

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

of

THE SOCIETY OF OCCUPATIONAL MEDICINE

incorporated under the Companies Act 2006

on 24 May 2018

Company no

11380861

HEMPSONS

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COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
THE SOCIETY OF OCCUPATIONAL MEDICINE

NAME

1. The Society's name is The Society of Occupational Medicine

INTERPRETATION

2.

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

Words	Meanings
Address	a postal address or an e-mail (but excluding a telephone number for receiving text messages or a fax number) in each case registered with the Society;
Appointed Trustee	a Trustee appointed under Article 66.7;
Appointments Committee	a standing committee of the SOM Board established pursuant to Article 97;
the Articles	the Articles of Association of the Society (as amended from time to time);
Charity Commission	the Charity Commission for England and Wales;
Clear Day	in relation to a period of notice, means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;

Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;
Connected Person	<ul style="list-style-type: none"> (i) a child, parent, grandparent, brother or sister of the Trustee; (ii) the spouse or civil partner of the Trustee or of any person falling within sub-clause (i) above; (iii) a person carrying on business in partnership with the Trustee or with any person falling within subclause (i) or (ii) above; (iv) an institution which is controlled: <ul style="list-style-type: none"> (a) by the Trustee or any connected person falling within sub-clause (i), (ii) or (iii) above; or by two or more persons falling within subclause (iv) (a) when taken together; (v) a body corporate in which: <ul style="list-style-type: none"> (a) the Trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or (b) two or more persons falling within sub-clause (v) (a) who, when taken together, have a substantial interest. <p>Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition of Connected Person;</p>
Constitution	the constitution of the Former Society in force immediately prior to incorporation of the Society;
document	includes, unless otherwise specified, any document sent or supplied by email;
Former Society	the unincorporated association known as “The Society of Occupational Medicine” (registered charity no 268555);
General Meeting	a general meeting of the Society held in accordance with the Companies Acts;

Member	a Full Member, Retired Member or Honorary Member, being members of the Society for the purposes of the Companies Acts;
Memorandum	the memorandum of association of the Society;
Objects	the objects of the Society as defined in Article 5 3;
Office	the registered office of the Society;
the Register	the register of Members kept pursuant to the Companies Acts;
Regulations	the regulations of the Society made by the SOM Board pursuant to Article 110;
SOM Board	the board of Trustees of the Society constituted by Article 66;
special resolution	has the meaning given in section 283 of the Companies Act 2006;
SOM Council	a standing committee of the SOM Board established pursuant to Article 97;
a Trustee	a member of the SOM Board who is a charity trustee as defined by section 177 of the Charities Act 2011;
United Kingdom	Great Britain and Northern Ireland;
Voting Member	a Full Member and an Honorary Member who was a Full Member immediately prior to his or her election as an Honorary Member;
in writing or written	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 by email or otherwise.

2.2 Unless specifically stated otherwise:

2.2.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Society.

2.2.2 Words denoting the singular include the plural and vice versa.

2.2.3 Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.2.4 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

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

LIABILITY OF MEMBERS

3. The liability of the Members is limited.

4. Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Society in the event of its being 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 debts and liabilities of the Society 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.

OBJECTS

5. The Society’s objects are:

5.1 prevention and management of work-related ill health, occupational diseases and injuries and the protection of health of people at work;

5.2 the relief of those in need due to ill-health, disease, injury or disability by supporting them to keep in work or assist them to get into work

5.3 advancing education, including the promotion and stimulation of research in the field of occupational health and medicine and related environmental issues, in particular by the publication of such research and the provision of guidance and advice on occupational health and medicine and environmental health issues,

including by forming for the above purposes a group of medical practitioners, nurses and allied health professionals interested in the practice of occupational health and medicine in any of its branches.

Nothing in the Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

POWERS

6. The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
 - 6.1 To organise and promote research and to disseminate the useful results of such research;
 - 6.2 To make representations to medical, government and other bodies as may be concerned with any of the aspects of occupational medicine and occupational health;
 - 6.3 To raise funds provided that, in doing so, the Society must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
 - 6.4 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.5 To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
 - 6.6 To borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
 - 6.7 To co-operate with other bodies and to exchange information and advice with them;
 - 6.8 To establish or support any body formed for any of the charitable purposes included in the Objects;
 - 6.9 To acquire or merge with any other charity;
 - 6.10 To enter into any partnership or joint venture arrangement with any body;
 - 6.11 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 6.12 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is permitted to do so by Articles 7 to 8 and provided it complies with the conditions in those Articles;
 - 6.13 To:
 - 6.13.1 deposit or invest funds;
 - 6.13.2 engage a professional fund manager and to delegate the management of investments to such a manager; and

- 6.13.3 arrange for the investments or other property of the Society to be held in the name of a nominee;
- 6.14 To provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.15 To enter into contracts to provide services;
- 6.16 To establish or acquire subsidiary companies; and
- 6.17 To pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a charity.

