THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

NEW
ARTICLES OF ASSOCIATION
OF
THE BRITISH ASSOCIATION
OF PLASTIC RECONSTRUCTIVE AND AESTHETIC SURGEONS

(adopted by Special Resolution passed 2nd December 2010)
(updated AGM, December 2012)

GENERAL

1. (1) Words and expressions defined in the Memorandum of Association have the same meanings in these Articles.

(2) In these Articles the following words and expressions shall have the following meanings:

'**the Association**' means the British Association of Plastic Reconstructive and Aesthetic Surgeons (BAPRAS);

'**the Act**' means the Companies Acts 1985 and 2006;

'**address**' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number, in each case registered with the Association;

'**these Articles**' means these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;

'**ballot**' means a vote taken by means of voting papers sent to Voting Members with the intention that they shall be returned duly completed;

The Directors of the Company are the Trustees [vide infra];

'**electronic communication**' has the meaning given by the Electronic Communications Act 2000;

'**General Meetings**' means Annual General Meetings and Extraordinary General Meetings;

'**in good standing**' means that the member so designated has duly paid such subscription as the Council may from time to time determine as payable by the relevant category of member and any other sums due to the Association and has not been expressly denied the right to vote or any privileges under these Articles;

'**member**' means an individual falling in any category of membership under Article 2;

'**Memorandum**' means the Memorandum of Association of the Association;

'**poll**' means a vote taken by means of the casting by Voting Members at a General Meeting of secret written votes;

'**the United Kingdom**' means Great Britain, Northern Ireland and includes the Channel Islands and the Isle of Man;

The Trustees are the elected Members of Council and so includes the Officers whose positions are held by virtue of election.

'**Voting Members**' means Full Members in good standing.

Standing Orders are made by Council and allow minor variations in the Articles of Association from time to time. They are not intended to supplant the constitution, but to supplement it when need arises, and should be published in easily accessible form, and reviewed every year. They are intended to cover minor variations such as timing of meetings, notice of elections, requirements of good standing, etc, and are not intended as a way of rewriting the spirit or substantive meaning of the constitution of the Association. Only Council may create or revoke standing orders.

(3) A specified number of days in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given but including the day for which it is given or on which it is to take effect.

(4) Unless the context otherwise requires, words or expressions defined in the Act shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which the Articles become binding on the Association.

(5) Apart from the exception in Article 1(4) reference to an Act of Parliament includes any statutory modification or re-enactment for

the time being in force.

(6) Words importing the masculine gender include the female gender, and the singular includes the plural and vice versa.

MEMBERSHIP

2. (1) There shall be nine categories of Membership, namely:
   - (a) Honorary Member
   - (b) Senior Member
   - (c) Full Member
   - (d) Trainee Member
   - (e) Junior Member
   - (f) Associate Member
   - (g) Overseas Member
   - (h) Affiliate Member
   - (i) Interspecialty Member

   (2) The Council shall prescribe a form or forms of application to be delivered to the Honorary Secretary by applicants for membership. Each such form of application shall include a declaration by the applicant that he understands that membership of the Association does not provide any endorsement of the member's ability to practise plastic surgery. An applicant, if successful, will undertake only to refer to himself in terms of his membership category. For example "Affiliate Member of BAPRAS" is acceptable, whilst "Member of BAPRAS" is not. Each applicant for membership shall continue to be bound by such declaration after suspension or termination of his membership.

   (3) Each member shall be entered into the register of members in only one of the above categories

3. In the case of a Full Member, membership shall be deemed to have commenced on the day following the General Meeting at which a resolution is passed appointing him a Member. In the case of any other Member, membership shall be deemed to have commenced on the day following his appointment by the Council.

4. Any Member may withdraw from the Association on giving 3 months notice in writing to the Honorary Secretary and on payment of all sums due from him to the Association. Membership shall not be transferable and shall cease on death.

HONORARY MEMBERS

5. (1) Any person whom the Council in its absolute discretion considers to be distinguished by virtue of his services rendered to the furtherance of plastic surgery shall be eligible to be appointed an

Honorary Member by the Council.

(2) The President shall be entitled at any time after his retirement from office to be appointed an Honorary Member by the Council, provided he is and always has been in good standing within the Association

(3) Honorary Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association;
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association; and
   (c) in the case of Honorary Members who have been Full Members, to receive notice of and to attend at General Meetings, but not to vote.

