

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

The Intensive Care Society

Company No: 02940178

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INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in Schedule 1 at the end of the Articles.

OBJECTS AND POWERS

2. Objects

2.1 The objects of the Society are:

2.1.1 to advance and promote the care and safety of critically ill patients, by (1) the advancement and promotion of those branches of medical science concerned with critical care, and (2) the promotion of study and research into critical care and the publication of the useful results of such study and research.

3. Powers

3.1 To further its objects the Society may:

3.1.1 promote, fund and provide training and education of healthcare professionals and members of the public;

3.1.2 increase awareness of safe patient care amongst healthcare and other professionals and the public;

3.1.3 promote co-operation and communication between persons in all parts of the world engaged in care of the critically ill;

3.1.4 provide and assist in the provision of money, materials or other help;

3.1.5 establish, form, promote, conduct and maintain public exhibitions and displays of an educational nature;

3.1.6 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.1.7 promote, encourage, carry out or fund research, surveys, studies or other work, making the useful results available;

3.1.8 develop, publish and disseminate standards and advice relating to critical care in any medium;

3.1.9 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English, Welsh and Scottish charity may properly undertake;

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

- 3.1.11 apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights, database rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;
- 3.1.12 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.13 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Society must comply as appropriate with the Charities Act 2011);
- 3.1.14 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Society must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.15 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.16 invest the Society's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.17 arrange for investments or other property of the Society to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.18 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.19 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.20 accept (or disclaim) gifts of money and any other property;
- 3.1.21 raise funds by way of subscription, donation or otherwise;
- 3.1.22 trade in the course of carrying out the objects of the Society and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.23 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.24 subject to Article 4 (Limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.25 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

- 3.1.26 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Society's objects);
- 3.1.27 undertake and execute charitable trusts;
- 3.1.28 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.29 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.30 insure the property of the Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Society;
- 3.1.31 provide indemnity insurance for the Trustees or any other officer of the Society in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of the Society); and
- 3.1.32 do all such other lawful things as may further the Society's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Society shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Company Members of the Society and no Trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing in this document shall prevent the payment in good faith by the Society:
 - 4.1.1 of reasonable and proper remuneration to any employee of the Society (not being a Trustee but subject to Article 4.1.6) for any services rendered to the Society;
 - 4.1.2 of interest at a reasonable and proper rate on money lent to the Society or of reasonable and proper rent for premises demised or let to the Society by any Company Member or employee of the Society or Trustee;
 - 4.1.3 of reasonable and proper out-of-pocket expenses to any employee, Company Member, Trustee or member of a committee of the Council;
 - 4.1.4 of fees, remuneration or other benefit in money or money's worth to a company of which a Company Member or a Trustee may be a member holding not more than 1% of the issued share capital of that company;
 - 4.1.5 of any premium in respect of indemnity insurance as provided for in Article 3.1.31;

- 4.1.6 of payment to any Trustee (or any firm or company of which a Trustee is a director, partner, member or employee) for goods or services provided by him or her, or such firm or company to or on behalf of the Society provided:
- (a) the goods or services are actually required by the Society;
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedures in Article 19;
 - (c) no more than one half of the Trustees shall receive such payments in any financial year of the Society;
 - (d) nothing in Article 4.1.6 authorises remuneration to a Trustee under a contract of employment;
- 4.1.7 of charitable benefits to a Trustee in his capacity as a beneficiary pursuant to the objects;
- 4.1.8 of payment of allowances to employers of Trustees for the purposes of enabling Trustees to perform their functions as a Trustee or as a member of a committee of Council.

OSCR

- 4.2 If the Society is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of Company Members

- 5.1 The liability of each Company Member is limited to £1, being the amount that each Company Member undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a Company Member or within one year after he or she ceases to be a Company Member, for:
- 5.1.1 payment of the Society's debts and liabilities contracted before he or she ceases to be a Company Member;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Society may be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. Trustees' general authority

7.1 Subject to the Articles, the Trustees, who are also the company directors, are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

7.2 Subject to the Articles, the Trustees may make, repeal or alter any rules as they think fit about how they manage and take decisions, and about how such rules are to be recorded or communicated to Trustees. To the extent that there is any contradiction between such rules and these Articles or Council Regulations, the following order of precedence shall apply:

7.2.1 these Articles;

7.2.2 the Council Regulations;

7.2.3 the Trustees' rules.

8. Company Members' reserve power

8.1 The Company Members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

9. Chair

The President shall, by virtue of being elected to this role, be the Chair of Trustees for his or her term of office as President.

10. Trustees may delegate

10.1 Subject to the Articles and the Council Regulations, the Trustees may delegate any of their powers or functions to any person, or committee, including the Council.

10.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Society to any person or committee, including the Council.

10.3 Subject to the Council Regulations, any delegation by the Trustees may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

10.4 In the case of delegation of the day to day management of the Society to a chief executive or another manager or managers:

10.4.1 the delegated power to the chief executive shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;

10.4.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and

10.4.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Society and provide them regularly with management accounts which are sufficient to explain the financial position of the Society.

11. Council Regulations

11.1 The Council may from time to time make, repeal or alter such Council Regulations as it deems fit as to the Council (including its management, role and composition) and the ICS Members (including their role and composition).

11.2 Council Regulations made under this Article must not be inconsistent with the Companies Acts, the Articles or any rule of law, and the order of precedence in Article 7.2 shall apply.

DECISION-MAKING BY TRUSTEES

12. Trustees to take decisions collectively

12.1 Any decision of the Trustees must be either:

12.1.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 17); or

12.1.2 a decision taken in accordance with Article 18.

13. Calling a Trustees' meeting

13.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.

13.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:

13.2.1 all the Trustees agree; or

13.2.2 urgent circumstances require shorter notice.

13.3 In deciding on the date and time of any Trustees' meeting, the Trustees calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.

13.4 Notice of Trustees' meetings must be given to each Trustee.

- 13.5 Every notice calling a Trustees' meeting must specify:
- 13.5.1 the place, day and time of the meeting;
 - 13.5.2 the general nature of the business to be considered at such meeting; and
 - 13.5.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.6 Notice of Trustees' meetings need not be in Writing.
- 13.7 Notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

14. **Participation in Trustees' meetings**

- 14.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 14.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 14.3 If all the Trustees participating in a 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.

15. **Quorum for Trustees' meetings**

- 15.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Trustees, whichever is the greater, and including at least one Officer.
- 15.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
- 15.3.1 to appoint further Trustees; or
 - 15.3.2 to call a general meeting so as to enable the Company Members to appoint further Trustees.

16. **Chairing of Trustees' meetings**

The Chair, or in his or her absence another Trustee nominated by the Trustees present (who shall be an Officer unless no Officer is present), shall preside as chair of each Trustees' meeting.

17. Casting vote

- 17.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 17.2 Article 17.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. Decisions without a meeting

- 18.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting. If:
- 18.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
- 18.1.2 that Trustee has taken all reasonable steps to make the other Trustees aware of the matter and the decision;
- 18.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 18.1.4 a majority of the Trustees vote in favour of a particular decision on that matter;
- a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.
- 18.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:
- 18.2.1 may be in different places, and may participate at different times; and
- 18.2.2 may communicate with each other by any means.
- 18.3 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 15.
- 18.4 The Chair, or such other Trustee as shall be appointed by the Trustees, shall be the chair of the process of decision-making in accordance with this Article. In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

19. **Trustee interests and management of conflicts of interest**

Declaration of interests

- 19.1 Unless Article 19.2 applies, a Trustee must declare the nature and extent of:
- 19.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Society; and
- 19.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Society or his or her duties to the Society.
- 19.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 19.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Society, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 19.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Society, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 19.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Society (as permitted under Article 4.1.7) and which is available generally to the beneficiaries of the Society;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.31;
 - (c) payment under the indemnity set out at Article 6; and
 - (d) reimbursement of expenses in accordance with Article 4.1.3; or
- 19.4.2 the Trustee has a conflict between his or her duty to act in the best interests of the Society and his or her duties to a person who appointed him or her; or
- 19.4.3 a majority of the other Trustees participating in the decision-making process decide to the contrary,
- in which case he or she must comply with Article 19.5.

- 19.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 19.5, he or she must:
- 19.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- 19.5.2 not be counted in the quorum for that part of the process; and
- 19.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Society

- 19.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:
- 19.6.1 the Trustee shall not be in breach of his or her duties to the Society by withholding confidential information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
- 19.6.2 the Trustee shall not be accountable to the Society for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

20. Register of Trustees' interests

The Trustees must ensure a register of Trustees' interests is kept.

21. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

22. Number of Trustees

There shall be at least six Trustees. The Trustees shall be the Officers, the Lay Trustees and the Council Member Trustee.

