

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of The British Transplantation Society

Interpretation

1. In these articles:

- *the society* means the company intended to be regulated by these articles;
- *the Act* means the Companies Act of 1985 including any statutory modification or re-enactment thereof for the time being in force;
- *the Articles* means these Articles of Association of the Society;
- *clear days* in relation to the period of a notice means any 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;
- *executed* includes any more of execution
- *the memorandum* means the memorandum of association of the Society;
- *office* means the registered office of the Society;
- *the seal* means the common seal of the Society if it has one;
- *secretary* means the person appointed by the directors to perform the duties of the secretary of the company
- *the trustees* means the directors of the Society (and trustee has a corresponding meaning)
- *the United Kingdom* means Great Britain and Northern Ireland; and

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2.

(i) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 53 shall be members of the Society. No person may be admitted a member of the Society unless the trustees have approved his or her application for membership.

(ii) Unless the trustees or the Society in general meeting shall make other provision under Article 53, the trustees may in their absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than three.

General meetings

3. The society shall hold an annual general meeting each year in addition to any other meetings in that year; and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of incorporation, it need not hold it in the year of its incorporation or the following year. The annual general meeting shall be held at such times and places the trustees shall appoint. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by a shorter notice if it is also agreed that:
 - (i) in the case of an annual general meeting, by all the members entitled to vote; and
 - (ii) in the case of any other meeting by a majority in number of members having a right to attend to vote

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and the auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. No business shall be transacted by any meeting unless a quorum is present. 5% of the membership or ten members (whichever is the lower) entitled to vote upon the business to be transacted shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such a time and place as the trustees may determine.
9. The President, or in his or her absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson nor such trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting, the trustees present shall elect one of their number to be chairperson and, if there is only one trustee present he or she shall be the chairperson.
10. If there is no trustee present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
11. The chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for five days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (i) by the chairperson; or
 - (ii) by at least six members having the right to vote at the meeting
13. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. A poll shall be taken as the chairperson directs and he or she may appoint scrutineers (who need not be members of the Society) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.
17. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. No notice need be given of a poll not taken immediately if the time and place at which it is taken are announced at the meeting at which it is demanded. IN other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

19. Subject to Article 16 above, every member shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him or her to the Society have been paid.
21. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

Trustees

22. The number of trustees shall be four.
23. The first trustees shall be those named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

24. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the trustees who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall

invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction not been given. The powers given by this article shall not be limited by any special power given to trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

25. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers;

- (i) to expend the funds of the Society in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such parts of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society
- (ii) to enter into contracts on behalf of the Society

Appointment and retirement of trustees

26. The trustees of the Society shall be appointed by general meetings, each individual appointment for a term of office not exceeding the number of successive years specified in the Rules. No person may be appointed as a trustee:

- (i) unless he or she has attained the age of 18 years
- (ii) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under provisions of Article 29; and
- (iii) unless he or she has been a member of the Society for at least two years and unless all monies then payable by him or her to the Society have been paid; and
- (iv) unless he or she has been elected by a ballot preceding the general meeting, which has been open to all members eligible to vote under regulations determined by the trustees and adopted by general resolution.

27. Subject as aforesaid, the Society may by an ordinary resolution appoint a person who, not having been duly elected in accordance with Article 26(iv), is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed having been duly elected in accordance with Article 26(iv), she or he shall vacate office at the conclusion thereof.

Disqualification and removal of trustees

28. A trustee shall cease to hold office if he or she:

- (i) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (iii) resigns his or her office by notice to the Society (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
- (iv) is absent without the permission of the trustees from all their meetings held within a period of six months; or
- (v) is removed from office by resolution duly passed pursuant to section 303 of the Act.

Trustees' expenses

29. The trustees may receive any payments made in accordance with the provisions of Clause 5(ii) of the memorandum, but shall otherwise be paid no remuneration.

Trustees' appointments

30. Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the Society. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee.

31. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Society is a party.

Proceedings of trustees

32. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee or the Secretary may, and the Secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
33. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than half the number of trustees.
34. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or calling a general meeting.
35. The trustees may appoint one of their number to be the chairperson of their meetings and may at any time remove him or her from that office. The trustee so appointed shall preside at every meeting of trustees at which he or she is present. If no trustee holds that office or if the trustee holding it is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number as chairperson of the meeting.
36. The trustees may appoint one or more sub-committees consisting of one or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that a trustee shall be appointed chairperson and that all acts and proceedings of any such sub-committees shall be fully and promptly reported in writing to the trustees, who shall duly record their approval of such acts and proceedings.
37. All acts done by a meeting of trustees, or a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were 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 trustee and had been entitled to vote.
38. A resolution in writing, signed or assented to by all the trustees entitled to receive notice of a meeting of trustees shall be as valid and effective as if it had been passed at a meeting of trustees. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees, or one document on which shall be recorded by the Secretary the assent of all the trustees.
39. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Secretary on behalf of the trustees and shall indicate the name of the Society and its charitable status. All cheques and orders for the payment of money from such account shall normally be signed by at least two

trustees, except that the trustees may authorise that such cheques and orders up to a certain sum may be signed by the Secretary or one trustee alone.

