the Trustees and must be called within 21 days from the date the Trustees receive written requests from members of the Charity who represent at least 5% of the total voting rights of all the members of the Charity having a right to vote at general meetings and such general meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

9.9 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 demanded:

(A) by the person chairing the meeting; or

(B) by at least two members having the right to vote at the meeting; and

a demand by a person acting as proxy for a member shall be the same as a demand by that member.

9.10 A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.

9.11 A member is able to exercise a right to vote at a meeting when:

(A) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(B) that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.

9.12 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

9.13 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

9.14 Two or more members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at that meeting, they would be able to exercise them.

9.15 Unless a poll be so demanded, a declaration by the person chairing the meeting that a resolution has on a show of hands 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 such resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the person chairing the meeting, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.

9.16 A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the person chairing the meeting directs, being not more than 30 days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

9.17 No notice need be given of a poll not taken forthwith if the time and place to which it is taken are announced at the meeting at which it is demanded. In any other case at

least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

9.18 A resolution in writing agreed by a simple majority or, in the case of a special resolution by a majority of not less than 75%, of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(A) a copy of the proposed resolution has been sent to every eligible member;

(B) a simple majority or, in the case of a special resolution, a majority of not less than 75%, of the members has signified its agreement to the resolution; and

(C) it is contained in an authenticated document which has been received by the Charity within the period of 28 days beginning with the circulation date.

A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

9.19 Subject as aforesaid, on a show of hands every member present in person or by proxy shall have one vote and on a poll every member present in person or by proxy shall have one vote. 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 of the meeting, whose decision shall be final and conclusive.

9.20 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental capacity may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

9.21 Any member of the Charity entitled to attend and vote at a general meeting is entitled to appoint another person (whether a member or not) as their proxy to exercise all or any of their rights to attend and to speak and vote at any meeting of the Charity.

9.22 An instrument appointing a proxy shall be in any common form or in any form as the Trustees may approve and the Trustees may if they think fit (but subject to the provisions of the Act) send out with the notice of any meeting forms of instrument of proxy for use at the meeting.

9.23 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9.24 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:

(A) be deposited at the Office or at such other place within the United Kingdom as is specified on the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(B) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or

(C) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the President or to the Secretary or to any of the Trustees; and

(D) an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

9.25 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received at the Office or at such other place at which the instrument of proxy was duly deposited 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.

9.26 The agenda of a general meeting shall be determined by the Trustees, except that:

(A) any resolutions submitted by the members in accordance with the Act or the Byelaws shall also be included; and

(B) the agenda for the AGM shall include the matters set out in Article 9.7,

but, for the avoidance of doubt, any resolution submitted by a member or members which does not meet the requirements of company law shall be invalid and shall not be included in the agenda of the general meeting in question. Members attending general meetings shall follow any procedure for general meetings given in the Byelaws.

10. The Trustees

10.1 The Trustees as Charity Trustees have control of the Charity and its property and funds and, subject to the Articles, are responsible for the management of the affairs of the Charity for which purpose they may exercise all the powers of the Charity. The members may, by special resolution, direct the Trustees to take or refrain from taking any specified action. No such special resolution shall invalidate anything which the Trustees have done before the passing of the resolution. Apart from the additional Trustee appointed by the Trustees under Article 10.2(A)(ii) all Trustees shall be members.

10.2 The first Trustees shall be the subscribers to the Memorandum.

10.3 There shall be at least twelve Trustees who shall be appointed in accordance with Article 10.4. In addition:

(A) the immediate past President shall, if willing, automatically be appointed as a Trustee for a further term or, where there is no such past President, then the immediate past Vice-President shall, if willing, be appointed as a Trustee for a further term;

(B) the Trustees may appoint one additional Trustee (and in relation to this appointment only, the appointed Trustee does not need to be a member); and

(C) the Trustees may appoint Trustees to fill vacancies in accordance with Article 10.5 in each case without a ballot of the members being held under Article 10.4.

10.4 Any member who is willing to act as a Trustee or willing to act as a Trustee in the capacity of a particular office or in a particular post as described in the Byelaws and meeting the eligibility requirements of any particular post or office as set out in the Byelaws and who would not be disqualified from acting under the provisions of the Articles or Byelaws, may be appointed as a Trustee by being elected by a ballot of the members conducted in accordance with the Byelaws. The result of such ballot shall be announced at the next general meeting of the Charity or announced earlier by the Trustees in such manner as they think fit.

10.5 If there is a vacancy on the Board of Trustees or if the number of Trustees falls below the minimum number envisaged by Article 10.3, the vacancy or vacancies may be filled as soon as possible by the Trustees who may, in their discretion, fill that vacancy or those vacancies without any ballot of or election by the members. The Trustees may do this by appointing any member who the Trustees believe is eligible and willing to stand.

