

**THE COMPANIES ACT 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**OF**

**EUROPEAN SOCIETY FOR PAEDIATRIC ENDOCRINOLOGY**

1. The company's name is European Society for Paediatric Endocrinology (and in this document it is called the Charity).
2. The Charity's registered office is to be situated in England.
3. The Charity's objects ("the Objects") are to promote for the public benefit research, education and clinical practice in paediatric endocrinology by the organisation of conferences, educational activities and publications, by making grants, by raising public awareness, liaison with national and international legislators, and by any other appropriate means.
- 4(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose).
  - (a) to raise funds;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charities, trusts, associations or institutions formed for any of the purposes included in the Objects and, in particular but without limiting the generality thereof, to support and administer and act as agent of the unincorporated association known as the European Society for Paediatric Endocrinology ("the Association");
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other body formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
  - (j) to:
    - (i) deposit or invest funds;
    - (ii) employ a professional fund-manager; and
    - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;
  - (k) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of this clause;
  - (l) to pay out of the funds of the Charity the costs of forming and registering the Charity as a company;
  - (m) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) The liabilities referred to in sub-clause (1)(k) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
  - (b) the liability to make a contribution to the Charity's assets as specified in section 215 of the Insolvency act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
  - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless

failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

- 5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2)
  - (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
  - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Director may:
  - (a) buy goods or services from the Charity except at full price;
  - (b) sell goods, services or any interest in land to the Charity;
  - (c) be employed by or receive any remuneration from the Charity;
  - (d) receive any other financial benefit from the Charity;
6. The liability of the members is limited.
7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding €10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
8.
  - (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:-
    - (a) directly for the Objects; or

- (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
- (c) to any Charity or Charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
- (c) to any Charity or Charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

The persons whose signatures, names, and addresses are written at the end of the Memorandum will be the first members of the Company.

Signatures, Names and Addresses of Subscribers

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**EUROPEAN SOCIETY FOR PAEDIATRIC ENDOCRINOLOGY**

**1 Interpretation:**

In these articles:

“the 1985 Act” means the Companies Act 1985;

“the Acts” means the Companies Act 1985 and the Companies Act 2006;

“the Association” means the unincorporated association referred to in clause 4(1)(f) of the Memorandum;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity;

“the Byelaws” means the Byelaws made from time to time by the Council under the powers contained in these Articles;

“clear days” in relation to the period of a notice means a 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;

“Council” means the directors of the Charity;

“General Meeting” means a general meeting of the Charity;

“the Memorandum” means the Memorandum of Association of the Charity;

“President” means the president of the Charity from time to time elected in accordance with the Byelaws who shall be a non-voting member of Council;

“General Secretary” means the executive officer of the Charity who shall be a voting member of Council and who may also be the Secretary;

“Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy secretary;

“the Charity” means the company intended to be regulated by these Articles;

“Voting Member” means a member of the Charity eligible to vote as provided in the Byelaws; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Acts but excluding any statutory modification in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **2 Members**

- 2.1 Membership is open to individuals who or organisations which:
  - (a) apply to the Charity in the form specified in the Byelaws;
  - (b) are approved by Council; and
  - (c) are then elected by a simple majority of those Voting Members present at a General Meeting
- 2.2 Membership is not transferable.
- 2.3 All members are bound to observe the rules of the Charity as set out in the Byelaws as amended from time to time.
- 2.4 The classes of membership and their voting rights shall be set out in the Byelaws.
- 2.5 The membership subscriptions will be determined in accordance with the Byelaws.

## **3 Termination of membership**

Membership may be terminated in the circumstances specified in the Byelaws.

## **4 General meetings**

- 4.1 An Annual General Meeting must be held in each year and not more than fifteen months may elapse between successive Annual General Meetings.
- 4.2 Council may call a general meeting at any time and must call such a meeting if requested in writing by at least one third of the Voting Members.

## **5 Notice of general meetings**

- 5.1 The minimum legal periods of notice required to hold a general meeting of the Charity are:
  - (a) twenty-one clear days for an Annual General Meeting and a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings.However, the Byelaws may specify a longer period of notice.
- 5.2 A general meeting may be called by shorter notice if it is so agreed:
  - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other general meeting, by a majority in number of Voting Members who together hold not less than 90 percent of the total voting rights.

