

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE BRITISH ORTHODONTIC SOCIETY

1. The name of the Company (hereinafter called “the Society”) is The British Orthodontic Society.
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established (“the Objects”) are to promote the study and practice of orthodontics, to maintain and improve professional standards in orthodontics, and to encourage research and education in orthodontics.
4. In furtherance of the Objects, but not further or otherwise, the Society may exercise the following powers:
 - 4.1 to hold an annual conference which shall be called the British Orthodontic Conference;
 - 4.2 to hold other national and regional meetings as determined by the Board of Trustees of the Society (“the Board”);
 - 4.3 to publish the Journal of Orthodontics and other material relevant to the practice of orthodontics;
 - 4.4 to inform public thinking and political debate by publishing material based on reasoned research and direct experience;
 - 4.5 to maintain contact with regional orthodontic bodies and where appropriate support local clinical networks;
 - 4.6 to maintain a list of members in all categories;
 - 4.7 to raise funds and to invite collect and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Society shall not undertake permanent trading activities in raising funds for the Objects and shall conform to any relevant statutory regulations;
 - 4.8 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may

- determine necessary for the promotion of the Objects, and to construct, maintain and alter any buildings for the work of the Society;
- 4.9 to sell, let, mortgage or dispose of all or any of the property or assets of the Society;
 - 4.10 to undertake and execute any charitable trusts which may lawfully be undertaken by the Society;
 - 4.11 to borrow or raise money for the purposes of the Society on such terms and on such security as may be determined from time to time;
 - 4.12 to invest the moneys of the Society not immediately required for its purposes in such investments, securities or property as may be determined from time to time, subject to any conditions or consents (if any) as may be imposed or required by law and subject also as hereinafter provided;
 - 4.13 to establish and support or aid in the establishment and support of any charitable associations or institutions formed for all or any of the Objects and to subscribe or guarantee money for charitable purposes connected in any way with the Objects;
 - 4.14 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - 4.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
 - 4.16 subject to clause 5 below, to employ and maintain upon reasonable and proper terms such staff or advisors (who shall not be Trustees) as may be necessary for the proper pursuit of the Objects;
 - 4.17 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of staff and former staff of the Society and their widows children and dependants;
 - 4.18 to do all such other lawful things as are necessary for the achievement of the Objects or any of them.
5. 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 howsoever by way of profit, to the 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 herein shall prevent the payment in good faith by the Society:
- 5.1 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Society to act on its behalf; provided that

at no time shall a majority of Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- 5.2 of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a Trustee
 - 5.3 of interest on money lent by any Trustee or member of the Society at a reasonable and proper rate per annum not exceeding 2 per cent more than the published base rate of a clearing bank to be selected by the Council;
 - 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than one per cent of the issued capital of that company;
 - 5.5 of reasonable and proper rent for premises demised or let by any Trustee or member of the Society;
 - 5.6 to any Trustee of reasonable out-of-pocket expenses.
6. The liability of members is limited.
 7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £10) to the Society's assets if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. If the Society is wound up or dissolved and, after all its debts and liabilities have been satisfied, there remains any property it shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charity or charities having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society by Clause 5 above, such charity or charities to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are written below, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS