



## **The Companies Acts 1948 to 1981**

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

#### **Articles of Association of THE BRITISH MEDICAL ULTRASOUND SOCIETY**

1. The Society is established for the purposes expressed in the Memorandum of Association.
2. These articles shall be constructed with reference to the provisions of the Companies Acts 1948 to 2006 and unless the context otherwise requires words or expressions used in these articles shall be taken as having the same respective meanings as they have when used in those Acts.

#### **Members**

3. The number of members with which the Society proposes to be registered is 1,000 but the council of management (hereinafter called "the Council") may from time to time register an unlimited increase of members.
4. The subscribers to the Memorandum of Association, existing members of the unincorporated association hitherto known as The British Medical Ultrasound Society and such other persons as the Council shall admit to membership shall be members of the Society.
5. There shall be three classes of members known as:-
  - (i) Ordinary members: Ordinary membership shall be granted to any persons who can satisfy the Council or it's appointed Nominees that they have a bona fide interest in the use, design, manufacture, or maintenance of medical ultrasonic apparatus; or in research of a clinical, scientific or technical nature which is directed towards the furtherance of the objects of the Society.
  - (ii) Honorary Members: Honorary membership shall be awarded by the Council to such persons who have in the Council's view served or contributed with distinction to the field of ultrasonics as applied to medicine. The number of Honorary members shall not exceed 24. The terms and conditions for such membership will be determined by Council and will be appended as schedule 1 to these articles.
  - (iii) Student/Trainee members: Student/Trainee membership shall be awarded to bone fide students/trainees on a recognised course or training scheme involving medical ultrasound (such as a CASE accredited course, or any university degree or diploma involving medical ultrasound). Once Student Membership has run for one year, it will automatically revert to 'Ordinary' Membership. The terms and conditions for such membership will be determined by Council and will be appended as schedule 2 to these articles.

#### **Subscriptions**

6. Subscriptions shall be payable from time to time of such amount as shall be determined by the Council.
7. The Council may from time to time by resolution in that behalf passed by a two-thirds majority of the members of the Council increase or reduce any subscription by any such

sums as are not more than one half of the current subscription as may be specified in the resolution of the Council.

8. Every person accepted as a member shall pay the subscription mentioned in articles 6 and 7 above.

### **Termination of Membership**

9. Any member of the Society who shall desire to retire or resign shall signify such desire in writing to the Honorary Secretary and thereafter his/her name shall be removed from the list of members and he/she shall be deemed to have retired.
10. Every person who ceases from any cause to be a member shall remain liable for all sums owed by him to the Society whether by way of subscription or otherwise and no such person shall be entitled to recover any part of the subscription which he/she may have paid.
11. Any member whose subscription is more than two months in arrears and who shall fail to pay such arrears within two months after a further written application has been sent to him shall cease to be a member unless the Council shall decide to take notice of special circumstances.
12. The use of membership of the Society in any form of advertising shall be deemed to be injurious to the character and interest of the Society.
13. The Council may expel from the Society any member whose conduct is such as shall in the opinion of the Council be injurious to the character and interests of the Society or render him unfit to be a member of the Society. Before a member is expelled his/her conduct shall be inquired into by the Council and he/she shall be given an opportunity to justify and explain his/her conduct. If two thirds of the members of the Council present when the matter is inquired into are of the opinion that expulsion is warranted the Council may call upon the member to resign, and if he/she does not resign they may expel him from membership and remove him from the Register, provided always that a member so expelled will have the right to appeal to the members in general meeting and the members present at such meeting shall decide by a majority of those present on a secret ballot whether the Council's decision to expel the member shall be confirmed or denied.
14. Any person who ceases from any cause to be a member of the Society may apply for re-admission. His/her re-election shall be at the absolute discretion of the Council

### **General Meetings**

15. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The Council may, whenever it thinks fit, convene an extraordinary general meeting, for any purposes relating to the direction and management of the affairs of the Society, and the Council shall at all times call such a meeting on a requisition, in writing, from not less than ten members of the Society, specifying the general nature of the business to be transacted.