APPLICATION OF INCOME AND PROPERTY

7.

- 7.1 The income and property of the Society shall be applied solely towards the promotion of the Objects.
 - 7.1.1 A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
 - 7.1.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - 7.1.3 A Trustee may receive an indemnity from the Society in the circumstances specified in Article 120.
- 7.2 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee from receiving:
 - 7.2.1 a benefit from the Society in the capacity of a beneficiary of the Society; or
 - 7.2.2 reasonable and proper remuneration for any goods or services supplied to the Society.

BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

8.

8.1 General provisions

No Trustee or Connected Person may:

- 8.1.1 buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;

- 8.1.2 sell goods, services or any interest in land to the Society;
- 8.1.3 be employed by, or receive any remuneration from, the Society;
- 8.1.4 receive any other financial benefit from the Society,

unless the payment is permitted by Article 8.2, or authorised by the court or the Charity Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

8.2 Scope and powers permitting Trustees' or Connected Persons' benefits

- 8.2.1 A Trustee or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Trustees do not benefit in this way.
- 8.2.2 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 8.2.3 Subject to Article 8.3 a Trustee or Connected Person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or Connected Person.
- 8.2.4 A Trustee or Connected Person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 8.2.5 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 8.2.6 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

8.3 Payment for supply of goods only – controls

The Society and its Trustees may only rely upon the authority provided by Article 8.2.3 if each of the following conditions is satisfied:

- 8.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Trustee or Connected

Person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Society.

- 8.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 8.3.3 The other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.
 - 8.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
 - 8.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - 8.3.6 The reason for their decision is recorded by the SOM Board in the minute book.
 - 8.3.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 8.
- 8.4 In Articles 8.2 and 8.3 "the Society" includes any company in which the Society:
- 8.4.1 holds more than 50% of the shares; or
 - 8.4.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.4.3 has the right to appoint one or more trustees to the board of the company.

MEMBERS

9. The Society shall have the following classes of Members:

- 9.1 Full Members;
- 9.2 Retired Members;
- 9.3 Honorary Members.

10.

10.1 Full Membership is open to any:

- 10.1.1 medical practitioner registered with an accrediting professional body recognised in the country where they practice; or
- 10.1.2 nurse registered with an accrediting professional body recognised in the country where they practise; or

10.1.3 other occupational health practitioner who holds a professional qualification (which is accepted by the SOM Council at its discretion for membership purposes),

who satisfies the eligibility criteria set out in Article 10.2 and any other criteria as may be prescribed in Regulations.

10.2 To be eligible for Full Membership the person must:

10.2.1 practise full-time or part-time in occupational health and medicine; or

10.2.2 have an interest in occupational health and medicine by virtue of specialist practice in other fields; or

10.2.3 teach occupational health and medicine; or

10.2.4 have enrolled or is intending to enrol in a course of instruction in Occupational Medicine or Occupational Health.

11. Retired Members shall be those Full Members who have declared that they have ceased to work in occupational health and medicine.

12. On the recommendation of the SOM Board, the Society in General Meeting may resolve to elect a person as an Honorary Member. Honorary Members need not be a medical practitioner, nurse or other occupational health practitioner. The maximum number of Honorary Members at any time is 50.

13. Every person who wishes to become a Full Member shall sign and deliver to the Society a declaration in such form as the SOM Council may require.

14. All Full Members shall be admitted by a resolution of the SOM Board who may delegate such decision to the Chief Executive of the Society (or to a person or persons nominated by him or her).

15. The rights and privileges of every Member shall be personal to himself or herself and shall not be transferable.

16. The SOM Board must keep a register of Members in accordance with the Companies Acts.

17. The SOM Board may establish other classes of membership of the Society on such terms as it determines but such persons shall have no rights under the Articles and shall not be Members.