(4) Honorary Members who have not been Full Members shall not be entitled to receive notice of, to attend or to vote at General Meetings whether in person or by proxy.

(5) Honorary Members shall not be eligible:
   (a) to be elected Members of Council; or
   (b) to be elected Officers.

(6) Honorary Members shall not be bound to pay any annual subscription.

SENIOR MEMBERS

6. (1) Upon application in writing to the Council, any person who has been a Full Member of the Association for at least 10 years and whom the Council in its absolute discretion considers to have retired from the clinical practice of surgery, shall be eligible to be appointed a Senior Member by the Council.

(2) Senior Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association;
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association; and,
   (c) to receive notice of and to attend General Meetings, but not vote thereat whether in person or by proxy

(3) Senior Members shall not be eligible:
   (a) to be elected Members of Council; or
   (b) to be elected Officers.

(4) Senior Members shall not be bound to pay any annual subscription.

FULL MEMBERS

7. (1) Any surgeon who:
   (a) has his name included in the Specialist Register of the General Medical Council as a plastic surgeon and
   (b) holds a Certificate of Completion of Training or CESR in Plastic Surgery in the United Kingdom; or
   (c) holds or has held any registration or certificate equivalent to (a) and (b) above in the Republic of Ireland; or
   (d) in respect of whom the Council has resolved to waive any requirement that he holds or has held any such registration or certificate as is referred to in (a), (b) or (c) above; and
   (e) has been sponsored by two Full Members; and
   (f) has been recommended for Full Membership by the Council,

   shall be eligible to be appointed a Full Member by resolution passed by a majority of not less than two-thirds of such Members as (being entitled to do so) voting in person or by proxy at a General Meeting. A separate resolution shall be passed in respect of each person recommended for Full Membership by the Council.

   (2) The names of candidates for Full Membership shall be submitted to the Honorary Secretary not later than 3 months before the next General Meeting for recommendation as a Full Member.

   (3) Full Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association;
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association; and
   (c) to receive notice of and to attend General Meetings and to vote thereat either in person or by proxy.

   (4) Full Members shall be eligible:
   (a) to be elected or co-opted Members of Council; and
   (b) to be elected Officers.

   (5) Full Members shall be bound to pay annual subscriptions in accordance with Article 15.

TRAINEE MEMBERS

8. (1) Any trainee who:
   (a) has been appointed to a Specialist Training post in surgery in the United Kingdom or the Republic of Ireland which is recognised as suitable for training; and
   (b) has been sponsored by two Full Members

shall be eligible to be appointed a Trainee Member by the Council.

(2) A Trainee Member may continue as such for the tenure of his post and, if the Council in its absolute discretion so resolves, for up to two years of research or specialist training thereafter.

(3) Trainee Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association;
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association; and
   (c) to receive notice of and to attend General Meetings but not to vote thereat whether in person or by proxy.

(4) Trainee Members shall not be eligible:
   (a) to be elected or co-opted Members of Council; or
   (b) to be elected Officers.

(5) Trainee Members shall be bound to pay annual subscriptions in accordance with Article 15.

(6) A Trainee Member will no longer be a Trainee Member if he ceases at any time to fall within the criteria set out in Article 8(1).

JUNIOR MEMBERS

9. (1) Any training grade doctor (not in a Specialist training post) or medical student who expresses an interest in joining the Association shall be eligible to be appointed a Junior Member by the Council.

Junior Members shall be granted membership for twelve months and shall be expected to renew their membership on an annual basis by reapplication, accompanied by the appropriate subscription.

Research Fellows shall be eligible to be appointed Junior Members for the tenure of their fellowship, after which time they shall be required to reapply.

(2) Junior Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association;
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association.

(3) Junior Members shall be entitled to receive notice of, to attend General Meetings but not to vote thereat whether in person or by proxy.

(4) Junior Members shall not be eligible:
   (a) to be elected or co-opted Members of Council; or

(b) to be elected Officers.

(5) Junior Members shall be bound to pay annual subscriptions in accordance with Article 15

(6) A Junior Member will no longer be a Junior Member if he ceases at any time to fall within the criteria set out in Article 9(1).

