ARTICLES OF ASSOCIATION

Company No: 06452601

THE COMPANIES ACT 1985
COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A
SHARE CAPITAL
ARTICLES OF ASSOCIATION OF ENT UK

INCORPORATED ON 13 DECEMBER 2007

AMENDED BY SPECIAL RESOLUTION DATED 1 FEBRUARY 2008
AMENDED BY SPECIAL RESOLUTION DATED 13 SEPTEMBER 2019
AMENDED BY SPECIAL RESOLUTION DATED 8 APRIL 2022
AMENDED BY SPECIAL RESOLUTION DATED 16 FEBRUARY 2023

1. PRELIMINARY

1.1 The regulations contained in Table C in the Schedule of the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

“these Articles” these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

“Affiliate Member” such persons with a professional interest in Otorhinolaryngology (for example general practitioners with a special interest, specialist nurses, medical students, audiologists and overseas members)

“Board” the Board of Trustees

“CEO” the person appointed pursuant to Article 14 to perform the role of the chief executive officer of the Company howsoever described
“Chair” the Chair of the Trustees or the Chair of a Committee

“clear days” in relation to the period of a notice, that period between the day following the day when the notice is given or deemed to be given and the day on which it is to take effect.

“Companies Act 1985” the Companies Act 1985 (as amended from time to time)

“Companies Act 2006” the Companies Act 2006 (as amended from time to time)

“the Company” the company intended to be regulated by these Articles

“the Council” the body responsible for conducting delegated activities and considering matters raised by Executive Officers as provided in these Articles and the by-laws

“electronic address” any address or number used for the purposes of sending or receiving documents or information by electronic means

“executed” includes any mode of execution

“Full Member” medically qualified practitioners in the United Kingdom or Republic of Ireland who devotes or has devoted a substantial part of their time to the care of patients in Otorhinolaryngology - Head and Neck surgery (for example, Consultants, trainees, staff and associate specialists, Audiological physicians, Retired Members and Life Members) which are admitted as a member of the Company in Accordance with Article 3 and whose name is entered in the register of members of the Company

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006

“Honorary Members” an individual who, in recognition of their contribution to the specialty of Otorhinolaryngology - Head and Neck Surgery or related areas of knowledge and in accordance with the by-laws, is deemed by the Trustees to be worthy of honorary membership of the Company
“In writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

“Lay Member” a person admitted to Membership by the Board of Trustees as a Lay Trustee, Lay Member or Lay Chair of a Committee (forexample, the Financial Committee) or as a Lay Advisor

“Life Members” a member of the Company who has returned and elected to pay a life membership subscription

“member” a Full Member (which includes a Life Member or a Retired Member)

“the Memorandum” the Memorandum of Association of the Company from time to time

“office” the registered office of the Company

“the seal” the common seal of the Company (if any)

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

“the Trustee Board” the board of Trustees from time to time

“the Trustees” the Trustees for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company. The directors are charity trustees as defined by section 97 of the Charities Act 1993

“the Statutes” the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force in relation to companies and affecting the Company

“the United Kingdom” Great Britain and Northern Ireland

2.2 Unless the context otherwise requires, words or expressions
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contained in these Articles shall bear the same meaning as in the Companies Act 2006 but excluding any statutory modification thereof not in force when these Articles become binding on the Company. The singular shall include the plural. Persons shall include corporations.

2.3 A reference to any Statute shall include unless the context otherwise requires a reference to that Statute or Statutory provision as modified, replaced, re-enacted or consolidated and in force time to time and any subordinate legislation made under the relevant Statute or Statutory provision.

2.4 The word “address” where it appears in these Articles includes postal address and, where applicable, electronic address.

3. MEMBERS

3.1 Such persons as are admitted to membership of the Company shall be Full Members. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for-

(a) payment of the Company’s debts and liabilities contracted before they cease to be a member,

(b) payment of the costs, charges and expenses of winding-up, and

(c) adjustment of the rights of the contributories among themselves.

3.2 All other persons from time to time admitted to other categories of membership in accordance with the by-laws shall not be members of the Company for the purposes of the Act but shall otherwise have the rights and obligations attributed under these Articles or the by-laws.