- 5.3 The notice must specify the date time and the place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 5.4 The notice must be given to all the members and to Council and auditors. The notice may be given by post, email, on the Charity's web site or by any other method Council deems fit.
- 5.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

**6 Proceedings at general meetings**

- 6.1 No business shall be conducted at any general meeting unless a quorum is present.
- 6.2 A quorum is either:
  - (a) twenty Voting Members; or
  - (b) one fifth of the total Voting Members at the time whichever is the lesser.
- 6.3 If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during the meeting a quorum ceases to be present;
 the meeting shall be adjourned to such a time and place as Council shall determine.
- 6.4 Council must reconvene the meeting and must give seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 6.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the reconvened meeting the members present at that time shall constitute the quorum for that meeting.
- 6.6 General meetings shall be chaired by the General Secretary.
- 6.7 If the General Secretary is not present within fifteen minutes after the time appointed for the meeting a Council member nominated by Council shall chair the meeting.
- 6.8 If there is only one Council member present and willing to act, he or she shall chair the meeting.
- 6.9 If no Council member is present and willing to chair the meeting within fifteen minutes after the time appointed for the holding it, the Voting Members present must choose one of their number to chair the meeting.
- 6.10 The Voting Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 6.11 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 6.12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 6.13 If a meeting is adjourned by a resolution of the Voting Members for more than seven days, at least seven days' clear notice shall be given

- of the reconvened meeting stating the date time and place of the meeting.
- 6.14 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of a result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting;
  - (b) by at least one tenth of the Voting Members.
- 6.15 (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number of votes cast need not be recorded.
- 6.16 (a) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 6.17 (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results.
- (b) The result of the poll shall be deemed the resolution of the meeting at which the poll is demanded.
- 6.18 (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 6.19 All decisions will be taken on a simple majority of votes cast unless otherwise required by the Acts.

## **7 Votes of members**

- 7.1 Subject to Articles 2 and 7.3, every Voting Member shall have one vote.
- 7.2 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
- 7.3 No member shall be entitled to vote at any general meeting or at any adjourned meeting if they are in arrears with any monies owed to the Charity.

- 7.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 7.5 Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney. No person shall be appointed a proxy who is not a member of the Charity and qualified to vote.
- 7.6 The instrument appointing a proxy and the power of attorney (if any) under which it is signed, or notarially certified copy thereof, shall be deposited at the office not less than forty eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposed to vote but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 7.7 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given, unless an intimation in writing of the death or revocation shall have been received at the office before the meeting.
- 7.8 An instrument of proxy may be in the usual common form or in any other form approved or accepted by Council.

## **8 Council**

- 8.1 A Council member must be a natural person aged eighteen years or older.
- 8.2 No-one may be appointed to Council if he or she would be disqualified from acting under the provisions of Article 12.
- 8.3 The number of Council members shall be not less than eight nor more than ten which number shall include the President, the General Secretary and any additional non-voting Members appointed pursuant to Articles 8.4 below.
- 8.4 Council shall have power to appoint additional persons to serve as non-voting members of Council ex officio from time to time not exceeding two in number at any one time and for such period as Council may determine if Council determines in its sole discretion etc that the Charity's objects will thereby be furthered and provided that the membership of Council does not thereby exceed the maximum number specified in Article 8.3 above.
- 8.5 Any individual Voting Member who is in good standing with his or her membership subscription is eligible to stand for election to Council.

## **9 Powers of Council**

- 9.1 Council shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Acts, the Memorandum, these Articles or any special resolution.
- 9.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of Council.

- 9.3 Any meeting of Council at which a quorum is present as defined in clause 14.3 below at the time the relevant decision is made may exercise all the powers exercisable by Council.

## **10 Retirement of the Council**

- 10.1 All members of Council other than the President shall serve a term of three years. At each Annual General Meeting all Council members who have served a continuous term of three years shall retire from office. The General Secretary and the Chairs of committees shall be eligible for re-election for one further term of three years. Council members other than the President, General Secretary and Committee chairs shall not be eligible for re-election except to the position of President, General Secretary or a committee chair.
- 10.2 If a Council member is required to retire at an Annual General Meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 10.3 The President shall serve for one year only, but shall be an ex officio member of Council during the preceding year.

## **11 Election of Council members**

All elections to Council shall be conducted as provided in the Byelaws.

## **12 Disqualification and removal of Council members**

A Council member shall cease to hold office if he or she:

- (a) ceases to be a member of the Charity;
- (b) ceases to be a director of the Charity formally registered under the Acts by virtue of any provision of the Acts or is prohibited by law from being a director;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) resigns as a Council member by notice to the Charity (but only if at least two Council members will remain in office when the notice of resignation is to take effect); or
- (e) is absent without the permission of Council from all their meetings within a period of a year and Council resolves that his or her office be vacated;

## **13 Council remuneration**

- 13.1 Council members must not be paid any remuneration.
- 13.2 Council members may be reimbursed for all reasonable travelling, hotel and other expenses properly incurred by them in the performance of their duties on behalf of the Charity.