ASSOCIATE MEMBER

10. (1) Any surgeon who:

(a) holds a substantive non-training post in plastic surgery in the National Health Service in the United Kingdom or the Republic of Ireland; or

(b) is not eligible for any other category of membership but practises in or is retired from plastic surgery and is considered by the Council in its absolute discretion to be suitable to become an Associate Member; and

(c) has been sponsored by two Full Members

shall be eligible to be appointed an Associate Member by the Council.

(2) Associate Members shall be entitled:

(a) to receive notice of and to attend Scientific and Clinical Meetings of the Association; and

(b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association.

(3) Associate Members shall be entitled to receive notice of, to attend General Meetings but not to vote thereat whether in person or by proxy.

(4) Associate Members shall not be eligible:

(a) to be elected or co-opted Members of Council; or

(b) to be elected Officers.

(5) Associate Members shall be bound to pay annual subscriptions in accordance with Article 15.

(6) An Associate Member will no longer be eligible to be an Associate Member if he ceases at any time to fall within the criteria set out in Article 10(1).

OVERSEAS MEMBERS

11 (1) Any surgeon who:

(a) practises in plastic or reconstructive surgery mainly outside the United Kingdom and the Republic of Ireland; and

(b) has been sponsored by two Full Members

shall be eligible to be appointed an Overseas Member by the

Council.

(2) Overseas Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association; and
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association.

(3) Overseas Members shall be entitled to receive notice of, to attend General Meetings but not to vote thereat whether in person or by proxy.

(4) Overseas Members shall not be eligible:
   (a) to be elected or co-opted Members of Council; or
   (b) to be elected Officers.

(5) Overseas Members shall be bound to pay annual subscriptions in accordance with Article 15.

(6) An Overseas Member will no longer be eligible to be an Overseas Member if he ceases at any time to fall within the criteria set out in Article 11(1).

AFFILIATE MEMBERS

12. (1) Any person who:
   (a) practises as an allied health professional (such as Nurse, Physiotherapist, Occupational Therapist, Prosthetist, Speech Therapist, Psychologist, Research Scientist, etc) in plastic surgery in the National Health Service in the United Kingdom or the Republic of Ireland; and
   (b) is considered by the Council in its absolute discretion to be suitable to become an Affiliate Member; and
   (c) has been sponsored by two Full Members.

   shall be eligible to be appointed an Affiliate Member by the Council.

(2) Affiliate Members shall be entitled:
   (a) to receive notice of and to attend Scientific and Clinical Meetings of the Association; and
   (b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association.

(3) Affiliate Members shall be entitled to receive notice of, to attend General Meetings but not to vote thereat whether in person or by proxy.

(4) Affiliate Members shall not be eligible:
   (a) to be elected or co-opted Members of Council; or
   (b) to be elected Officers.

(5) Affiliate Members shall be bound to pay annual subscriptions in

accordance with Article 15.

(6) An Affiliate Member will no longer be eligible to be an Affiliate Member if he ceases at any time to fall within the criteria set out in Article 12(1).

INTERSPECIALTY MEMBER

13. (1) Any person who:

(a) Is engaged in multidisciplinary practice in reconstructive surgery, and has his name included in the Specialist Register of the General Medical Council in any of the surgical specialties other than plastic surgery (SAC-defined or ophthalmology); and

(b) is considered by the Council in its absolute discretion to be suitable to become an Interspecialty Member; and

(c) has been sponsored by two Full Members who must vouch, from personal experience, for their active involvement in multidisciplinary care in collaboration with plastic surgeons; and

(d) has been recommended for Interspecialty Membership by the Council,

shall be eligible to be appointed an Interspecialty Member by resolution passed by a majority of not less than two-thirds of such Members as (being entitled to do so) voting in person or by proxy at a General Meeting. A separate resolution shall be passed in respect of each person recommended for Interspecialty Membership by the Council. At least one of the Full Member sponsors must be present at the General Meeting at which the candidate's application is considered

(2) The names of candidates for Interspecialty Membership shall be submitted to the Honorary Secretary not later than 3 months before the next General Meeting for recommendation as an Interspecialty Member.

(3) Interspecialty Members shall be entitled:

(a) to receive notice of and to attend Scientific and Clinical Meetings of the Association; and

(b) to have their names and addresses held by the Association and published in the Association's Handbook or whatever medium is currently accepted by the Association.