10.6 Any Trustee who has been appointed in accordance with the foregoing provisions of this Article 10 must retire from office at the close of business of the second AGM (third AGM for the President) following their appointment (such period being referred to in these Articles as a "term").

10.7 A Trustee retiring at an AGM or otherwise shall (subject to Article 10.8) be eligible to stand for re-appointment as a Trustee for one additional term in the same post, office or role previously occupied by them. In addition, a Trustee retiring at an AGM or otherwise, and whether having been re-appointed to act as a Trustee in accordance with the foregoing provisions of this Article 10.7 or otherwise, shall (subject to Article 10.8) be eligible to stand for re-appointment as a Trustee in in any other post, office or role whether such appointment is by election by the members in accordance with Article 10.4 or by the Trustees to fill a vacancy in accordance with Article 10.5.

10.8 The office of President may be held for a single non-renewable term unless otherwise approved by a special resolution of the members.

10.9 A Trustee's term of office shall automatically terminate if they:

(A) ceases to be a Trustee by virtue of any provision of the Act or becomes prohibited by law from being a director of a company or is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those sections); or

(B) becomes bankrupt or makes any arrangement or composition with their creditors generally; or

(C) a registered medical practitioner who is treating that Trustee gives a written opinion to the Charity stating that that Trustee has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(D) is absent from four consecutive meetings of the Trustees and the Trustees resolve that their office be vacated; or

(E) resigns by written notice to the Trustees; or

(F) is removed by resolution passed by a least two-thirds of the Trustees such resolution being passed at a meeting of the Trustees duly convened and held after the meeting has invited the views of the Trustee concerned and the chair of the meeting has declared that the meeting has considered the matter in light of such views; or

(G) ceases to be a member in the case of a Trustee elected by the members.

10.10 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 of Trustees.

11. Proceedings of Trustees

11.1 The Trustees must hold at least two meetings each year.

11.2 A quorum at a meeting of the Trustees is eight Trustees.

11.3 A meeting of the Trustees may be held in person or by suitable electronic means as agreed by the Trustees by which each participant may communicate in real time with all the other participants.

11.4 The President or (if there is no President) the Vice-President shall preside at each meeting of the Trustees. If both the President and Vice President are absent or unable or unwilling to chair the meeting in question, any of the other Trustees may be nominated by a majority of the Trustees in attendance to chair the meeting.

11.5 Subject to Article 5.4 every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting (and 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).

11.6 Except for the President (or in their absence the Vice-President) of the meeting, who shall have a second or casting vote, every Trustee shall have one vote on each issue.

11.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

12. Powers of Trustees

12.1 The Trustees have the following powers in the administration of the Charity:

(A) to delegate any of their functions to committees including the Education Committee and the Clinical Governance Committee consisting of one or more individuals appointed by them;

(B) to make rules consistent with the Articles and the Act to constitute and to govern committees and their proceedings at their meetings and at meetings of committees;

(C) to make rules consistent with the Articles and the Act to govern the administration of the Charity;

(D) to establish Special Interest Groups comprising both members and non- members;

(E) to establish procedures to assist the resolution of disputes within the Charity;

(F) subject to the provisions of the Act, the Articles and to any directions given by special resolution, to manage the business of the Charity;

(G) to resolve pursuant to Article 4.24 of the Articles to affect indemnity insurance notwithstanding their interest in such a policy;

(H) to make rules to constitute and govern non-autonomous branches; and

(I) to exercise any other powers of the Charity which are not reserved to a general meeting.

12.2 Without prejudice to the generality of this Article 12, the Trustees may from time to time make, repeal or alter such byelaws as they think fit for the election of Trustees and election to particular posts or offices and to particular committees in respect of the affairs of the Charity (the "**Byelaws**"). The Byelaws shall be binding on all members of the Charity. No Byelaw shall be inconsistent with the Act, the Articles, the Charities Act 2011, any mandatory rules or regulations issued by the Commission or any other rule of law applicable to and binding on the Charity. The Byelaws may regulate the following matters but are not restricted to them:

(A) election by the Trustees of election officers to administer and co-ordinate any ballot of members;

(B) the timetable for elections;

(C) the eligibility requirements for those standing for election;

(D) the nomination process for those standing for election;

(E) subject to the provisions of these Articles, the election of Trustees and other representatives of the Charity by a ballot of all members eligible to vote, including election to particular posts or offices relating to the affairs of the Charity and, in respect of the election of six Fellows to the Board of Trustees, to provide for, subject to nominations received and votes cast, the election of at least two Fellows who work within the London area and at least two Fellows who work outside the London area;