## **Notice of General Meetings**

18. At least twenty-one days notice in writing to all members shall be given to all annual and extraordinary general meetings. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify, the place, the day and the hour of meeting and, shall specify the general nature of the business to be transacted at these meetings:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (i) In the case of an annual general meeting by all the members entitled to attend and vote thereat;
  - (ii) and, In the case of an extraordinary general meeting by a majority of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.
19. The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

## **Votes of Members**

20. Every member shall have one vote except that no member shall be entitled to vote at an annual general meeting or an extraordinary general meeting unless all subscription moneys presently payable or any other sum payable by him to the Society have been paid.
21. At any meeting on a show of hands every member present in person shall have one vote. In the case of a postal poll every member shall have one vote. In any case of equality of votes the Chair of the meeting shall both on a show of hands and on a postal poll have a second or casting vote. The Chair's declaration as to the result of the voting by show of hands shall be conclusive.

Voting by proxy will not be permitted at a meeting or on a postal poll.

## **Proceedings at General Meetings**

22. Subject to the requirements of the Companies Acts 2006 and at the discretion of the Council a postal poll may be directed by the Chair of any general meeting, or may be demanded by not less than five members present in person. A postal poll so demanded must be taken in such manner and at such time within twenty eight days next after the meeting and at such place as the Chair of the meeting directs and the result of the postal poll shall be deemed to be the resolution of the meeting at which the postal poll was demanded. Provided that in any postal poll twenty one clear days for return of the poll vote must be allowed from the date of sending the poll papers to the members of the Society before the poll votes are counted and the result declared. The fact that a postal poll has been demanded shall not prevent the continuation of the meeting for the transaction of any business other than the question on which a postal poll has been demanded.

A demand for a postal poll may be withdrawn.

23. The business of the Annual General Meeting shall be to receive and consider the report of the Council and of the Auditors and to consider the accounts and balance sheets; to confirm the appointment of Officers and to receive the results of the postal ballot for the

- election of Council members in place of those retiring; to appoint auditors and to fix remuneration of the auditors; and to transact any other business of which notice in writing shall have been given to the Honorary Secretary at least twenty eight days before such meeting and of which notice has been duly given by him to the members.
24. The quorum at any general meeting shall be not less than fifteen members. If a quorum is not present within half an hour from the time appointed for holding the meeting the meetings shall stand adjourned to such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be quorum.
  25. The President of the Society shall preside as Chair at all general meetings. If he/she is not present within 15 minutes after the time appointed for holding the meeting or shall be unwilling to preside then the members present (if sufficient to form a quorum) shall choose a member of the Council or if all members of the Council present decline to preside they may choose any member to preside.
  26. The Chair may with the consent of any meeting at which a quorum is present adjourn the meeting but no business shall be transacted at such adjourned meeting other than business for which the adjournment took place.

### **Council of Management**

27. The Council of Management (herein called "the Council") shall comprise a maximum of 18 members, namely 12 elected UK resident members (who will be Directors of the Company), the Senior Journal Editor, the Chair of the Scientific & Education Committee (appointed by Council), an invited manufacturers' representative as appointed by AXrEM and up to 3 co-opted persons (as the Council sees fit). All Officers and elected members of Council are Directors of the Company. The 12 elected members shall comprise at least two medical practitioners, at least two sonographers and at least two physical scientists. In the event of a dispute arising as to which category a member falls into, the decision of Council shall be final. Council shall include the following elected officers (hereinafter called "the Officers") namely, the President, the President-Elect, the Honorary Treasurer, the Honorary Secretary and the Development Officer. The Chair of the Scientific Organising Committee (SOC) will be a co-opted member. The appointment process for the Chair of the Scientific & Education Committee, the SOC Chair and the Journal Editor is detailed in Schedule 4. The Journal Editor will serve for two years and shall be eligible for reappointment for further periods of two years. Co-opted members appointed by Council shall serve for a maximum of three years.
28. Deleted (April 1991).
29. The Officers mentioned herein should hold office for a period of two years.
  - (i) The President shall not hold office for more than two consecutive years and upon retirement shall be replaced by the President-Elect. Upon retirement the President will not be eligible for re-election to Council for five years.
  - (ii) Deleted (December 2012).
  - (iii) Deleted (April 1991).
  - (iv) If after their first two years in their respective offices the Honorary Secretary, the Honorary Treasurer and the Development Officer shall be re-elected each shall serve for not more than four consecutive years in each post.

- (v) The Council may fill from the continuing members of the Council any vacancies in the posts of Officers. The method of filling these casual vacancies shall normally be conducted in accordance with schedule 3 appended to these Articles of Association.
  - (vi) No Council Member can serve more than 6 consecutive years as an Officer, unless elected to President Elect during that time
30. Other members of the Council shall hold office for three years following their election but shall be eligible for immediate re-election for an additional period of two years provided that no elected member of the Council shall serve for more than five consecutive years unless during that period he/she shall be elected as an officer in which case from such an election he/she shall continue in office according to the provisions of article 29. The terms of office for Council members and Officers will usually begin on January 1<sup>st</sup> of any year. A Council member having served 5 consecutive years, without election to an Officer post, may not stand again for a period of 12 months.
  31. Not less than six months before the Annual General Meeting, the Honorary Secretary shall invite all members of the Society to provide nominations for vacancies on the Council which will arise that year. Such nominations shall be in writing indicating whether the member nominated is a registered medical practitioner, physical scientist, sonographer or other category of member and shall be delivered to the Honorary Secretary together with the written consent of the person concerned to accept office if elected. Each such nominator shall be debarred from nominating any other person for the same election. The Honorary Secretary shall fix a closing date for receipt of nominations not less than 21 days after issue of the notice.
  32. At its next meeting after the closing date for nominations, the Council shall nominate from amongst its number, members to fill any vacancies which will arise in the Officers of the Society (Article 29(v)). In addition, Council will review the nominations received from the members for ordinary seats on the Council and may add additional nominations of its own for either re-election of existing Council members or for the purpose of maintaining the necessary balance of types of members (Article 27). A postal ballot shall take place with all members having one non-transferable vote per vacancy. The ballot shall be conducted under the direction of a Returning Officer, appointed by Council, who shall not be a candidate in the election. Voting papers must be returned at least one month before the Annual General Meeting and the result will be announced by the Returning Officer at that Meeting.
  33. Vacancies in membership of the Council other than those arising under Articles 29 and 30 above shall be filled by the Council having regard to the overall composition of Council required by Article 27 above and the name of each person selected shall be communicated to members. The Council shall determine the period for which the person chosen shall hold office provided that such period shall not be longer than the vacating member of the Council would in the ordinary course have retained office and any period of office so served shall not be taken into account in computing the period of office under articles 29 and 30 above.

### **Proceedings, Powers and Duties of Council**

34. The Society shall be managed by the Council which shall have the power to act as or on behalf of the Society.
35. The Council shall meet at least once every year.
36. A quorum for meetings of the Council shall be five members of the Council of whom two shall be officers.

37. A meeting of the Council may be called at the request of the President or of two members of the Council.
38. The President shall if present preside at meetings of the Council but in his or her absence the Council may elect one of its members to preside.
39. At any meeting of the Council, each elected member of the Council shall have one vote and in the case of equality of votes, the President or person acting as Chair shall have a second or casting vote.
40. Seven clear days notice shall be given in writing to Council members of meetings of the Council specifying the time, date, place and agenda.
41. The Council may appoint a Committee of its members and co-opt Society members to such Committee to deal with such matters as it may deem necessary. The Council may delegate to such Committees such powers as they may prescribe. All acts and proceedings of any such committee shall be reported back to the Council as soon as possible.
42. The Council may by resolution passed by a two-thirds majority of the members of the Council present and voting at a meeting duly convened for this purpose remove any member of the Council (including any officer).
- 42(a). Members of Council shall be expected to attend all meetings of Council. A member absent from two consecutive Meetings in his or her period of office shall provide written justification to Council. A member absent from three consecutive meetings shall have deemed to have resigned.
43. The Council shall cause proper Minutes to be made of all appointments made by the Council, of the proceedings of all meetings of the Society and of the Council, and of all Committees appointed by Council and of all business transacted at such meetings and all such Minutes shall be signed by the Chair of the next succeeding meeting which shall be sufficient evidence without further proof of the facts therein stated.
44. The members of the Council for the time being shall be indemnified out of the funds of the Society at the discretion of the Council against all costs, charges, losses, damage and expenses which they shall respectively incur or be put to on account of any act, deed, matter or things which shall be executed, done or permitted by them respectively in good faith in or about the execution of their respective offices.
45. The Council shall not have the power to commit the funds of the Society over a limit of £100,000 or such other sum as may from time to time be determined by the members of the Society without first notifying members of the Society.
46. Deleted (December 2013)
47. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure and balance sheet ascertained by one or more properly qualified auditor or auditors.
48. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

## **Winding Up**

49. The Society shall be dissolved if a resolution to the effect is passed by a majority of three quarters of those present and voting at a general meeting provided that a resolution is then passed at the same general meeting appointing a properly qualified Accountant to act as Liquidator.
50. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