(4) Interspecialty Members shall be entitled to receive notice of, to attend General Meetings but not to vote thereat whether in person or by proxy.

(5) Interspecialty Members shall not be eligible:

(a) To be elected or co-opted Members of Council; or

(b) To be elected Officers.

(6) Interspecialty Members shall be bound to pay annual subscriptions in accordance with Article 15.

(7) An Interspecialty Member will no longer be eligible to be an Interspecialty Member if he ceases at any time to fall within the criteria set out in Article 13(1).

SUSPENSION OR TERMINATION OF MEMBERSHIP

14. Membership shall be terminated or suspended if:

(1) the member concerned gives written notice of resignation;

(2) the member concerned dies;

(3) the member concerned has been duly notified that he is more than 12 months in arrear in paying an annual subscription or other sum due to the Association. In such a case any liability to the Association shall not be affected by the termination of membership, but the member may be reinstated on payment of the amount due, subject to the approval of the Council;

(4) the member concerned has been subject to a determination by a body in the United Kingdom responsible for the regulation of a health profession to the effect that his fitness to practise is impaired and as a consequence he is removed or suspended from that body's register, or a determination by a regulatory body elsewhere to the same effect; but the member may be reinstated, subject to the approval of the Council, on notice of expiry of the suspension or the restoration of such registration; or

(5) the Council exercises its absolute power at its discretion to terminate or suspend for any period the membership of a member whose conduct it judges, after due enquiry, to have at any time been prejudicial to the welfare or good name of the Association or the objects for which it exists, provided that membership shall not be terminated for this reason without the member concerned being given the right to attend and be heard by the Council before the decision is made. Any member whose membership is so suspended or terminated shall have the right of appeal to a Hearing Panel as constituted in Article 25.

SUBSCRIPTIONS

15. Annual subscriptions shall be determined by and annually reviewed by the Council. They shall be payable on commencement of membership and thereafter on October 1st in each year. Members appointed on any date other than 1st October shall pay a corresponding proportion of the annual subscription for the first year of membership.

FINANCIAL YEAR

16. Unless the Council otherwise resolves, the Association's financial year shall end on 30th September.

OFFICERS

17. (1) The Officers of the Association shall be the President, Deputy President, Honorary Secretary and Honorary Treasurer. Only Full Members shall be eligible to be Officers. The Officers shall by virtue of their office be members of the Council.
    (2) The President shall hold office for 2 years commencing on 1st January.
    (3) The President Elect shall hold the office of Deputy President for one year from 1st January next following his election, immediately followed by his term of office as President.
    (4) At the end of his term of office, the President shall serve for a further year in the role of Deputy President.
    (5) During the first year of his Presidency, the President shall have the Immediate Past President as his Deputy President; during the second year of his Presidency he shall have the President Elect as his Deputy President.
    (6) The post of Deputy President shall therefore be filled either by the President Elect or by the Immediate Past President. The Deputy President shall serve as President in the event of incapacity, for whatever reason, of the President.
    (7) The Honorary Secretary and the Honorary Treasurer shall hold office for three years, commencing on 1st January next following their election. At the end of three years they may offer themselves for re-election for one further consecutive term of three years.

ELECTION OF OFFICERS

18. (1) In alternate years, in the case of the election of a President Elect (who will serve for a year as Deputy President prior to assuming the office of President), and in such other years as the Honorary Secretary or the Honorary Treasurer reach the end of their terms of office, the Honorary Secretary shall on or before 30th June:
        (a) give to all Full Members details of the vacancies to be filled at the next Annual General Meeting; and
        (b) invite nominations for election (or re-election in the case of an Honorary Secretary or Honorary Treasurer who has served one term in office) to such vacancies.

(2) No person shall be elected President Elect or elected or re-elected Honorary Secretary or Honorary Treasurer at any such Annual General Meeting unless on or before 31st August notice signed by a proposer, a seconder and six others (each of whom shall be Full Members) has been given to the Honorary Secretary of the intention to propose that person for election or re-election. The notice must state the particulars which would be required to be included in the Association's register of Directors were the candidate to be elected or re-elected and must also be accompanied by the written consent of the candidate to be proposed for election or re-election.