(F) the preparation of any electoral roll of the members entitled to vote;

(G) the form of elections and voting for the election of Trustees and other representatives of the Charity including specifying the method of voting for such elections (including, but not limited to, first past the post voting for either single or multiple elections);

(H) the election to the following Trustee offices: President, Vice-President, General Secretary, Treasurer, Chair of Education Committee, Chair of Clinical Governance Committee and any other offices or posts that the Trustees consider necessary or desirable;

(I) the election of members of central BASHH committees, including of the Education Committee and the Clinical Governance Committee;

(J) the selection of co-opted members to attend (but not to vote at) meetings of the Trustees;

(K) the appointment of any scrutineers and the administration of proxies and the counting of polls on resolutions;

(L) the timing of any ballot and what documents can be sent to members with ballot papers, including the content of any supporting statements and related materials concerning those wishing to stand for election;

(M) the design of any ballot paper or poll card to be used in any election or resolution;

(N) when those elected shall take office (if the Articles are silent in this regard); and

(O) subject to compliance with the Act, the conduct of general meetings and any procedural motions during such meetings.

13. Records and Accounts

13.1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

(A) annual reports;

(B) annual returns; and

(C) annual statements of account.

13.2 The Trustees must keep proper records of:

(A) all proceedings at general meetings;

(B) all proceedings at meetings of the Trustees;

(C) all reports of committees; and

(D) all professional advice obtained.

13.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

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

13.5 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Trustees or by ordinary resolution of the Charity.

14. Exclusion of model articles

The model articles for a private company limited by guarantee are hereby expressly excluded**.**

15. Notices

15.1 In accordance with the Act anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.

15.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents.

15.3 The Charity may give any notice to a member either:

(A) personally;

(B) by sending it by post in a prepaid envelope addressed to that member at their address;

(C) by leaving it at the address of the member;

(D) by giving it in electronic form to the member's electronic address; or

(E) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

15.4 The only address at which a member is entitled to receive notices is the address shown in the register of members and for these purposes, an address means a postal address or an email address. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

15.5 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

15.6 Any document or information given in accordance with these Articles is to be treated for all purposes as having been received:

(A) twenty four hours after being sent by electronic means;

(B) when actually delivered personally or at the time when actually left at the relevant address; and

(C) 48 hours after being sent by post to that address;

15.7 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.

16. Indemnity

The Charity shall indemnify a Trustee or any former Trustee against any liability incurred:

16.1 in that capacity to the extent permitted by sections 232 to 234 of the Act; and

16.2 in successfully defending legal proceedings in that capacity or in connection with any application in which relief is granted by the Court from liability for negligence, default or breach of duty or breach of trust in relation to the Charity.

17. Dissolution

If the Charity is dissolved, following a special resolution of the members, the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Charity and if more than one then in such shares or proportions and in such manner in all respects as the Trustees may, in their discretion, decide.

18. Interpretation

18.1 In these Articles the following wording shall have the following meanings:

- "the Act" means the Companies Act 2006;
- "AGM" means an annual general meeting of the Charity specified as such in accordance with Article 9.1;
- "the Articles" means these Articles of Association;
- "Byelaws" means the byelaws referred to in Article 12;
- "the Charity" means the Charity governed by these Articles;
- "clear day" in relation to the period of a notice means a period excluding (a) the day when the notice is given or deemed to be given and (b) the day for which it is given or on which it is to take effect;

- “Charity Trustee” means charity trustee as defined by section 177 of the Charities Act 2011;
- “the Commission” means the Charity Commissioners for England and Wales;
- “Conflicted Trustee” means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;
- “Connected Person” in relation to a Trustee has the meaning set out in section 188 of the Charities Act 2011;
- “financial expert” means an individual, company or firm who is an authorised person within the meaning of the Financial Services and Markets Act 2000;
- “general meeting” means a general meeting of the Charity;
- “material benefit” means a benefit which may not be financial but has monetary value;
- “member” and “membership” refer to membership of the Charity;
- “month” means calendar month;
- “Objects” means the objects of the Charity as set out in Article 3 of these Articles;
- “Office” means the registered office of the Charity from time to time;
- “President” means the President of the Trustees;
- “Secretary” means the Secretary of the Charity;
- “Trustee” means a director of the Charity;
- “written” or “in writing” refers to any method of representing or reproducing words in a legible and non-transitory form including email; and “year” means calendar year.

18.2 Unless expressly defined herein or unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Charity, shall have the meanings so defined.

18.3 References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.

18.4 Save where the context otherwise requires references to the masculine gender shall include the feminine gender.