## **14 Proceedings of Council**

- 14.1 Council may regulate their proceedings as acting reasonably they think fit, subject to the provisions of these Articles. This includes elaboration of policy and strategy plans for discussion and approval by the members at a general meeting.

- 14.2 Council will meet at least twice per year when convened by the General Secretary or, in his or her absence, the Chairman of the Finance Committee, or when requested by any two Council members.
- 14.3 The quorum for meetings of Council is four voting Council members.
- 14.4 If the number of Council members is less than the quorum, the continuing Council member(s) may act only for the purpose of filling vacancies or calling a general meeting.
- 14.5 Decisions are taken by simple majority of those Council members present and voting, with the General Secretary holding the casting vote in case of tied votes.
- 14.6 Decisions can be taken outside of Council meetings by use of legally accepted mail or electronic communication.
- 14.7 Meetings of Council shall be chaired by the General Secretary or in his or her absence by the Chairman of the Finance Committee. If both the General Secretary and the Chairman of the Finance Committee are unwilling to preside or are not present within fifteen minutes after the time appointed for the meeting, Council may appoint one of their number to chair that meeting.
- 14.8 If a conflict of interests arises for a member of Council because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Memorandum or these Articles the unconflicted members of Council may authorise such a conflict of interests where the following conditions apply:-
- (1) the conflicted Council member is absent from the part of the meeting at which there is discussion of any arrangement of transaction affecting that other organisation or person;
  - (2) the conflicted Council member does not vote on any such matter and is not counted when considering whether a quorum of Council members is present at the meeting;
  - (3) the unconflicted Council members consider it is in the interests of the Charity to authorise a conflict of interest in the circumstances applying.
- 14.9 A member of Council must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A member of Council must absent himself or herself from any discussions in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 14.10 Subject to Article 14.11, all acts done by a meeting of Council, or of a committee, shall be valid notwithstanding the participation in any vote of a Council:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office; or
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:

- (a) the vote of that Council member; and
  - (b) that Council member being counted in the quorum;
- the decision has been made by a majority of Council at a quorate meeting.
- 14.11 Article 14.10 does not permit a Council member to keep any benefit that may be conferred upon him or her by a resolution of Council or of a committee if, but for clause 14.10, the resolution would have been void, or if Council member has not complied with Article 14.9.
- 14.12 Subject to the provisions of these Articles, Council members participate in a meeting of Council, or part of a meeting of Council, when:-
- (a) the meeting has been called and takes place in accordance with these Articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.13 In determining whether Council members are participating in a meeting of Council, it is irrelevant where any Council member is or how they communicate with each other.
- 14.14 If all the Council members 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 Committees and delegation**

- 15.1 Council may delegate any of their powers or functions to a committee of two or more Council members plus other Voting Members but the terms of the delegation must be recorded in the minutes.
- 15.2 Council members may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with Council.
- 15.3 Council may revoke or alter a delegation.
- 15.4 All acts and proceedings of any committees must be fully and promptly reported to Council.

## **16 Accounts**

- 16.1 The accounting year will end on 31 December of each year unless changed by Council.
- 16.2 Council must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the 1985 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 16.3 Council must keep accounting records as required by sections 221 and 222 of the 1985 Act.

16.4 The annual accounts will be audited by a chartered accountant nominated by Council and approved by the members at a General Meeting.

## **17 Indemnity**

The Charity shall indemnify every Council member or other officer of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is granted in favour of Council member or in which Council member is acquitted or in which relief is granted to Council member by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity subject to the provisions of the Memorandum.

## **18 Rules**

18.1 Council may from time to time make such reasonable and proper rules or Byelaws as they may deem necessary or expedient for the proper conduct and management of the Charity and may amend, add to or repeal the same.

18.2 The Byelaws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of Council in so far as such procedure is not regulated by the Acts or by these Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

18.3 The Charity in general meeting has the power to alter, add or to repeal the rules or Byelaws without prejudice to Article 18.1 above.

18.4 Council must adopt such means as they think sufficient to bring the rules and Byelaws to the notice of members of the Charity.

18.5 The rules or Byelaws shall be binding on all members of the Charity. No rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

## **19 Electronic and Website Communication**

Subject to and in accordance with the provisions of the 2006 Act the Charity may make available on its website its annual report and accounts and may use electronic communication for information and documents generally.

## **20 Dissolution of the Charity**

On the winding-up and dissolution of the Charity the provisions of the Memorandum shall have effect as if repeated in these Articles.