## **Alteration of the Memorandum and Articles**

51. A three-quarter majority of members present and voting at any duly convened general meeting with respect to which notice has been given of the matters to be taken into consideration thereat shall have the power from time to time to make such alteration to the Memorandum and Articles of the Society as may be permitted by law and as to them shall seem requisite and convenient for the regulation and government and advantage of the Society, its members and property and from time to time revoke alter or amend any Article herein save that any alteration shall be subject to the provisions of the Memorandum and in particular to Clause 5 therein and no alteration shall be made which would have the effect of altering the charitable status of the Society.
52. A notice may be given by the Society to any member either personally, by electronic mail or by post to the member's registered address, or (if the member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member to the Company for the giving of notice to the member.
53. Notice of every general meeting shall be given in any manner herein before authorised to:
  - (i) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (ii) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and
  - (iii) the auditor for the time being of the company

No other person shall be entitled to receive notices of general meetings.

10<sup>th</sup> December 2013

(Schedules 1 to 4 are appended to these Articles of Association)

## SCHEDULE 1

### **British Medical Ultrasound Society Articles of Association Schedule 1 - Honorary Membership of the Society**

1. Person(s) invited to be Honorary Members of British Medical Ultrasound Society (BMUS) will have contributed in a sustained and substantial manner to the development and practice of ultrasound in medicine and biology, to the work of BMUS, be a member of BMUS, and be predominantly based in the United Kingdom.
2. BMUS Officers will receive nominations for Honorary Membership from interested parties; including current Honorary Members, Council of BMUS and BMUS Membership, and take forward the nominations to Council. Nominations should be accompanied by up to 500 words of text explaining why Honorary membership is justified according to the criteria set out in Point 1 above. Nominations can be made at any time of year.
3. In exceptional circumstances, a non-member of the British Medical Ultrasound Society, practising ultrasound outside the United Kingdom will be considered for Honorary Membership.
4. Recommendations will be first discussed by Officers of BMUS, and if thought suitable will be forwarded and discussed at Council of BMUS for consideration and approval.
5. This process will be an agenda item at Officers and Council once in the calendar year. Usually this will be 4 -6 months in advance of the Annual General Meeting.
6. There will be no obligation to appoint Honorary Members each time this matter is discussed; appointments will be strictly on merit alone. The time required for eligible candidates to develop will be taken into account, as will the historical average of the appointment of one new Honorary member every two years.
7. Honorary Members of the British Medical Ultrasound Society will invited to accept the honour by the current President BMUS, following approval at both Officers and Council of BMUS.
8. All new Honorary Members will be announced at the following Annual General Meeting without comment or the need for approval from members in attendance.
9. Once appointed as an Honorary Member, this position is for life. The privilege cannot be withdrawn, without full approval from both Officers and Council of the British Medical Ultrasound Society and only then in exceptional circumstances. These exceptional circumstances should include bringing the Society into disrepute, criminal activity and other acts thought to be detrimental to the integrity of the British Medical Ultrasound Society.
10. Privileges of Honorary Membership of BMUS will include:
  - i. Free registration to the Annual Scientific Meeting, not to include accommodation and travel.
  - ii. A free copy of the journal Ultrasound published by the British Medical Ultrasound Society.
  - iii. Full access to the Members area of the BMUS website.
  - iv. Attendance at the organised study days of the British Medical Ultrasound Society at a reduced rate of 50% of the normal member fee.
11. The total number of Honorary Members at any one time will be restricted to 24 as defined in the Constitution of the British Medical Ultrasound Society.



## SCHEDULE 2

### **British Medical Ultrasound Society Articles of Association Schedule 2 - Student Membership of the Society**

1. Student members of the British Medical Ultrasound Society are defined as those members who are on a recognised Ultrasound training programme, leading to a national award or a PGC/PGD/MSc in Medical Ultrasound or any other award that BMUS Council may recognise from time-to-time.
2. Students will be registered on a nationally recognised ultrasound training programme which is CASE approved or from a recognised ultrasound education provider (this does not include short courses)
3. The term of student membership is restricted to one year following which there will be reversion to ordinary membership status with the prevailing free fee structure payable.
4. Student members will not include persons on programmes leading to a general medical or para-medical qualification with some ultrasound component.
5. Student membership shall entitle the person to full privileges of an ordinary member of the society to include full access to the website and the quarterly journal. Student members will also be entitled to attendance at Annual Scientific Meeting and study days at reduced rates.
6. If there is any dispute regarding the status of a student member, the decision of the BMUS Office will be final.