3.3 No person shall be admitted to any category of membership unless they fall within the definitions as stated above or in the by-laws.

3.4 Every person who wishes to become a member of the Company shall deliver to the Company an application for membership in such form as
the Trustees require to be executed by them agreeing to be bound by the Memorandum of Association of the Company and these Articles and being so admitted their name shall if be entered in the register of members of the Company as a member.

3.5 A member may (subject to all monies presently payable by them to the Company having been paid and pursuant to any rules or by-laws made by the Trustees pursuant to Article 21) at any time withdraw from the Company by giving at least thirty clear days’ notice to the Company provided that after such withdrawal the number of members remaining is not less than two.

3.6 Membership shall not be transferable and shall cease on:

3.6.1 the death of a member; or

3.7 if a member becomes bankrupt or makes any arrangement or composition with their creditors generally.

3.8 If a member shall cease to fulfil the criteria for being a member then they shall cease to be a member immediately thereon.

3.9 A member shall not be entitled to any refund of subscription or membership fees at the date of ceasing to be such a member.

3.10 The Trustees shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision. The Trustees may establish other classes of membership with different rights and obligations and shall record these rights and obligations in a register or elsewhere (as appropriate).

4. **GENERAL MEETING**

4.1 The Company shall in each year hold a general meeting as its general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one general meeting of the Company and that of the next. The annual general meeting shall be
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held at such time and place as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4.2 The Trustees may call general meetings at any time. The Secretary or CEO shall take minutes of all general meetings.

4.3 The Trustees shall, on the requisition of at least 20 members pursuant to the provisions of the Statutes, comply with their obligations under the Act to forthwith proceed to convene an extraordinary general meeting for a date which is in any case not later than seven weeks after receipt of the requisition.

5. NOTICE OF GENERAL MEETING

5.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days’ notice. All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days’ notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.

5.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the profit and loss account, balance sheet, and the reports of the Trustees and auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration for, the auditors.

5.3 Subject to the provisions of these Articles, notice of general meetings shall be given to all members, Honorary Members, Lay Members, Affiliate Members, to all Trustees and to the auditors.

5.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Companies Act 2006.
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5.5 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.

5.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall be given in accordance with the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.

5.7 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

6. PROCEEDINGS AT GENERAL MEETING

6.1 No business ordinarily shall be transacted at any general meeting unless a quorum of members is present (subject to 6.2 below). In the first instance, a quorum shall be at least 20 members present in person or by proxy or by a duly authorised representative.

6.2 If within half an hour after the time appointed for the general meeting a quorum is not present, those present, if no fewer than 8 members present in person and entitled to vote upon the business to be transacted, shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Should there be fewer than 8 members present then the general meeting shall be adjourned to a date and place likely to enable a quorum to be present.

6.3 The Chair of the Trustees shall preside as Chair as every general meeting of the Company, or if there is no such chair, or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Trustees present shall elect one of their number to be Chair of the meeting.

6.4 If at any meeting no Trustee is willing to act as Chair or if no Trustee
is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be Chair of the meeting.

6.5 The Chair may, with the consent of any meeting at which a quorum is present adjourn the meeting to another time and/or place. No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands subject to the statutory rights of the members to demand a poll.

6.7 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 an entry to that effect in the minutes of the meeting of the Company 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.

6.8 In the case of an equality of votes the Chair of the meeting shall be entitled to a casting vote in addition to any other vote which they may have.

7. VOTES OF MEMBERS

7.1 On a show of hands and on a poll every member present in person or by proxy by a duly authorised representative shall have one vote.

7.2 Honorary Members, Lay Members and Affiliate Members may attend meetings but shall not be entitled to vote.

7.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by them to the Company pursuant to any rules or by-laws made by the Trustees under Article 21 or otherwise have been paid.
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7.4 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 Chair whose decision shall be final and conclusive.

8. TRUSTEES

8.1 Trustees shall be appointed as provided subsequently in the Articles.

9. POWERS OF TRUSTEES

9.1 Subject to the provisions of the Statutes, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company and who may delegate such management functions to the Council as they decide from time to time in accordance with Article 9.2.3. (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 had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.)

