

The Companies Acts 1985 to 2006

Company limited by shares

Articles of Association

of

The College of Radiographers

(Amended by Written Resolutions dated 9 November 2006 and 3 June 2015)

1 Preliminary

- 1.1 The Company is a private company.
- 1.2 The model articles for a private company limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) ("**Table A**") shall not apply to and are expressly excluded from the Articles except where they are expressly included.

2 Interpretation

- 2.1 In these Articles, unless the context otherwise requires, the following words have the following meanings:

"the Act"	the Companies Act 2006 ;
"the Articles"	these articles of association in their present form or as altered from time to time;
"Benefit"	any payment of money or the provision or other application of any other direct or indirect benefit in money or money's worth;
"the Board of Trustees"	the company directors and charity trustees of the College;
"the Chairman"	the chairman of the Board of Trustees appointed under Article 9.2;
"clear day"	in relation to the period of a notice means that 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 Company" or "the College"	The College of Radiographers (company number 1287383);`
"Conflict of Interest"	any Interest of a Trustee (or any person Connected to a Trustee) that conflicts, or may conflict, with the interests of the College and includes a conflict of interest and duty and a conflict of duties;

"Connected Person"	any person falling within one of the following categories: <ul style="list-style-type: none"> (a) any spouse or civil partner of a Trustee; (b) any parent, child, brother, sister, grandparent or grandchild of a Trustee who is financially dependent on such Trustee or on whom the Trustee is financially dependent; (c) the spouse or civil partner of any person in (b); (d) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to that of a spouse or civil partner; or (e) any company, LLP or partnership of which a Trustee or Member is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and (f) any person who is a Connected Person in relation to any Trustee is referred to in these Articles as Connected to that Trustee;
"Interest"	any direct or indirect interest (and includes any interest a Trustee or any person Connected to a Trustee may have as a consequence of any duty he or she may owe to any other person) and where a Trustee (or any person Connected to a Trustee) has any such interest in any matter or situation or transaction or arrangement the Trustee is Interested in it;
"the UK Council of the Society"	the UK Council of the Society of Radiographers Limited as defined in article 8 of the articles of association of the Society;
"the Memorandum"	the memorandum of association of the College;
"the Secretary"	the secretary of the College from time to time;
"the Society"	The Society of Radiographers Limited (company number 169483); and
"Trustees"	the members of the Board of Trustees (and "Trustee" shall mean one of the Trustees).

2.2 These Articles shall be construed so as not to conflict with the Memorandum.

3 Members

3.1 The members of the College shall be the Society or its nominee or nominees for the time being. A certificate to that effect executed under the common seal of the Society shall be conclusive proof of the nomination of the person named therein as the holder of any share on behalf of the Society.

- 3.2 The Board of Trustees shall decline to register the transfer of any share other than by the Society to its nominee, by such a nominee to the Society or by one nominee of the Society to another nominee of the Society.
- 3.3 The instrument of transfer of a share may be in any usual form or in any other form which the Board of Trustees may approve and shall be executed by or on behalf of the transferor.
- 3.4 A person nominated by the Society from time to time (or its nominee or nominees) in writing shall be the duly authorised representative of the Society (or its nominee or nominees) and shall be entitled to exercise powers on behalf of the Society.

4 The President, President-Elect, Vice-President and Immediate Past-President

- 4.1 There shall be a President, a President-Elect, a Vice-President and an Immediate Past President of the College who shall be the persons for the time being holding those respective offices in the Society. Unless otherwise appointed to the Board of Trustees under Article 9.1, neither the President-Elect nor the Vice-President nor the Immediate Past President shall be members of the Board of Trustees and accordingly shall not (unless otherwise appointed to the Board of Trustees under Article 9.1) have the duties and responsibilities of company directors or charity trustees and shall not be entitled to attend meetings of the Board of Trustees.