FEES AND SUBSCRIPTIONS

18.

18.1 The subscriptions and registration fees for the different categories of membership shall be such sums (if any) as shall be approved by the SOM Board and shall be due on the

date or dates set by the SOM Board. The SOM Board may approve different rates for different classes of Members. An Honorary Member shall not pay a registration fee or subscription.

- 18.2 The SOM Board may waive all or any part of any fee or subscription of a Member.
- 18.3 Unless the SOM Board makes a waiver under Article 18.2, a Member shall not be entitled to exercise any of the rights under the Articles attaching to his or her class of Membership unless he or she has paid all subscriptions and other fees then due and owing by him or her.
- 18.4 A person ceasing to be a Member in accordance with Article 19 shall remain liable to pay to the Society all subscriptions and other sums due up to the date on which he or she ceased to be a Member and shall not be entitled to a refund of his or her subscription.

TERMINATION OF MEMBERSHIP

19. A person shall cease to be a Member if:

- 19.1 he or she dies;
- 19.2 he or she resigns by written notice to the Society;
- 19.3 his or her name is erased from any register maintained by the General Medical Council of the United Kingdom, the Nursing and Midwifery Council of the United Kingdom or the Health and Care Professions Council of the United Kingdom (or any statutory successor to such bodies);
- 19.4 in the case of registration in a country or countries outside the United Kingdom, his or her name is erased from any register by the appropriate registering body of that country or countries regulating his or her profession;
- 19.5 he or she is more than 6 months in arrears of any subscription or fee payable by him or her to the Society;
- 19.6 a resolution of the SOM Board to remove his or her membership is passed by at least two-thirds of the Trustees present and voting at the meeting of the SOM Board at which such resolution is proposed PROVIDED THAT:
 - 19.6.1 at least 28 days written notice of such meeting and the reasons for his or her proposed removal is sent to the Member proposed to be removed; and
 - 19.6.2 the Member concerned is allowed to make representations at the meeting.

REINSTATEMENT OF MEMBERSHIP

20. The SOM Board may reinstate a Member removed under Article 19.5 when the Member has paid all arrears and (at the discretion of the SOM Board) a reinstatement fee.

REGIONAL GROUPS OF THE SOCIETY

21. The SOM Board may in accordance with the Regulations establish as part of the Society Regional Groups of the Society for purposes within the objects of the Society.
22. Regional Groups shall be governed by the Articles and the Regulations, but Regional Groups may make rules governing their affairs as long as not inconsistent with the Articles or the Regulations.
23. Every Member is entitled to become a member of one Regional Group at any one time.
24. A majority of the members of a Regional Group must be Members.
25. Each Regional Group shall elect a Chair, Honorary Secretary and Honorary Treasurer who must be Full Members.
26. The SOM Board may suspend, amalgamate or dissolve a Regional Group in accordance with the Regulations.
27. A Regional Group is not an independent organisation from the Society. Any rights, assets or funds acquired, received or used by or under the control of a Regional Group, its officers or members on behalf of it shall belong to the Society and, upon dissolution of the Regional Group, shall be transferred immediately to the Society.

GENERAL MEETINGS

28. The Society shall each calendar year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings held in that year. The Annual General Meeting shall be held at such time and place as the SOM Board decides.
29. The business to be transacted at the Annual General Meeting of the Society shall consist of:

- 29.1 the receipt of the annual accounts and report of the Society;
 - 29.2 the declaration of the results of the election of Officers;
 - 29.3 the appointment of the Society's auditors (if required by law);
 - 29.4 the receipt of the SOM Board's report on Members' subscriptions for discussion;
 - 29.5 any other business decided by the SOM Board;
 - 29.6 any resolution proposed by Voting Members in accordance with Article 29.
- 30.** The SOM Board shall include in the business of an Annual General Meeting a resolution signed by at least 5% of the Voting Members and notified in writing to the Society at least sixty days before the date of that Annual General Meeting, save that the SOM Board at its discretion may exclude such a resolution from the business if it is similar to one included in the agenda for any of the three immediately preceding Annual General Meetings of the Society.