9.2 In addition to all 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, namely:

9.2.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects of the Company and to invest in the name of the Company such part 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 Company;

9.2.2 to enter into contracts on behalf of the Company;

9.2.3 to delegate such powers to individuals, bodies or committees as
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determined by the Trustees from time to time on such terms and conditions as they think fit and may be collateral to their own powers and may be revoked or altered by them. If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated. Subject to any such conditions, the proceedings of the Council and any committee shall be governed by the Articles regulating the Trustees so far as they are capable of applying. The Trustees may make rules of procedure for the Council or any committee which prevail over rules derived from the Articles if they are not consistent with them.

9.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

9.4 A Trustee must absent themself from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial Interest). A Trustee may not vote on any matters where they have a personal interest. Such conflicts should be reported in writing and reviewed regularly. Notwithstanding the foregoing, Trustees may participate in any discussion or vote in connection with membership fees and subscriptions levied from time to time by the Company on its members subject to the relevant Trustees declaring their interest in the matter.

10. APPOINTMENT AND RETIREMENT OF TRUSTEES

10.1 The Company shall have up to 10 Trustees with a minimum of 4. The President-elect position and therefore President is voted on by the members. The Board of Trustees shall be entitled to appoint the Honorary Treasurer and the Honorary Secretary of the Council who shall also be Trustees. Further Trustees may then be appointed by the Board of Trustees. Not less than two of those further Trustees shall be Lay Trustees who shall also be Lay Members of the Company. In addition,
the Trustees may co-opt onto the Trustee Board, persons, who are not trustees of the Company, for the purposes receiving advice or counsel. These persons may be accorded Lay Membership but shall not have voting rights. They may be removed from the Trustee Board at any time by decision of the Board.

10.2 The Trustees shall approve and may approve any variations to the by-laws governing the nomination and election or persons to the Trustee Board and the Council. These by-laws shall be framed so as to ensure, in so far as is practical:

10.2.1 that persons shall be appointed as Trustees for the period of time they are in office for the positions set out Article 10.1. Other Trustees shall serve for the period specified in the terms of their appointment or any extension thereof.

10.2.2 the President shall be the Chair of the Board. In the absence of the President, the President-elect shall be the Chair and if the President-elect is also absent then the Trustees will elect one of their number as Chair for that meeting. The Chair retains their vote as a Trustee. In the event of a tied decision the Chair shall have a (second) casting vote.

10.3 A Trustee shall not be entitled to appoint an alternate Trustee.

11. DISQUALIFICATION AND REMOVAL OF TRUSTEES

11.1 A Trustee shall cease to hold office if they:

11.1.1 ceases to be a Trustee by virtue of any provision in the Statutes or is otherwise prohibited by law from being a director or trustee;

11.1.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

11.1.3 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
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11.1.4 resigns their office by notice to the Company (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

11.1.5 is absent without the permission of the Trustees from all their meetings held within a period of one year and the Trustees resolve that their office be vacated: or

11.1.6 is removed from office at a duly convened meeting of Full Members by ordinary resolution

12. PROCEEDINGS OF TRUSTEES

12.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees, giving reasonable notice of not less than 10 working days. 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. When a matter is put to a vote all Trustees who have the right to vote shall have one vote each. In the case of an equality of votes, the Chair of the Trustees shall have a second or casting vote.

12.2 The quorum for the transaction of the business of the Trustees shall be 2 until such time there are a minimum of 4 Trustees appointed in accordance with Article 10. Thereafter, the quorum may be fixed by the Trustees and unless so fixed there shall be a minimum quorum of 4.

12.3 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 of calling a general meeting.

12.4 All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustees 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.

12.5 A resolution in writing, signed by all the Trustees entitled to receive notice of and vote at a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

12.6 Any Trustee may participate in a meeting of the Trustees, the Council, or a committee, constituted by the Board, of which they are a member by means of a conference telephone, conference video call or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, a trustee participating in such manner shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chair of the meeting then is.