5 Other officers

- 5.1 The Board of Trustees shall appoint a Chief Executive, a Director of Finance and a Director of Professional Policy, who shall, unless the Board of Trustees resolves to the contrary, be the persons for the time being holding those respective offices in the Society. Such officers shall be entitled to attend all meetings of the Board of Trustees, but shall not be entitled to vote or be counted for the purposes of a quorum at such meetings.

6 Proceedings at General Meetings

- 6.1 A general meeting may be called at any time by the Trustees or by the members in accordance with the Act.
- 6.2 Members are entitled to attend general meetings either personally or by proxy. General meetings shall be called on at least 14 clear days' notice specifying the business to be discussed. 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.
- 6.3 No business shall be transacted at any general meeting unless a quorum is present. One person entitled to attend and vote upon the business to be transacted, being a member present in person or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 6.4 The Chairman (or in his or her absence the President, or in the President's absence, the Vice-President) shall preside as chairman at every general meeting of the College but if none of them is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board of Trustees present shall elect one of their number to be chairman and, if there is only one member of the Board of Trustees present and willing to act, such person shall be chairman.
- 6.5 If no member of the Board of Trustees is willing to act as chairman, or if no member of the Board of Trustees is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman.

- 6.6 Regulations 37, 40 to 47 of Table A shall apply to general meetings of the College (and any reference to "directors" shall be read and construed as reference to the members of the Board of Trustees for the time being).

7 Written resolutions

- 7.1 A written resolution passed in accordance with the Act is as valid as a resolution passed at a general meeting.

8 Powers of the Board of Trustees

- 8.1 Subject to the provisions of the Act, the Memorandum, the Articles and any directions given by special resolution, the business of the College shall be managed by the Board of Trustees, which may exercise all the powers of the College. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.
- 8.2 All cheques and other negotiable instruments, and all receipts for money paid to the College, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Trustees shall from time to time determine.

9 Membership of the Board of Trustees

- 9.1 The membership of the Board of Trustees will be as follows:
- (a) the President, who will act ex officio while he or she is the President;
 - (b) up to seven persons appointed by a simple majority of all the Trustees entitled to attend and vote at any meeting of the Board of Trustees, who will be drawn from the educational, financial, business, legal, medical and scientific sectors; and
 - (c) a minimum of two and a maximum of six persons (but disregarding the President acting ex officio in accordance with Article 9.1(a)) appointed by the UK Council of the Society (of whom at least three shall be drawn from the UK Council of the Society) whose purpose (in addition to any duties such persons may have as Trustees) shall be to communicate information and views relating to the Society and the membership, disciplines, professions and practices of the Society and its members relevant to the business of the College to the Board of Trustees.
- 9.2 The Board shall appoint a Chairman from amongst those trustees appointed under article 9.1(b), provided that the Board shall endeavour (but shall not be bound) to appoint an individual as Chair who holds a radiographic or radiotherapeutic qualification recognised by the Board from time to time (but who need not be a current practitioner).
- 9.3 The Chairman will hold office until the end of the first meeting of the Board of Trustees following the third anniversary of his or her appointment provided that he or she will be eligible for re-appointment for one further term of office in accordance with this Article 9.3.
- 9.4 Trustees appointed pursuant to Articles 9.1(b) or 9.1(c) will hold office until the end of the first meeting of the Board of Trustees following the fifth anniversary of his or her appointment provided that he or she will be eligible for re-appointment for one further term of office in accordance with Articles 9.1(b) or 9.1(c).