NOTICE OF GENERAL MEETINGS

- 31.** The SOM Board may call a General Meeting at any time.
- 32.** The SOM Board must call a General Meeting if required to do so by the Members under the Companies Acts.
- 33.** The notice of a General Meeting must specify the date, time and 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. The notice must also contain a statement setting out the rights of Voting Members to appoint a proxy under section 324 of the Companies Act 2006.
- 34.** A General Meeting shall be called by at least 14 clear days' notice sent to all Voting Members, other Members and the Trustees.
- 35.** A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Voting Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Voting Members.
- 36.** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 37.** No business shall be transacted at any General Meeting unless a quorum of Voting Members is present. Unless the Articles otherwise provide, ten Voting Members

present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.

- 38.** If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Voting Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the President, or the SOM Board, shall appoint. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, ten Voting Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 39.** The President shall preside as chair at every General Meeting of the Society or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Immediate Past President shall, if present and willing to act, preside as chair failing which the Voting Members present shall elect one of their number to be chair of that meeting.
- 40.** The chair of any General Meeting may with the consent of any 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 properly have been transacted at the meeting had the adjournment not taken place.
- 41.** When a General Meeting is adjourned for 14 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.
- 42.** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

 - 42.1 by the chair of the meeting; or
 - 42.2 by two or more Voting Members present in person or by proxy having the right to vote on the resolution; or
 - 42.3 a Voting Member or Voting Members present in person or by proxy representing not less than one tenth of the total voting rights of all Voting Members having the right to vote on the resolution.

- 43.** Unless a poll is so demanded:
- 43.1 a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority; and
- 43.2 an entry to that effect in the minutes of the General Meeting,
- shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 44.** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. 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.
- 45.** A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 46.** No poll shall be demanded on the election of a chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which 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 General Meeting shall continue as if the demand had not been made.
- 47.** No notice need be given of a poll not taken immediately if the time and place at which it is to be 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

- 48.** Any votes cast by a Voting Member, who is not entitled to vote on the resolution, are disregarded. Retired Members and Honorary Members, who are not Voting Members, are entitled to attend and speak at General Meetings but not to vote at them.
- 49.** Every Voting Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member personally or by proxy.
- 50.** A Voting Member who has not paid every subscription or other sum due and owing by him or her to the Society shall not be entitled to vote.

51. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
52. Every Voting Member shall be entitled to appoint another person as his or her proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
53. Proxies may only be validly appointed by a notice in writing (a “**proxy notice**”) which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he or she is appointed, is signed by or on behalf of the Member or authenticated in such manner as the SOM Board may determine.
54. The SOM Board may require proxy notices to be delivered in a particular form.
55. Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
56. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
57. The appointment of a proxy and any other authority under which it is executed may:
 - 57.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 57.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
 - 57.2.1 in the notice convening the meeting, or
 - 57.2.2 in any instrument of proxy sent out by the Society in relation to the meeting, or
 - 57.2.3 in any invitation contained in a communication in electronic form to appoint a proxy issued by the Society in relation to the meeting,it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

57.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

57.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article, “**address**”, in relation to communications in electronic form, includes any number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.

58. A Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that Member. If such a Member attends the General Meeting in person his or her proxy appointment shall be automatically terminated.

59. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

60. An appointment under a proxy notice may be revoked by delivering the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

61. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

EFFECT OF MEMBERS’ RESOLUTION

62. (Except where it relates to a resolution required by the Articles or the Companies Acts to be passed by the Voting Members) a resolution passed at a General Meeting:

62.1 whose text was included in the requisition of Members under Article 32; or

62.2 which was notified pursuant to Article 30, shall be referred as a recommendation to the SOM Board.

63. The SOM Board shall, if necessary, report to the Members on the recommendation, if the General Meeting at which the resolution was considered so requires.

MEMBERS VOTING BY WRITTEN RESOLUTION

- 64.** A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act)

POWERS OF THE SOM BOARD

- 65.** Subject to the provisions of the Companies Acts and the Articles, the business of the Society shall be managed by the SOM Board who may exercise all the powers of the Society. No alteration of the Articles shall invalidate any prior act of the SOM Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the SOM Board by the Articles. A meeting of the SOM Board at which a quorum is present may exercise all the powers exercisable by the SOM Board.