The secretary

40. Subject to the provisions of the Act, the Secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed only by an ordinary resolution passed at an extraordinary general meeting of the members.

Minutes

41. The trustees shall ensure that the Secretary keeps minutes for the purpose:

- (i) of all appointments of officers made by the trustees; and
- (ii) of all proceedings at meetings of the Society and of the trustees and of committees including the names of the trustees present at each such meeting.

Company seal

42. The seal shall only be used by the authority of the trustees. Any instrument to which the seal is affixed shall be signed by the Secretary or by one or more trustees.

Accounts

43. Accounts shall be prepared in accordance with the provisions of Part VII of the Act. The accounts shall be subject to independent audit as required by the regulations.

Annual report

44. The trustees shall comply with their obligations under the Charities Act 1992 (or any subsequent re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

Annual return

45. The trustees shall comply with their obligations under the Charities Act 1992 (or any subsequent re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

46. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
47. The Society may give any notice to a member either personally or by sending it by email or by post in a prepaid envelope addressed to the member at the address notified by him or her to the Secretary or by leaving it at that address.
48. Any member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
49. Proof that an envelope contained a notice was properly addressed; prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted to an address in the United Kingdom.

Indemnity

50. Subject to the provisions of the Act every trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him or her in that capacity in defending proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
51. The payment of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society shall be made: Provided that any such insurance shall not extend to any claim arising from any act of omission which the trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

Rules

52. The trustees may from time to time make such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may wish such rules to regulate:
 - (i) the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and

privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Society in relation to one another, and to the Society's servants;
- (iii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as any such procedure is not regulated by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.

53. The Society in general meetings shall have the power to alter, add or repeal the rules and the trustees shall adopt such means as they think sufficient to bring to the notice of the members of the Society all such rules, which shall be binding on all members of the Society provided that no rule shall be inconsistent with, or shall have the affect or repeal anything contained in, the memorandum and articles.

Rules of the British Transplantation Society

The Society's governing instrument is its memorandum and articles of association. These rules are made under article 53.

1. The Society members shall be elected as in rules 2, 3, & 4. Members shall consist of Ordinary members and Associate members. Ordinary members shall be members of the British Transplantation Society (BTS) Company, with a limited liability of £1. All members of the BTS at the time of its incorporation shall continue to be members with the same status (Ordinary or Associate) as before with the same rights, privileges and duties as set out in these Rules.

2. Applicants for membership shall send to the General Secretary their name, qualifications and main employment on a special form provided for the purpose. Applications for Ordinary membership must be supported by at least two members who have personal knowledge of the applicant and who can certify the applicant's qualifications, experience and interests as being within the remit of the Society. Applicants must accept the rules of the Society. All applications for membership must be approved by the Board, before the benefits and privileges of membership are granted. Ordinary members whose income falls below a level determined from time to time by the board may be eligible for reduced membership. Following retirement from their main

employment, members may apply to the Board to continue their membership, with full privileges of membership at a reduced annual subscription.

3. To be a member of good standing, the individual must be registered with a professional organization if this is appropriate for their professional role (for example, the GMC or NMC). If a member is suspended or removed from their professional register, then they cease to have any of the rights and privileges of the Society and they cease to be members of the British Transplantation Society.

4. Each member shall pay an annual subscription. The level of subscription shall be set by the Board and shall be payable in advance, being due on 1st November each year. No applicant shall be admitted to membership until the first annual subscription has been paid. Applicants admitted to membership after 1st October shall not be liable for payment of any subscription until the following 1st November.

5. Associate membership is available to those with a legitimate interest in the Society but who are not necessarily healthcare professionals. Associate members may include (but are not limited to) representatives of NHS commissioners, representatives of regulatory authorities (for example the HTA), or representatives nominated by patient organisations. Associate members have limited privileges of membership of the Society but are not members of the Company, shall not pay membership fees, shall not attend the Company Annual General Meeting, and are not entitled to vote. Applications for associate membership must be supported by the applicant's organisation, and approved by the Board.

6. International associate membership is available to healthcare professionals working outside the UK but with a legitimate interest in the Society. International associate members shall have limited privileges of Membership, but are not members of the Company. They shall pay reduced membership fees, shall not attend the Company Annual General Meeting and are not entitled to vote. Applications for international associate membership should, where possible, be supported by two members of the Society and must be approved by the Board. Memorandum and Articles of Association – British Transplantation Society Company number 4691176

7. The Board shall, at its discretion, nominate persons of distinction in the field of Transplantation to Honorary Membership. Honorary Members shall not be required to pay an annual subscription, but shall enjoy full privileges of Ordinary membership.