(3) On or before 7th October in each year in which elections are to be held, particulars shall be given to all Full Members of the candidates for election or re-election to the vacant office or offices, including the particulars which would, if they were elected or re-elected, be required to be included in the Association's Register of Directors. If there is only one candidate for an office, he shall be declared appointed without an election.

(4) On or before 7th October in each such year each Full Member shall be supplied with a proxy ballot paper for the election and re-election of Officers which states:

(a) the name of that member;

(b) the names of the candidates for election or re-election to the vacant office or offices.

A Full Member who wishes to instruct his proxy how that proxy shall act in relation to any such vacancy shall mark a cross on the proxy paper against the name of the candidate whom the member wishes to fill such vacancy

(5) Each Full Member shall be entitled to a ballot paper for the election of Officers which states:

(a) the name of the member;

(b) the names of the candidates as above.

The member shall be entitled to mark a cross on the ballot paper against the name of the candidate whom he wishes to fill each such vacancy. No member shall vote via a proxy and in person at the Annual General Meeting, or both votes shall be disregarded.

(6) Those persons elected or re-elected Officers shall be those candidates who receive the most crosses against their names. Ballot papers which are defaced or which have too many crosses or too many votes marked upon them shall be disregarded. If there is a tied vote, there shall not be a second ballot, but the Council shall decide by secret ballot which of those candidates with an equal number of votes shall be deemed to be elected.

(7) The accidental omission to send notices inviting nominations or ballot papers to any person entitled to receive them shall not

invalidate any election.

THE COUNCIL

19. (1) The Executive Body of the Association shall be known as the Council. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution at a General Meeting, the Council may exercise all the powers of the Association. No alteration to the Memorandum or Articles and no direction given by special resolution shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. A meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

(2) The Council shall, unless otherwise determined by the Association in General Meeting, consist of the President, the Deputy President, the Honorary Secretary, the Honorary Treasurer, and fifteen other Council Members (hereafter known as Elected Council Members). Elected Council Members shall be Full Members of the Association. They shall be either regional Council Members, elected by a constituency of Full Members with a professional address in the respective region, or non-regional Council Members, elected by a constituency of all the Full Members. The Council shall define the regional constituencies and allocate Council Membership between regional and non-regional constituencies as determined by the needs of the Association.

(3) The elected members of the Council shall, with the Officers, be the Company Directors and the Charity Trustees of the Association. Every member of the Council on appointment shall sign a declaration of willingness to act as a charity trustee of the Association before he is eligible to vote at any Council meeting.

(4) The Association shall indemnify the members of Council against liabilities incurred by them in that capacity to the extent permitted by the Act.

COMMITTEES

20. The Council may establish and disestablish such committees as it thinks fit and may by standing orders determine their terms of reference and constitution as it thinks fit. Any committee so established shall conform to any standing orders issued by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by standing orders issued by the Council. The Council may

delegate to any such committee any of its powers.

STANDING ORDERS

21. The Council shall have power to make, vary and repeal standing orders for the conduct of the general affairs of the Association, of its Officers and employees, of the Council and Committees of the Council, and for the dispatch of the business of the Association. Notice of any resolution to make, vary or repeal any standing orders shall be given to each member of the Council at least 7 days before the meeting at which it is to be considered and any such resolution shall require a majority of not less than three-quarters of the members of the Council present at such meeting to be passed.

CO-OPTED COUNCIL MEMBERS

22. The Council shall have power to co-opt any Full Member of the Association to fill a casual vacancy on the Council. Co-opted members will have a vote and other rights and responsibilities equivalent to those of elected Council members. Any co-opted Council Member shall hold office only until the next Annual General Meeting and shall then be eligible for election. If he is not elected at such Annual General Meeting, he shall vacate office at the conclusion thereof.

INVITATIONS TO ATTEND COUNCIL MEETINGS

23. The Council shall have power to invite the following to attend meetings of the Council:
    (i) The Editor;
    (ii) Chairmen of Committees of the Council who are not members of the Council;
    (iii) any other persons who it appears to the Council have a contribution to make to the business of the Council.

    Any person invited to meetings of the Council shall be entitled to take part in the business of the Council at the President's request, but shall have no vote. It shall normally be the case that persons invited to attend meetings of the Council pursuant to this Article shall not do so for longer than six years.