- 9.5 The UK Council of the Society shall be entitled to appoint up to three observers of whom not more than one shall be a student member and not more than two shall be representatives from other bodies or associations which in the opinion of the UK Council of the Society best represent persons concerned with the science and practice of radiography and radiotherapeutic technology and allied subjects and who will thereby assist in the promotion of the objects of the College. Any observers so appointed shall not be members of the Board of Trustees and accordingly shall not have the duties and responsibilities of company directors or charity trustees and shall not be entitled to vote or be counted for the purposes of a quorum at such meetings.
- 9.6 Subject to Article 9.7, any person appointed to the Board of Trustees pursuant to Article 9.1(c) or any observer appointed pursuant to Article 9.5 may be removed by the UK Council of the Society by written notice served on the College at its registered office.
- 9.7 A member of the Board of Trustees shall vacate office if:
- (a) he or she resigns by notice in writing delivered to the Secretary at the registered office of the College or tendered at a meeting of the Board of Trustees in which event he or she shall vacate that office on the service of that notice on the College or at such later time as is specified in the notice or he or she offers in writing to resign from his or her office and the Board of Trustees resolve to accept such offer;
 - (b) he or she ceases to be a director by virtue of any provision of the Act, is removed from office pursuant to these Articles or becomes prohibited by law from being a director of a company or a trustee of a charity;
 - (c) he or she becomes bankrupt, has an interim receiving order made against him or her, makes any arrangement or compounds with his or her creditors generally or applied to the Court for an interim order under Section 253, Insolvency Act 1986 in connection with a voluntary arrangement under that Act;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months and the Board of Trustees resolves that his or her office be vacated;
 - (e) he or she shall be absent, with or without the permission of the Board of Trustees, from two or more meetings of the Board of Trustees in any period of 12 months and the Board of Trustees resolves that his or her office be vacated;
 - (f) he or she is requested to resign by notice in writing addressed to him at his or her address as shown in the register of directors and signed by all other members of the Board of Trustees; or
 - (g) in the case of a member of the Board of Trustees who holds office as a member of the UK Council of the Society when they are appointed, he or she ceases to be a member of the UK Council of the Society;
 - (h) he or she is convicted of an indictable offence and the Board of Trustees resolve that it is undesirable in the interests of the College that he or she remains a member of the Board of Trustees.

10 Proceedings of the Board of Trustees

- 10.1 The Trustees will hold at least two meetings of the Board each year.

- 10.2 The Board of Trustees may meet together for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit. The Secretary shall at the request of the President of the College or any six members of the Board of Trustees convene a meeting of the Board of Trustees at any time. It shall not be necessary to give notice of a meeting to a member who is absent from the British Isles.
- 10.3 At every meeting of the Board of Trustees two persons appointed under Articles 9.1(b) and two persons appointed by the UK Council of the Society under Article 9.1(c) entitled to vote shall constitute a quorum.
- 10.4 The members of the Board of Trustees for the time being may act notwithstanding any vacancy in their number provided that if at any time their number is reduced below six or the quorum requirement set out at Article 10.3, the members for the time being may act only for the purposes of filling vacancies or calling a general meeting.
- 10.5 The Chairman (or in his or her absence the President of the College), shall preside as chairman at any meeting of the Board of Trustees but if neither of them is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board of Trustees present shall choose one of their number to be chairman and if there is only one member of the Board of Trustees present and willing to act, such person shall be chairman.
- 10.6 Subject to Article 10.7, at any meeting of the Board of Trustees each member shall have one vote. Any two members shall be entitled to demand that the voting on any given question shall be by poll which shall be taken forthwith.
- 10.7 All members of the Board of Trustees shall be entitled to vote at meetings of the Board of Trustees. Questions arising at a meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 10.8 At the request of any member of the Board of Trustees present, any resolution passed at a meeting of the Board of Trustees shall be referred to the next meeting for further consideration and in that event the resolution shall not become effective unless it is confirmed by a majority at that meeting; provided always that a resolution which has been referred to a second meeting of the Board of Trustees, shall not be further referred at that meeting unless at least two-thirds of the members present vote in favour of the referral.
- 10.9 A written resolution signed (or agreed to in writing) by all of the members of the Board of Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board of Trustees is as valid as a resolution passed at a meeting duly convened and held (for this purpose the resolution may be contained in more than one document in the same form and will be treated as passed on the date of the last signature).
- 10.10 All acts done by a meeting of the Board of Trustees, or of a committee of the Board of Trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board of Trustees or that any member was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board of Trustees and had been entitled to vote.
- 10.11 A meeting of the members of the Board of Trustees or a committee of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all other participants. If all of the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11 Committees of the Board of Trustees