23. Appointment of Trustees and retirement of Trustees

- 23.1 Any person who is an Officer shall become a Trustee on election to that role and shall automatically cease to be a Trustee if he or she ceases to be an Officer.
- 23.2 Any person willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 24, may be appointed to be a Lay Trustee by ordinary resolution of the Company Members, provided that there are never more than three Lay Trustees at any given time.

23.3 Any person willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 24, and who is either:

23.3.1 a current member of Council; or

23.3.2 has served as a member of Council within the two calendar years immediately preceding his or her proposed appointment;

may be appointed to be a Council Member Trustee by ordinary resolution of the Company Members, provided that there is never more than one Council Member Trustee at any given time.

23.4 A Lay Trustee appointed in accordance with Article 23.2 shall serve for a term of three years, after which he or she may be reappointed for a further term of three years in accordance with Article 23.2. A Council Member Trustee appointed in accordance with Article 23.3 shall serve for a term of two years, after which he or she may be reappointed for a further term of two years in accordance with Article 23.3.

Maximum term

23.5 A Lay Trustee or a Council Member Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office.

Minimum age

23.6 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

General

23.7 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

24. Disqualification and removal of Trustees

24.1 A Trustee shall cease to hold office if:

24.1.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Act 2006, or is prohibited from being a Trustee by law;

24.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;

24.1.3 the Trustees reasonably believe he or she has become not physically or mentally capable of managing his or her own affairs and they resolve that he or she be removed from office (and such decision may, at the Trustees' sole discretion, be subject to the Trustees taking the view of an independent medical expert who shall be chosen and appointed at the Trustees' sole discretion);

24.1.4 notification is received by the Society from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least six Trustees will remain in office when such resignation has taken effect);

- 24.1.5 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason; or
- 24.1.6 at a general meeting of the Society, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views.

PATRONS

25. Patrons

The Council may at any time invite such persons as it thinks fit to accept the office of Patron of the Society and any person accepting such invitation shall be a Patron accordingly.

COMPANY MEMBERS

BECOMING AND CEASING TO BE A COMPANY MEMBER

26. Members of Council as Company Members

- 26.1 The members of Council from time to time shall be the only Company Members.
- 26.2 A member of Council shall become a Company Member on becoming a member of Council and shall cease to be a Company Member automatically if he or she is no longer a member of the Council. All new members of Council are treated as having agreed to become Company Members.
- 26.3 In addition to their role as Company Members, members of Council may also have other roles and duties in their capacity as members of Council. Such roles and duties shall be set out in the Council Regulations. The Trustees may delegate to the Council pursuant to Article 10.
- 26.4 The names of the Company Members must be entered in the register of members.

27. Termination of membership

- 27.1 A Company Member shall cease to be a Company Member if he or she ceases to be a member of Council.
- 27.2 Membership is not transferable and shall cease on death.

28. Composition of the Council

- 28.1 The Council shall consist of
- 28.1.1 the Officers;
- 28.1.2 up to four persons elected by the ICS Members eligible to vote, from among the ICS Members eligible to vote; and
- 28.1.3 PAG Members of Council appointed in accordance with the Council Regulations.

- 28.2 Notwithstanding any other provisions of these Articles, the members of Council in office immediately after the adoption of these Articles shall hold the offices for the period set out in the Council Regulations (as updated from time to time).
- 28.3 The Officers of the Society shall be:
- 28.3.1 President;
- 28.3.2 President Elect;
- 28.3.3 Immediate Past President or, if there is no Immediate Past President, the Interim Officer (if any);
- 28.3.4 Honorary Treasurer; and
- 28.3.5 Honorary Secretary.
- 28.4 The Officers, apart from the Immediate Past President, shall be elected by the Council. Subject to Article 29, a person is not eligible for nomination for election as an Officer unless at the time of nomination he is a member of Council (not including the President Elect).
- 28.5 The procedures for the nomination and election of the Officers shall be defined in the Council Regulations.
- 28.6 The President shall be elected one year in advance of taking his office and during that year shall hold office as the President Elect.
29. **Term of office of Officers**
- 29.1 The President shall hold office for a term of two years, at the end of which he or she shall retire and Article 29.3 shall apply, and he or she shall hold the office of Immediate Past President for one year. If the President demits his office for any reason before such retirement date, he shall not serve as Immediate Past President.
- 29.2 Each of the Honorary Treasurer and Honorary Secretary shall hold office for a term of three years, at the end of which he or she shall retire and Article 29.3 shall apply.
- 29.3 No Officer shall be eligible for election to an Officer position that he or she has held before (whether or not it was the last office he/she held) without first taking a break from office, and shall not be eligible for re-election until the second anniversary of the commencement of his or her break from office.
- 29.4 For the purposes of Articles 28.6, 29.1, 29.2 and (in the case of an Elected Member of Council) 31.1 a “year” shall mean the period between the end of one Annual Members’ Meeting and the end of the next Annual Members’ Meeting.
30. **Election of Elected Members of Council**
- 30.1 The eligibility criteria and the procedure for the nomination and election (which may be by postal or electronic ballot) of the Elected Members of Council shall be defined in the Council Regulations.

30.2 The election of Elected Members of Council shall take effect as from the close of the Annual Members' Meeting immediately following their election, when retiring Elected Members of Council shall be deemed to retire.

30.3 If a vacancy arises for an Elected Member of Council under Article 28.1.2, the vacancy shall be filled by an election pursuant to Article **Error! Reference source not found.**

31. **Term of office of Elected Members of Council**

31.1 An Elected Member of Council shall hold office for a term of three years from the date of his or her election, at the end of which he or she shall retire, and be eligible for re-election under Article **Error! Reference source not found.** for one further consecutive term of three years. After that he or she shall not be eligible for re-election under Article **Error! Reference source not found.** until three years have elapsed from the date of his or her termination of office.

31.2 A vacancy created by the election of an Elected Member of Council to an Officer post shall be filled in accordance with Article **Error! Reference source not found.**

32. **Specialist Advisors**

32.1 The Council may invite such persons to attend Council meetings as observers or advisors ("Specialist Advisors") as it thinks fit. Specialist Advisors are not Company Members and cannot vote at meetings of Council.

33. **Disqualification of members of Council**

The office of a member of Council shall be vacated if:

33.1 he or she becomes bankrupt or makes any arrangement or composition with his creditors generally;

33.2 the Council reasonably believes he or she has become not physically or mentally capable of managing his or her own affairs and resolves that he or she be removed from office (and such decision may, at the Council's sole discretion, be subject to the Council taking the view of an independent medical expert who shall be chosen and appointed at the Council's sole discretion);

33.3 he or she resigns his office by written notice to the Society (but only if at least five members of Council will remain in office when the notice of resignation is to take effect); or

33.4 he or she is absent without the permission of the Council for three consecutive Council meetings and the Council resolves that his office be vacated; or

33.5 he or she is removed from office by a resolution of the Council, or committee thereof, that the interests of the Society so require after inviting the views of the member of Council concerned and considering the matter in light of any such views.

34. **Vacancies in Council**

34.1 If the office of President becomes vacant, the President Elect then in office shall serve as President unless he or she declares his or her unwillingness to do so, until the next Annual

Members' Meeting. Such a President Elect (if any) will take office as the President at the next Annual Members' Meeting and shall then serve in accordance with Article 29.1. If the President Elect is unwilling to serve as President, or if any other officer role under Article 28.3 becomes vacant, the Council may appoint an Elected Member of Council or a PAG Member of Council to fill the vacancy in such office. Any person so appointed shall hold office until the next Annual Members' Meeting when he or she shall be eligible to stand for election in accordance with the Articles and the Council Regulations.

35. ICS Members and Associate Members

35.1 Subject to Article 35.2, the Council may establish such categories of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such Council Regulations as the Council shall make, provided that no such associate members shall be a Company Member for the purposes of the Articles or the Companies Acts.

35.2 On adoption of these Articles the ICS Members shall be the individuals identified as such by Council, including in any Council Regulations (and they shall not be Company Members for the purposes of the Articles or the Companies Acts).

36. Annual Members' Meeting

36.1 The Society shall hold in each calendar year an annual meeting of the ICS Members, which shall be called the Annual Members' Meeting, for the purposes of:

36.1.1 declaring the results of the elections of Officers and Elected Members of Council;

36.1.2 receiving a report from the Trustees on the Society's activities during the previous year; and

36.1.3 any further matters set out in the Council Regulations.

36.2 The Annual Members' Meeting shall be called by the Council, and its proceedings conducted in accordance with the Council Regulations.

36.3 All ICS Members are entitled to attend and speak, but not vote, at Annual Members' Meetings. No decisions binding on the Trustees or the Society can be taken at an Annual Members' Meeting.

36.4 An Annual Members' Meeting is not a general meeting for the purposes of the Companies Act or the Articles and no resolution can be proposed thereat on a matter where a resolution of Company Members is required by or provided for in statute or the Articles.