TERM OF SERVICE FOR ELECTED COUNCIL MEMBERS

24. (1) Elected Council Members shall serve for three years commencing on 1st January next following their election.
    (2) A co-opted Council Member who retires at any Annual General Meeting by virtue of Article 22 shall be eligible for election to the

Council at that Annual General Meeting. An Elected Council Member completing his term of service shall not be eligible for re-election to the Council as an Elected Council Member until the Annual General Meeting next following the expiry of his term of service.

CONDUCT OF MEMBERS OF COUNCIL AND OFFICERS

25. (1) Officers and other elected members of Council shall be held to a standard of behaviour and ethical performance appropriate to a medical practitioner, and shall not act in a way that risks bringing the Association into disrepute, or contravenes generally accepted standards of fairness, equality or probity. If such circumstances occur a disciplinary hearing panel may be convened and that hearing shall have the option of terminating immediately the term of office of that member of Council.

(2) Such a hearing shall be held before a quorate body of Trustees constituted as a Hearing Panel, and shall normally be called on the request of any two members of Council. The Hearing Panel shall normally by chaired by the President (or his Deputy if the President is the subject of the hearing). The member who is the subject of the hearing may attend only to defend himself, and may not sit as a member of the Hearing Panel nor take part in the voting procedure. The Hearing Panel may ask the member whose conduct is under scrutiny to leave the room after all evidence has been heard to allow deliberation and voting in camera.

(3) There is no higher authority within the Association than the Hearing Panel and so in normal circumstances no appeal is appropriate. However, at the discretion of the President (or his Deputy if the President is the subject of the hearing) and with the support of one other member of Council, the Hearing Panel may be reconvened to hear new evidence either in refutation of the allegations or in mitigation. The Hearing Panel shall have full power to investigate the allegations. During such hearings the member whose conduct is under scrutiny may defend himself or may be represented or accompanied by an advocate or next friend who shall have the right to address the Hearing Panel. However, the Hearing Panel is not a legally constituted court, but a Committee of the Association acting in good faith on behalf of and in the best interests of the Association as a whole whilst balancing its duty to the individual member, and so legal representation will not be allowed.

(4) The Hearing Panel shall have full power to suspend or terminate the membership of Council of the member under consideration, to recommend to the Association in General Meeting termination of

the member's membership of the Association and if appropriate to suspend his membership until the Association meets in General Meeting, either at the next Annual General Meeting or at an Extraordinary General Meeting especially called.

(5) The Hearing Panel may recommend to the Association reporting the member to an appropriate authority, or in serious and urgent cases may make such referral itself.

ELECTION OF COUNCIL MEMBERS

26. (1) On or before 30th June in each year, the Honorary Secretary shall give notice to all Full Members of:

(a) those Elected Council Members whose term of service will expire on 31st December next following such Annual General Meeting or who will otherwise retire;

(b) those co-opted Council Members who will retire at such Annual General Meeting by virtue of Article 22;

(c) the vacancies which may be filled at such Annual General Meeting (whether arising through expiry of term of service, retirement or otherwise) and shall invite nominations of Voting Members for election to such vacancies. In the case of Elected Council Members to represent a regional constituency, nominations shall be accepted only from a proposer, seconder and six others (each of whom shall be Full Members) within the regional constituency to be represented.

(2) The election process for Elected Council Members shall in all respects normally parallel that set out in Article 18 for the election of Officers and the two election processes shall normally be combined.

(3) All Full Members may vote in the election of non-regional Council Members. Only Full Members with a professional address within an electoral region may vote in the election of a Council Member to represent that region. Each voting member may only vote within a single Electoral region.

(4) In the event of the death of an Elected Council Member or premature retirement, or dismissal of an Elected Council Member other than at an Annual General Meeting, the Council may resolve to hold a by-election, whereupon the Honorary Secretary shall give notice to Full Members seeking nominations for the vacancy within a period of 28 days of the date of the notice. Nominations for a regional Council Member vacancy may come from any Full Member entitled to vote within that region, whereas nominations for non-regional Council Members may come from any Voting Member.