- 11.1 The Board of Trustees may delegate any of its powers to any committee consisting of members of the Board of Trustees and such other members of the Society as the Board of Trustees shall think fit provided that more than one half of the members of any committee shall be members of the Board of Trustees. The President shall be an ex officio member of each committee but each committee shall elect its own chairman and secretary.
- 11.2 Any committee shall, when exercising the powers delegated to it, comply with any regulations or directions which the Board of Trustees may from time to time impose upon it and subject thereto, the proceedings of a committee shall be governed by the Articles regulating the proceedings of the Board of Trustees so far as they are capable of applying.
- 11.3 The quorum for every meeting of a committee shall be three members of whom at least two shall be members of the Board of Trustees.
- 11.4 All acts and proceedings of each committee shall be reported to the Board of Trustees as soon as possible.

12 Declaration of Interests

- 12.1 Every Trustee has a duty to declare to the Board of Trustees the nature and extent of any Interest which he or she (or any Connected Person) has in any proposed or existing transaction or arrangement with the College or any situation or matter in relation to the College that is, or possibly may be, a Conflict of Interest.
- 12.2 In the case of any proposed transaction or arrangement with the College in which a Trustee (or any Connected Person) is Interested, he or she must declare the nature and extent of the Interest to the Board of Trustees before the College enters into the transaction or arrangement.
- 12.3 In the case of any existing transaction or arrangement that has been entered into by the College or any situation or matter in relation to the College in which a Trustee (or any Connected Person) is Interested, he or she must declare the nature and extent of the Interest to the Board of Trustees as soon as is reasonably practicable.
- 12.4 Any declaration must be made in accordance with the provisions of the Act:
- 12.4.1 at a meeting of the Board of Trustees; or
- 12.4.2 by notice in writing to the Board of Trustees; or
- 12.4.3 by general notice to the Board of Trustees.
- 12.5 A Trustee is not required to declare an Interest:
- 12.5.1 where the Trustee is not aware of the Interest (but the Trustee is treated as being aware of matters of which he ought reasonably to be aware); or
- 12.5.2 where the Trustee is not aware of the transaction or arrangement or situation or matter (but the Trustee is treated as being aware of matters of which he ought reasonably to be aware); or
- 12.5.3 if, or to the extent that, the other Trustees are already aware of the Interest (or ought reasonably to be aware of the Interest).
- 12.6 The College will maintain a register of all of the Interests declared by the Board of Trustees in accordance with this Article. The Board of Trustees will prepare (and from time to time review) a policy in relation to the declaration and management of Conflicts of Interest.

13 Conflicts of Interest

- 13.1 Subject to Articles 13.2 and 14, a Trustee has a duty under the Act to avoid a situation or matter (including a transaction or arrangement with the College) in which he has, or can have, a Conflict of Interest. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the College could take advantage of the property, information or opportunity).
- 13.2 Pursuant to section 181(3) of the Companies Act 2006, the duty referred to in Article 13.1 does not apply to a Conflict of Interest arising in relation to any situation or matter or any transaction or arrangement between the College and any Trustee which is mentioned in clause 5 of the Memorandum.