8. Resignation of membership must be made in writing to the Company Secretary, and the member resigning shall be liable for the payment of the annual subscription for the current year, together with any arrears or monies owing up to the date of resignation. Any member whose subscription is more than one year in arrears and who has been duly notified of the fact shall, if the Board sees fit, cease to be a member of the Society and of the company. Persons having ceased to be members because of subscription arrears shall NOT be eligible for election to the Society as in rule 2.

9. Commercial companies having an interest within the remit of the Society may apply for Corporate Partnership with the Society. The benefits conferred by Corporate Partnership and the level of Corporate Partnership shall be described in the Society's Statement of Recommended Practice. Applications for Corporate Partnership shall be considered and approved by the Board.

10. The President shall be elected by the membership for a period of four years, the first two of which will be served as Vice-President. At any time, there shall be a President and a Vice-President in office. A member serving as President shall not be eligible for re-election within one year of their retirement.

11. The council will be made up as follows:

- President (2 year term)
- Vice-President (2 year term prior to becoming President)
- Secretary (3 year term)
- Treasurer (4 year term)
- President of the Herrick Society (elected by Herrick Society members), shared with the President of the British Transplant Physician Trainees (elected by BTPT members)
- Archivist (appointed by Council)
- Chairs of Committees:
 1. Ethics: elected by the Ethics Committee (3 elected and 2 co-opted members)
 2. Education: elected by the Education Committee (3 elected consultant members, 2 elected Herrick Society members, and 2 other co-opted members, e.g., physician or allied health care practitioner)
 3. Clinical Trials and Research: elected by the Clinical Trials and Research Committee (3 elected members and other members co-opted as needed)
 4. Standards and Guidelines: Chair and Vice-Chair appointed by Council (co-opt all other members as required)
- Councillors without portfolio: 2 councillors, 1 elected per year for a term of 3 years each (portfolio to be confirmed on appointment)
- Councillor with a particular constituency (3 year term each) as follows:
 - Organ retrieval (1)
 - Transplant surgery (1)
 - Transplant nephrology (1)
 - Liver transplantation (1) with a nominated British Liver Transplant Group member to be first deputy if the Liver transplantation Councillor is unable to attend a meeting
 - Cardiac transplantation (1)
 - Pulmonary transplantation (1)
 - Transplant science (1)
 - Histocompatibility (1)
 - Donor transplant co-ordination (1)
 - Recipient co-ordination and nursing (1)
 - Hepatology (1) with a nominated British Liver Transplant Group member to be first deputy if the Hepatology Councillor is unable to attend a meeting

12. Each year, not less than two months before the Annual General Meeting, the General Secretary shall circulate to the membership the names of the existing Council and seek nominations to replace any retiring Officer and retiring Councillors. Nominations must be supported by two members, each nomination must be accompanied by a written statement from the nominee that he or she is willing to serve, together with a short curriculum vitae. Candidates for election to membership of Council must have been

members of the Society for a minimum of six months. The closing date for nominations shall not be less than 4 weeks from the date of the call for nominations.

13. In any matters concerning the interpretation of the Rules the decision shall rest with the Board.

14. The Society shall establish Committees with a remit to manage specified aspects of the Society's activities. There shall be a minimum of Ethics, Education, Standards and Clinical Trials and Research Committees. Each Committee shall have elected members as specified in Rule 11. Elected members will be appointed by the membership for a period of three years. Where applicable to Rule 11, chairpersons will be appointed by the Committee and, where there is an unforeseen vacancy in membership, co-opted members may be appointed by the Council, according to their interests in the specific field taking into account their expertise. The responsibilities of the Committees and of the Committee chairpersons shall be set out in the Statement of Recommended Practice. No Committee shall act independently of the Society Council and all financial matters will remain with the Board. Each committee chairperson shall be a member of Council and shall report to Council on the activities of the Committee. Committee members shall not be eligible for re-election within one year of their retirement from the Committee.

15. The Society shall hold an Annual Congress where members shall have an opportunity to discuss their research and any scientific, clinical or other matters of relevance. A non-member may submit a scientific communication to the Congress at the invitation of Council or after proposal by a member.

16. There will be a time specified at the Annual Congress for the Annual General Meeting of the Company and for a business meeting of the Society. The AGM and the business meeting of the Society shall only be open to Company Members.

17. The proceedings of meetings may only be communicated to the press or media with the consent of the Board.

18. The Rules may be altered only at a general meeting (AGM or EGM) and only after notice has been given in writing to all the members at least two months previously. No alteration shall be made unless two-thirds of those voting are in favour. Any alteration must accord with the regulations set out in the Act.

Rule 11 updated August 2024

Chris Callaghan

General Secretary (2024-2027)