12.7 Any bank account in which any part of the assets of the Company is deposited shall be operated in accordance with the instructions of the Trustees and shall indicate the name of the Company.

12.8 The Trustees shall not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

13. THE COUNCIL AND THE BOARD

13.1 The following officers shall be appointed to the Council:

13.1.1 President;
13.1.2 President-elect;
13.1.3 Honorary Treasurer;
13.1.4 Honorary Secretary
13.1.5 Assistant Honorary Treasurer
13.1.6 Assistant Honorary Secretary

13.2 The officers appointed in accordance with Articles 13.1 shall be appointed for such terms and on such conditions as the Board shall think fit and the Board may terminate such appointments (as appropriate).

14. CEO

14.1 Subject to the provisions of the Statutes, the CEO (who shall also be the Secretary) shall be appointed by the Trustees at such remuneration and upon such conditions as they may think fit and any CEO so appointed may be removed by them. Where necessary, for example when there is a period of time when no appointment has been made or when an appointee has yet to start, the Honorary Secretary may assume some of the duties of the CEO for a limited period of time subject to 14.2 below. The Honorary Secretary shall receive no remuneration for undertaking such duties but they shall receive all reasonable expenses.

14.2 A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary.

15. MINUTES

15.1 The Trustees shall cause minutes to be recorded and filed for the purposes of all proceedings at meetings of the Company and of the Trustees and the Council or any other committees including the names of Trustees and members (as appropriate) present at each such meeting.

16. SEAL

16.1 The Company may have a seal which shall only be used with the authority of the Trustees. The Trustees may determine who shall sign
any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one Trustee and by the Secretary or another Trustee.

17. ACCOUNTS

17.1 No member shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Trustees or by ordinary resolution of the Company.

17.2 The Trustees must prepare accounts and keep accounting records as required by the Statutes.

17.3 The Trustees must comply with the requirements of the Charities Act 1993 with regard to the statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Charities Commission.

17.4 The Trustees shall notify the Charities Commission of any changes to the Company’s entry on the Central Register of Charities.

18. NOTICES

18.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.

18.2 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied to the Company.

19. WINDING UP

19.1 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.
20. INDEMNITY

20.1 Subject to Article 20.2, a relevant Trustee may be indemnified out of the Company’s assets against-

(a) any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

(b) any liability incurred by that Trustee in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that Trustee as an officer of the Company or an associated company.

20.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Statutes or by any other provision of law.

20.3 The Trustees may decide to purchase and maintain insurance, at the expense of the Company for the benefit of any relevant Trustee in respect of any relevant loss.

20.4 In this Article-

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by the relevant Trustee in connection with that Trustee’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or any associated company, and

(b) a “relevant Trustee” means any Trustee or former Trustee of the Company or associated company.

21. RULES OR BY-LAWS
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21.1 The Trustees may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or by-laws regulate:

21.1.1 the admission and classification of Full Members, Honorary Members, Lay Members or Affiliate Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which such Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made;

21.1.2 the conduct of Full Members, Honorary Members, Lay Members and Affiliate Members of the Company in relation to one another, and to the Company’s employees;

21.1.3 the setting aside of the whole or any part or parts of the Company’s premises at any particular time or times or for any particular purpose or purposes;

21.1.4 the procedure at general meetings, the meetings of the Trustees and the meetings of the Council and the Board in so far as such procedure is not regulated by these Articles;

21.1.5 the constitution and powers of the Council; and

21.1.6 generally, all such matters as are commonly the subject matter of such rules, provided, nevertheless, that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles.

21.2 The Trustees shall have power to alter or repeal the rules or by-laws referred to in Article 21.1 and to make additions thereto. The Trustees shall adopt such means as they deem sufficient to bring to the notice of members all such rules or by-laws made pursuant to this Article 21
which, so long as they shall be in force, shall be binding on all members.

22. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

22.1 Where the Statutes permit the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company compiles with the requirements of the Statutes.

22.2 Subject to any requirement of the Statutes documents and notices may be sent to the Company in electronic form to the address or mobile specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.