THE SOM BOARD

- 66.** The SOM Board shall consist of:
- 66.1 the President;
 - 66.2 the Immediate Past President (if willing to serve)
 - 66.3 the President Elect;
 - 66.4 the Honorary Secretary;
 - 66.5 the Honorary Treasurer;
 - 66.6 the Chair of the SOM Council;
 - 66.7 up to 3 other Trustees (“Appointed Trustee”), who need not be Members.
- 67.** The members of the SOM Board are charity trustees as defined by section 177 Charities Act 2011.
- 68.** A Trustee must be aged 18 years or older and no one may be appointed or elected a Trustee if he or she would be disqualified from acting under the provisions of Article 81.
- 69.** All Appointed Trustees shall be appointed by the SOM Board from persons recommended by the Appointments Committee. Any eligibility criteria for appointments as, and the procedures for, the recruitment and appointment of Trustees under this Article 68 shall be set out in the Regulations.
- 70.** A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at a meeting of the SOM Board.

OFFICERS

71.

71.1 The Officers of the Society shall be:

71.1.1 President;

71.1.2 the Immediate Past President;

71.1.3 President Elect;

71.1.4 Honorary Secretary;

71.1.5 Honorary Treasurer.

71.2 A person shall not be elected as an Officer if as a result there would not be at least one Officer who is a registered medical practitioner and at least one Officer who is not a registered medical practitioner, provided that this Article 71.2 shall not apply if no registered medical practitioner or other person (as the case may be) stands for election to enable this composition among the Officers to be met.

71.3 No person may at any time hold more than one of the Officer posts.

71.4 The President shall be Chair of the SOM Board.

71.5 A person must be a Full Member to be eligible for election as an Officer and must be nominated by persons being Full or Honorary Members in accordance with the Regulations.

71.6 The Officers shall be elected by the Voting Members in accordance with the Regulations which may set out additional eligibility criteria for election as an Officer.

71.7 Each Officer shall take office at the conclusion of the Annual General Meeting immediately following his or her election.

71.8 If the office of President becomes vacant:

71.8.1 and there is a President Elect in office the President Elect shall become President and shall hold office until the close of the second Annual General Meeting of the Society following his or her taking up such office;

71.8.2 and there is no President Elect in office, an election will be held for the President and the person elected shall take office immediately as the President at the conclusion of the Annual General Meeting following his or her election. The SOM Board may appoint a Full Member to fill the vacancy until the conclusion of that Annual General Meeting when the person so appointed would then be eligible for election under this paragraph 58.8.2 as President.

- 71.9 If the office of President Elect becomes vacant, an election will be held for the President and the person elected shall take office immediately as the President at the conclusion of the Annual General Meeting following his or her election.
- 71.10 If the office of the Honorary Treasurer or Honorary Secretary becomes vacant, the SOM Board may appoint any Full Member to fill that vacancy. Any person so appointed shall hold office until the conclusion of the next Annual General Meeting of the Society but shall then be eligible for election to that office for the full term of office pursuant to Article 74.

TERM OF OFFICERS

72. The President shall be elected one year in advance of taking his or her office and during that year shall hold office as the President Elect.
73. The President shall hold office for a term of two years, at the end of which he or she shall not be eligible for re-election to that office and (if willing to serve) shall hold the office of Immediate Past President for two years. If the President demits his or her office for any reason before such retirement date, he or she shall not serve as Immediate Past President.
74. 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 be eligible for re-election to that office for one further term of three years.
75. "Year" in Articles 72, 73 and 74 means the period between the end of consecutive Annual General Meetings of the Society.
76. After serving the maximum term permitted in one Officer post, (subject to being eligible) he or she may stand for election to any other Officer post or as the Chair of the SOM Council or apply for appointment as an Appointed Trustee.

TERM OF OFFICE OF TRUSTEES

77. An Appointed Trustee shall hold office for three years from the date of his or her appointment at the end of which he or she shall be eligible for re-appointment to the same post for one only further term of three years.
78. The Officers shall hold office as Trustees until the expiry of their term as an Officer.
79. The Chair of the SOM Council shall hold office as a Trustee until the expiry of his or her term as such Chair.

TRANSITIONAL ARRANGEMENTS

80. Notwithstanding any other provisions of the Articles:

- 80.1 the first Members are the subscribers to the Memorandum of Association, being the first Trustees who immediately prior to incorporation of the Society were members of the Former Society.
- 80.2 On a date designated by the SOM Board (“Operational Start Date”) all other members of the Former Society under its Constitution shall become Members in the same class of membership as they held in the Former Society;
- 80.3 The Trustees in office on the date of incorporation, and any who take office in the period from such date to the Operational Start Date, shall continue in office for the remainder of their term for which they were last elected or appointed under the Constitution of the Former Society and shall hold the same offices as held by them in the Former Society. Such terms shall be counted for determining eligibility to be re-appointed or re-elected as a Trustee;
- 80.4 Any person who becomes a member of the Board of the Former Society after the date of the Society’s incorporation and before the Operational Start Date shall be a Trustee, subject to consenting to be a director of the Society.
- 80.5 The President Elect in post at the annual general meeting held on 13 December 2023 shall serve a second year as President Elect prior to becoming President.