14 Authorisation of Conflicts of Interest

- 14.1 The Board of Trustees may authorise a transaction or arrangement or situation or matter in which a Trustee (or any person Connected to that Trustee) has, or may have, a Conflict of Interest provided that:
- 14.1.1 the Conflict of Interest will not confer a Benefit on the Trustee or any Connected Person at the expense of the College to an extent greater than that permitted by clauses 5 and 6 of the Memorandum;
 - 14.1.2 the Trustees act in what they consider to be the best interests of the College; and
 - 14.1.3 the Trustees comply with the procedures set out in this Article 14.
- 14.2 Whenever the Board of Trustees must decide whether to give the authorisation in accordance with Article 14.1 the Trustee concerned must:
- 14.2.1 declare the nature and extent of his or her Interest at the beginning of any meeting at which the authorisation is to be discussed (or, at the latest, before such discussion begins);
 - 14.2.2 withdraw from that part of the meeting at which the authorisation is to be discussed unless expressly invited to remain in order to provide information;
 - 14.2.3 not be counted in the quorum for that part of the meeting during which the authorisation is discussed;
 - 14.2.4 withdraw during the vote and have no vote on the authorisation for that part of the meeting; and
 - 14.2.5 not sign any written resolution in relation to the authorisation (except where required to do so to confirm a resolution of the other Trustees).
- 14.3 In giving any authorisation in accordance with Article 14.1 in relation to any transaction or arrangement or situation or matter in which a Trustee (or any person Connected to that Trustee) has, or may have, a Conflict of Interest and which **will or may confer a Benefit on that Trustee** (or Connected Person), the Board of Trustees must provide that the Trustee concerned will:
- 14.3.1 declare the nature and extent of his or her Interest at the beginning of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed (or, at the latest, before such discussion begins);

- 14.3.2 withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
 - 14.3.3 not be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed;
 - 14.3.4 withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting; and
 - 14.3.5 not sign any written resolution in relation to the relevant transaction or arrangement or situation or matter (except where required to do so to confirm a resolution of the other Trustees).
- 14.4 The Board of Trustees may also consider and determine whether a Trustee with a Conflict of Interest should be excluded from the receipt of information in respect of the relevant transaction, arrangement, situation or matter.
- 14.5 In giving the authorisation under Article 14.1 in relation to a transaction or arrangement or situation or matter in which a Trustee (or any person Connected to a Trustee) has, or may have, a Conflict of Interest which **will not confer a Benefit on that Trustee** (or Connected Person), the Board of Trustees may (subject to such terms as they may impose from time to time and to their right to vary or terminate such authorisation) determine the manner in which they may be dealt with and, in doing so, the Trustees must consider:
- 14.5.1 whether the nature and extent of the interest in the relevant transaction or arrangement or situation or matter is reasonably likely to give rise to a Conflict of Interest;
 - 14.5.2 whether or not the Trustee should withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
 - 14.5.3 whether or not the Trustee should be excluded from the receipt of information in relation to the relevant transaction, arrangement, situation or matter;
 - 14.5.4 whether or not the Trustee should be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed; and
 - 14.5.5 whether or not the Trustee should withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting.

15 Minutes

- 15.1 The Board of Trustees shall cause minutes to be made in books kept for the purpose of:
- (a) all appointments of officers made by the Board of Trustees; and
 - (b) all proceedings at meetings of the College and of the Board of Trustees including the names of those present at each meeting.
- 15.2 Minutes signed by a person purporting to be the chairman of a meeting or of the next succeeding meeting shall be conclusive evidence of the facts therein recorded.

- 15.3 No report of the proceedings of any meeting of the Board of Trustees or of any committee of the Board of Trustees shall be taken or published except with the consent of the Board of Trustees previously obtained.

16 Publications

- 16.1 In pursuance of the objects set out in clause 3 of the Memorandum, the Board of Trustees may:
- (a) arrange for the publication of a journal at such intervals as it may determine;
 - (b) arrange for the publication in such manner as it may see fit, such other papers, documents and reports as it may consider likely to advance the objects of the College.

17 Recognition of Educational Institutions

- 17.1 The Board of Trustees shall maintain a list of institutions for the time being recognised by it as centres of instruction in radiography, radiotherapeutic technology and allied subjects (in this Article referred to as "**Recognised Educational Institutions**").
- 17.2 The Board of Trustees shall appoint inspectors charged with the responsibility of advising the Board of Trustees on the suitability of any institution for inclusion as a Recognised Educational Institution and of inspecting the Recognised Educational Institutions and reporting on them. Subject to the provisions of clauses 4, 5 and 6 of the Memorandum the Board of Trustees may remunerate inspectors so appointed.
- 17.3 The Board of Trustees may establish by regulations the requirements to be satisfied before an institution can become a Recognised Educational Institution.
- 17.4 The Board of Trustees may after due enquiry remove the name of an institution from the list of Recognised Educational Institutions.