## SCHEDULE 3

### **British Medical Ultrasound Society Articles of Association Schedule 3 – Officers of the Society**

1. Officers will be elected every two years and if so elected will continue through the five officer posts.
2. The election will be by secret ballot by all voting members of Council. In an election year the returning officer (which will normally be the General Secretary) will offer self nomination to all eligible council members at a point at least six months prior to the expected retirement date of the President. Nominations will be open for at least a fortnight and responses sent back to the Returning Officer who will produce a ballot form. The ballot form will be sent to all voting Council members. Voting will be recorded by the Returning Officer and the result announced at the Council meeting following the election with an immediate transcription onto the website for members' information. The appointment will be formally recorded again at the AGM of the Society.
3. Only those elected members who have served a year on Council can stand for an Officer post.
4. The Council may at any time remove any Officer or Council member if it sees fit by two thirds majority. Such a removal may be appealed to the whole council including the General Secretary in writing within one week of dismissal. The appeal hearing will take place within three weeks and the decision will be final.
5. In case of resignation or another event which causes an unexpected officer vacancy, the President will be empowered to convene a special election for the vacant post with the proviso that the position will only be held until the end of the original postholder's term of office.

## SCHEDULE 4

### **British Medical Ultrasound Society Articles of Association Schedule 4 - Appointments of Chairs and members of Committees, BMUS officials and representatives**

1. This Schedule covers the process for appointment of Chairs, Vice-Chairs where relevant and members of BMUS Committees, of BMUS representatives to external bodies, and of BMUS officials.
2. This schedule does not cover membership and appointment of BMUS Council.
3. The relevant Committees covered by point (1) includes all standing BMUS Committees including the Scientific Organising Committee of major conferences. Working groups which are formed for short-duration projects are not covered by this Schedule.
4. The BMUS representatives to external bodies covered by point (1) include IPEM, CASE, BMA and RCR representatives, and any other representative which BMUS chooses to create.
5. The BMUS officials covered by point 1 include the Journal Editor and any other official position which BMUS chooses to create.
6. Appointments shall involve a job description, a person specification, a call for nominations, and an election.
7. Appointments will follow the principles of: i) asking for nominations from current members of BMUS Committees in order to involve current elected members in the work of the Society, ii) as far as possible having a balance of individuals from BMUS, for example from the different professional groups within BMUS, iii) ensuring that the person elected meets the person specification.
8. The appointments process will involve the relevant Committee. For example, appointment of Vice Chair 2 of the S&E Committee will be organised and voted for by BMUS Council. Appointment of members of the S&E Committee will be organised and voted for by the S&E Committee (noting point 12 below).
9. For all appointments and before voting each Committee member should consider carefully the nominations with respect to the person specification in order to assure themselves as far as possible that the person they chose to vote for can carry out the job effectively.
10. For any BMUS standing Committee and for major conferences (as noted in point 3), the call for nominations for the Chair will in the first instance be from existing BMUS Committees. If no suitable person is found by voting then the call is widened to include previous recent members of BMUS Committees, and BMUS Council may choose to place a call to the membership as a whole. Voting will be by a secret ballot of the whole Council with the General Secretary acting to collect votes and acting as the Returning Officer.
11. For any BMUS official or representative (as noted in points 4 and 5), the call for nominations will in the first instance be from existing BMUS Committees. If no suitable person is found by voting then the call is widened to include previous recent members of BMUS Committees, and the relevant committee may choose to place a call to the membership as a whole. Voting will be by a secret ballot of the relevant committee with the relevant BMUS staff member acting to collect votes and acting as the Returning Officer.
12. Membership of standing committees (covered in point 3) should in the first instance be from BMUS Council; new Council members will be asked which Committee they would

like to sit on with the expectation that they will chose one. Any remaining vacancies will be filled by a call to the membership.

13. For the major conference covered in point 3, membership should in the first instance be drawn from existing BMUS Committees in order to involve current elected members in the work of the Society. The SOC Chair may ask for a call to the membership and also to nominate certain experts. The SOC Chair should seek advice on SOC membership from the Officer with overall responsibility for major conferences (currently the President-Elect). For the organisation of major conferences, it is critical that the SOC is composed of a balance of experts so the SOC Chair has final say in the choice of membership; ie. no voting.