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

81. A Trustee must vacate the office of a Trustee if:
 - 81.1 he or she dies;
 - 81.2 he or she becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with his or her creditors;
 - 81.3 (if an Officer) he or she ceases to be a Full Member;
 - 81.4 in the written opinion, given to the Society, of a registered medical practitioner treating that person, he or she has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 81.5 by notice in writing to the Society he or she resigns his or her office (but only if the requisite number of Trustees for a quorum at a SOM Board meeting will remain in office when the notice of resignation is to take effect) ;
 - 81.6 he or she is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;

- 81.7 he or she fails to attend at least three meetings of the SOM Board over a consecutive period of 12 months without special leave of absence from the SOM Board and they pass a resolution that he or she has by reason of such non-attendance vacated office
- 81.8 (if the Chair of the SOM Council) he or she ceases to be the Chair of the SOM Council;
- 81.9 he or she is removed from office by a resolution passed by at least two thirds of the Trustees present at a SOM Board meeting that the interests of the Society so require after inviting the views of the Trustee concerned and considering the matter in the light of any such views;
- 81.10 he or she is removed from office by a resolution of the Voting Members duly passed pursuant to section 168 of the Companies Act 2006; or
- 81.11 he or she is directly or indirectly interested in any proposed or actual transaction or arrangement with the Society and fails to declare the nature and extent of his interest as required by sections 177 or 182 of the Companies Act 2006.

PROCEEDINGS OF THE BOARD

- 82.** Subject to the Articles, the SOM Board may regulate their proceedings as they think fit.
- 83.** The SOM Board shall meet at least three times each calendar year.
- 84.** The President may, and on the request of two Trustees the Honorary Secretary shall, at any time call a meeting of the SOM Board.
- 85.** The quorum necessary for the transaction of business of the SOM Board shall be five Trustees. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 86.** Questions arising at any meeting of the SOM Board shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 87.** The President shall chair all meetings of the SOM Board. If there shall be no President or if the President is absent the Immediate Past President shall chair the meeting. If there is no Immediate Past President or if he or she is absent, the President Elect shall chair the meeting. If there is no President Elect or if he or he is absent, the Trustees present shall choose one of their number to chair the meeting. A person is considered absent if he or she is unwilling to chair the meeting or is not present within five minutes after the time appointed for holding the meeting. If the person entitled to chair the meeting (and who is willing to do so) subsequently attends the meeting, he or she shall take over as its chair.

- 88.** Any of the Trustees can take part in a SOM Board meeting by way of a video conference, telephone or other electronic means by which each participant can communicate with the others. Taking part in this way will be treated as being present at the meeting. Meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Trustees decide otherwise.
- 89.** The SOM Board for the time being may act notwithstanding any vacancy in their body.
- 90.** All acts done by any meeting of the SOM Board, or of any committee of the SOM Board, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:
- 90.1 who was disqualified from holding office;
- 90.2 who had previously retired or who had been obliged by the Articles to vacate office;
- 90.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- 91.** Article 90 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the SOM Board or of a committee of the SOM Board if, but for Article 90, the resolution would have been void, or if the Trustee has not complied with Article 94.
- 92.** A resolution in writing signed or approved by all the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the SOM Board duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.
- 93.** The Chief Executive of the Society shall be invited to all meetings of the SOM Board (except where the SOM Board directs that he or she should withdraw from a part of a meeting).

DECLARATION OF TRUSTEES' INTERESTS AND CONFLICTS

- 94.** A Trustee must:
- 94.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- 94.2 absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the

Society and any personal interest (including but not limited to any personal financial interest).

Any Trustee absenting himself or herself from any discussions in accordance with this Article must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

AUTHORISATION OF CONFLICTS OF INTEREST

95. If a conflict of interests arises for a Trustee 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 Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

95.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

95.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

95.3 the unconflicted Trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

COMMITTEES

96. The SOM Board may appoint one or more committees consisting of such persons appointed by them as they may think fit to which they may delegate authority for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the SOM Board would be more conveniently undertaken or carried out by a committee.