Within six weeks of the closure of nominations, ballot papers shall be issued to those Members entitled to vote as aforesaid, to be returned by a specified date within 28 days of issue. The results of any such ballot shall be declared within seven days of the closure date and the Council Member so elected shall hold office until expiry of the term of office of the former Elected Council Member whose death or retirement gave rise to the by-election.

VALIDITY OF ACTS

27. All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any member of Council or Officer or by any person acting as a member of Council or of a Committee or an Officer, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of Council, Committee or Officer or person acting as aforesaid, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of Council or of a Committee or an Officer

PROCEEDINGS OF COUNCIL

28. Subject to these Articles, members of Council may meet, adjourn and otherwise regulate their proceedings as they think fit.

29. Five members of Council may, and the Honorary Secretary at the request of five members of Council shall, call a Council meeting.

30. A Council meeting may be held either in person or by suitable electronic communications agreed by the Council in which all participants may communicate with all the other participants.

31. The President shall preside as Chairman at every Council meeting at which he is present. If he is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy President, or failing him, a member of Council elected by the meeting shall preside as Chairman.

32. Questions arising at a Council meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

33. The quorum for the transaction of business at Council meetings shall be eight voting members, provided that a member of Council shall not be

counted in the quorum present when any decision is made about a matter upon which he is disqualified from voting.

34. The Council may act notwithstanding any vacancies in the number of members of Council, but if the number of members of Council is less than the number fixed as the quorum the Council may act only for the purpose of filling vacancies or of calling a General Meeting.

35. A resolution in writing signed by all members of Council shall be as valid and effectual as if it had been passed at a Council meeting duly called and held and may consist of several documents in the like form each signed by one or more members of Council.

GENERAL MEETINGS

36. There shall be an Annual General Meeting held once every calendar year and unless the Council otherwise determines every Annual General Meeting shall be held between 15th November and 15th December (both dates inclusive).

37. The Council may call an Extraordinary General Meeting whenever it thinks fit, and Extraordinary General Meetings shall also be convened by the Honorary Secretary within 28 days from the receipt of a Members' requisition pursuant to the provisions of the Act signed by not less than 20 Full Members stating the purpose for which the Extraordinary General Meeting is to be convened.

38. Any Full Member who wishes to move a formal resolution shall give notice in writing to the Honorary Secretary, and shall submit a copy of such resolution, by 31st August in the case of an Annual General Meeting and not less than 56 days before the date of any other Meeting.

NOTICE OF GENERAL MEETINGS

39. Every General Meeting shall be called by at least twenty-eight days' notice in writing or by electronic communication. The notice shall specify the place, date and time of the meeting, the general nature of the business to be transacted at the meeting and, in the case of an Annual General Meeting, shall specify the meeting as such. 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

40. The quorum for a General Meeting shall be 20 Voting Members present in person at the time when the meeting proceeds to business and not disqualified from voting on the business to be transacted. No business shall be transacted at a meeting unless a quorum is present. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Council may determine.

41. The President, or in his absence the Deputy President, or in his absence a member of Council elected by the Meeting, shall preside as Chairman of the meeting. If no member of Council is willing to act as Chairman or if no member of Council is 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 Chairman.

42. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.

43. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Subject to the provisions of the Act, a poll may be demanded:
    (a) by the Chairman, or
    (b) by at least three members entitled to vote at the meeting.

    A demand by a person as proxy for a member shall be the same as a demand by the member.

44. Unless a poll is duly demanded a declaration by the Chairman 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 the resolution.

45. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

46. A poll shall be taken in such manner and at such time as the Chairman may direct and he 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 meeting at which the poll was demanded.

47. No poll shall be demanded on the election of a Chairman. A poll on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

48. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

49. The standing orders of the Council may provide for the conduct of General Meetings, failing which the Chairman's decision on all questions of procedure shall be final and conclusive.

VOTING

50. On a show of hands every Voting Member present in person at a General Meeting shall have one vote. On a poll every Full Member present in person or by proxy shall have one vote. Honorary Members (who have been Full Members), Senior Members, and Trainee Members, may receive notice of and attend General Meetings, but shall not be entitled to vote at any General Meeting of the Association.

51. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

52. 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 Chairman whose decision shall be final and conclusive.

53. A proxy must be a Full Member, appointed by a proxy form issued by the Association, signed by the Appointor and returned to the Association in accordance with the instructions on the form.