18 Examinations

- 18.1 The Board of Trustees may make rules and regulations defining the curricula, the prescribed courses of study, the conditions of admission to examinations and the subjects thereof in all branches of radiography, radiotherapeutic technology and allied subjects and the date when and places where such examinations shall be held and may fix the entry fees.
- 18.2 The Board of Trustees shall appoint examiners for any such examinations and subject to the provisions of clause 4 of the Memorandum may remunerate examiners so appointed.
- 18.3 The Board of Trustees may from time to time make regulations prescribing the authorised abbreviations which may be used by persons who have passed the examinations of the College.

19 Notices

- 19.1 Notices, documents, resolutions or information under these Articles may be sent or supplied to the Board of Trustees by hand, or by post or by suitable electronic means.
- 19.2 The College may deliver a notice or other document to a member by:
- 19.2.1 delivering it personally to the member;
 - 19.2.2 post or hand delivery to the member's address shown in the register of members;

- 19.2.3 electronic mail to an address notified by the member in writing; or
- 19.2.4 by means of a website in accordance with Articles 19.3 and 19.4.
- 19.3 Notices, resolutions, documents or information may be sent or supplied to members by means of a website provided that a member has consented to receive notices, resolutions, documents or information in that way. A member will be deemed to have agreed to receive notices, resolutions, documents and information in this way where they have been asked individually by the College to agree to receive notices, resolutions, documents and information through a website and the College has not received a response within the period of 28 days beginning with the date on which the College's request was sent. A member is not taken to have so agreed if the College's request did not state clearly what the effect of a failure to respond would be, or was sent less than 12 months after a previous request was made.
- 19.4 Where any notice, resolution, document or other information is to be sent or supplied by means of a website, a member shall be notified in accordance with Articles 19.2.1, 19.2.2 or 19.2.3 of:
- 19.4.1 its presence on the website;
- 19.4.2 the address of the website;
- 19.4.3 the place on the website where it may be accessed; and
- 19.4.4 how to access it.
- 19.5 Any notice, resolution, document or other information sent or supplied by means of a website shall be deemed to have been received by the member when the notice, resolution, document or other information is first made available on the website or, if later, when the member is deemed to have received the notification given under Article 19.4 in accordance with the relevant provisions of 19.6.
- 19.6 Subject to Article 19.5, any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 19.6.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 19.6.2 two clear days after being sent by first class post to that address;
- 19.6.3 three clear days after being sent by second class or overseas post to that address;
- 19.6.4 on being handed to the member personally; or, if earlier
- 19.6.5 as soon as the member acknowledges actual receipt.
- 19.7 A technical defect in the giving of notice of a meeting of which the UK Council are unaware at the time does not invalidate decisions taken at that meeting.

20 Accounts

- 20.1 No member of the Society shall (as such) have any right to inspect the accounting records or other book or document of the College except as conferred by statute or authorised by the UK Council or by ordinary resolution of the Society.
- 20.2 The books of account shall be kept at the registered office of the College or at such other place or places as the Board of Trustees think fit and shall always be open to the inspection of the Board of Trustees.

21 Rules or byelaws

- 21.1 The Board of Trustees may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the College.
- 21.2 The College in general meeting shall have power by special resolution to alter or repeal the rules or byelaws and to make additions to them, and the Board of Trustees shall adopt such means as it deems sufficient to bring to the notice of members of the College all such rules or byelaws which, so long as they shall be in force, shall be binding on all members of the College provided nevertheless that no rule or byelaw shall be inconsistent with, or shall effect or repeal anything contained in, the Memorandum or Articles.

22 Winding-up

The provisions of clause 11 of the Memorandum relating to the winding-up and dissolution of the College shall have the same validity, operation and effect as if they were repeated in the Articles.

23 Indemnity

- 23.1 The College may indemnify any Trustee against any liability incurred by him or her in that capacity, to the extent permitted by the Act.