97. The SOM Board has established the following standing committees of the SOM Board pursuant to Article 96:

97.1 Appointments Committee;

97.2 SOM Council.

98. The SOM Council shall have such functions and powers as set out in this Constitution or otherwise delegated to it by the SOM Board pursuant to Article 96.

99. The SOM Board authorises the SOM Council to establish sub-committees to perform any function or duty within the authority delegated to the SOM Council and SOM Council may appoint any persons as they may think fit to such sub-committees.
100. All acts and proceedings of a committee established by the SOM Board or the SOM Council shall be promptly reported to the SOM Board or the SOM Council respectively.
101. Any committees established by the SOM Board or the SOM Council shall, in the exercise of the authority so delegated, conform to any directions imposed on them in Regulations or by the SOM Board or the SOM Council respectively.
102. The SOM Board or the SOM Council may revoke or alter any delegation to a committee of it.

THE SOM COUNCIL

103. The Society shall have a SOM Council to which the following functions and powers are delegated by the SOM Board:
 - 103.1 oversight of all professional and educational matters related to the practice of occupational health and medicine.
 - 103.2 any others expressly conferred on the SOM Council by this Constitution.

This Article 103 does not prevent the SOM Board delegating other functions and powers to the SOM Council from time to time.
104. The SOM Council shall consist of:
 - 104.1 the Chair of each Regional Group;
 - 104.2 the Chair of the Education Panel appointed by the SOM Board in accordance with the Regulations;
 - 104.3 the Editor of the Journal of the Society.
105. The Officers may attend meetings of the SOM Council as observers with no voting rights.
106. The Chair of the SOM Council shall be elected from the Chairs of the Regional Groups in accordance with Regulations which shall specify the Chair's term of office.

MINUTES

107. The SOM Board must keep minutes of all:
 - 107.1 appointments of Trustees made by the SOM Board;
 - 107.2 proceedings at General Meetings of the Society;

- 107.3 meetings of the SOM Board, the SOM Council and other committees of the SOM Board including:
- 107.3.1 the names of the persons present at the meeting;
 - 107.3.2 the decisions made at the meetings; and
 - 107.3.3 where appropriate the reasons for the decisions.
- 108.** Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
- 109.** The SOM Board will make available to Members copies of minutes of meetings of the SOM Board by such means as the SOM Board decides (after removing any confidential or other information the SOM Board considers necessary).

REGULATIONS

- 110.** The SOM Board may make such regulations as they may deem necessary or expedient for the proper conduct and management of the Society and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the SOM Board shall adopt such means as they think fit to bring such regulations to the notice of Members. No regulation shall contravene any of the provisions of the Articles or the Companies Acts.

ACCOUNTS

- 111.** The Trustees shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

ANNUAL REPORT

- 112.** The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and its transmission to the Charity Commission.

ANNUAL RETURN

- 113.** The Trustees shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual return and its transmission to the Charity Commission.

NOTICES

- 114.** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the SOM Board or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 115.** The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her Address or by leaving it at that Address or by sending it by email to an Address for the time being notified to the Society by the Member.
- 116.** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an email was sent shall be conclusive where the Society can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of a notice sent by email, 48 hours after it was sent.
- 117.** Notwithstanding any other provisions of the Articles, the Society may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Society under the Companies Acts or the Companies Act 2006 (“**2006 Act**”) or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

DISPUTES

- 118.** If a dispute arises between the Members about the validity or propriety of anything done by the Members under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

DISSOLUTION

119.

- 119.1 The Voting Members may at any time before, and in expectation of, its dissolution resolve by a special resolution that the net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall, on or before dissolution of the Society, be applied or transferred in any of the following ways:

- 119.1.1 directly for the Objects; or

119.1.2 by transfer to any charity or charities for purposes the same as or similar to the Objects; or

119.1.3 by transfer to any charity or charities for use for particular purposes that fall within the Objects.

119.2 If no resolution is passed under Article 119.1 the net assets of the Society shall be applied for charitable purposes as directed by the Charity Commission.

119.3 In no circumstances shall the net assets of the Society be paid to or distributed among the Members.

INDEMNITY

120. The Society may indemnify a Trustee or former Trustee against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.