37. General meetings

37.1 The Trustees may call a general meeting at any time.

37.2 The Trustees must call a general meeting if required to do so by the Company Members under the Companies Acts.

37.3 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

WRITTEN RESOLUTIONS

38. Written resolutions

General

- 38.1 Subject to this Article 38 a written resolution agreed by:
- 38.1.1 Company Members representing a simple majority; or
- 38.1.2 (in the case of a special resolution) Company Members representing not less than 75%;
- of the total voting rights of eligible Company Members shall be effective.
- 38.2 On a written resolution each Company Member shall have one vote.
- 38.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 38.4 A Company Members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 38.5 A copy of the proposed written resolution must be sent to every eligible Company Member together with a statement informing the Company Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 38.6 In relation to a resolution proposed as a written resolution of the Society the eligible Company Members are the Company Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 38.7 The required majority of eligible Company Members must signify their agreement to the written resolution within the period of 14 days beginning with the Circulation Date.
- 38.8 Communications in relation to written resolutions must be sent to the Society's auditors in accordance with the Companies Acts.

Signifying agreement

- 38.9 A Company Member signifies his or her agreement to a proposed written resolution when the Society receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 38.9.1 identifying the resolution to which it relates; and
- 38.9.2 indicating the Company Member's agreement to the resolution.
- 38.10 For the purposes of Article 38.9:
- 38.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

38.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by the Society; or
- (b) where no such manner has been specified by the Society, if the communication contains or is accompanied by a statement of the identity of the sender and the Society has no reason to doubt the truth of that statement.

38.11 If the Society gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

39. **Irregularities**

The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

40. **Exclusion of model articles**

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

DISSOLUTION

41. **Dissolution**

41.1 If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Society by Article 4 above, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and, if that cannot be done, then to some charitable purposes relating to the Objects.

41.2 Nothing in these Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with Section 7 Charities and Trustee Investment (Scotland) Act 2005.

SCHEDULE 1

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Annual Members’ Meeting”	means a meeting held in accordance with Article 36;
1.3	“Articles”	the Society’s articles of association;
1.4	“Chair”	has the meaning given in Article 9;
1.5	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	“Clear Days”	in relation to the period of a notice, 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;
1.7	“Company Member”	means a member of the Society for the purposes of the Companies Act 2006;
1.8	“Council”	means the Company Members in accordance with Article 26 and shall be comprised in accordance with Article 28;
1.9	“Council Member Trustee”	means a Trustee appointed in accordance with Article 23.3;
1.10	“Council Regulations”	means the regulations of the Council from time to time in accordance with Article 11, which on the date of adoption of these Articles shall be the document formerly known as the “Regulations” but excluding any provision that contradicts with a provision of these Articles;
1.11	“Elected Member of Council”	a member of Council under Article Error! Reference source not found. ;
1.12	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13	“eligible to vote”	in respect of ICS Members means eligible to vote in elections for Council, as determined by Council

		including in any provision of the Council Regulations in force from time to time;
1.14	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.15	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.16	“ICS Member”	an individual admitted by Council to the role of ICS Member, including as set out in any relevant Council Regulations in force from time to time;
1.17	“Immediate Past President”	has the meaning set out in Article 29.1;
1.18	“Interim Officer”	means such person as is appointed as an Interim Officer by Council from time to time;
1.19	“Lay Trustee”	a Trustee appointed under Article 23.2;
1.20	“member of the Society”	for the purposes of Article 41 means a Company Member;
1.21	“Officer”	an Officer of the Society under Article 28.3;
1.22	“PAG Member of Council”	means a member of the Council appointed under Article 28.1.3 and the Council Regulations, as further defined in the Council Regulations;
1.23	“Patron”	has the meaning set out in Article 25;
1.24	“President”	means the President of the Council, in accordance with Article 28.3.1;
1.25	“President Elect”	has the meaning given in Article 28.6;
1.26	“PAG”	means a Professional Advisory Group of the Society as determined by Council, including as set out in the Council Regulations in force from time to time;
1.27	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.28	“Secretary”	the secretary of the Society (if any);
1.29	“Society”	means The Intensive Care Society, Company Limited by Guarantee with registered company number 02940178;

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| 1.30 | “Specialist Advisor” | an individual invited to attend Council meetings in accordance with Article 32.1; |
| 1.31 | “Trustee” | a Trustee of the Society, who is also a company director, and includes any person occupying the position of Trustee, by whatever name called; and |
| 1.32 | “Writing” | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise. |
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2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

 3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Society.