SCIENTIFIC AND CLINICAL MEETINGS

54. Full Members shall be entitled to bring medical or other guests in associated disciplines to scientific and clinical meetings and shall be responsible for any expense incurred. Full Members wishing to bring such guests should ensure that they comply with appropriate registration procedures for the meeting.

NOTICES

55. Any notice to be given to or by any person pursuant to these Articles shall be in writing or delivered electronically.

56. Every member shall notify the Honorary Secretary of his current residential and professional addresses, specifying one address as his correspondence address. Every member shall supply the Honorary Secretary with his email address. Every member shall on request supply such other information of a professional character to the Honorary Secretary as the Council may from time to time require.

57. The Association may give any notice to a member either personally, or by sending it by post to his correspondence address or by means of electronic communication in permanent written form or (in the case of a general notice to the membership) by inserting it in an Association Journal or publication sent to members, addressed to his correspondence address.

58. A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and where requisite, of the purposes for which it was called.

59. Notices sent by post shall be deemed to have been served on the second day after posting and notices served by an appropriate means of electronic communication on the next following day. In proving the

giving of a notice, it shall be sufficient to prove that the notice was left, or that the envelope containing the notice was properly addressed and posted, or that the notice was sent by the appropriate means of electronic communication to the correct address and dispatch of the transmission was confirmed and/or acknowledged, as the case may be.

THE EDITOR

60. The Editor is responsible to the Association for the content of the Association's Journal or Journals (in whatever form published) and for the administration of the Journals from a scientific and content aspect. The Editor shall act as adviser to the Association in all matters concerning the Journal. There shall be two or more Deputy Editors. The Editor and Deputy Editors shall be appointed for a term of three years and the Editor shall by virtue of his role be an invited member of Council. The Editor and Deputy Editors may be appointed for two consecutive terms only subject to satisfactory appraisal at the conclusion of the first term, after which time they will not be eligible for re-appointment, unless deemed appropriate by the Council and ratified by a General Meeting. Appointment of the Editor and Deputy Editors shall be by open advertisement and interview by an Appointments Committee established by the Council and reporting to the Council, who in turn may approve the recommendation of appointment. The performance of the Editorial team shall be appraised subject to standing orders of Council and normal and reasonable standards of performance shall be expected. Should the Editor or the editorial team fail to meet satisfactory standards of performance or perform or act in a way judged detrimental to the Association, the appointment in question may be terminated by Council acting on appropriate advice, and with notice (or pay in lieu of notice) of three months.

JOURNAL

61. The Journal of Plastic, Reconstructive and Aesthetic Surgery shall be the official organ of the Association. It shall be controlled by the Committee of Management which shall be chaired by the Honorary Treasurer and shall include the Editor or Deputy Editor, President, Deputy President and Honorary Secretary of the Association as members by virtue of their office. The Council may appoint such other persons to the Committee of Management as it thinks fit. The Committee of Management shall conform to any standing orders issued by the Council. The meetings and proceedings of the Committee of Management shall be governed by the provisions of these Articles for regulating the meetings and proceedings of Council so far as applicable and so far as the same shall not be

superseded by such standing orders.

THE HONORARY TREASURUER

62. The Honorary Treasurer shall receive subscriptions, pay all bills, and present the accounts annually to the Council and to the Annual General Meeting. The Treasurer shall maintain current and adequate indemnity insurance for the Association. Other duties shall be determined and varied by standing orders of Council and shall be clearly defined in the Council Members' Induction Information or such other guidance as the Council determines.

THE HONORARY SECRETARY

63. The Honorary Secretary, or in the event of his incapacity a member of the Council nominated by the President, shall summon all General Meetings, shall prepare agendas, and shall keep minutes of the proceedings at General Meetings. The Honorary Secretary shall make available to members the minutes of all General Meetings of the Association and on request a record of all votes cast for the election of Officers and Elected Council Members. Other duties shall be determined and varied by standing orders of Council and shall be clearly defined in the Council Members Induction Information or such other guidance as the Council determines.

CHEQUES

64. Cheques and such like financial instruments shall be signed by such persons as the Council shall from time to time by resolution determine.

THE SEAL

65. The Association seal shall only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined shall be signed by the President and by the Honorary Secretary.