

THE COMPANIES ACT 2006  
02334615

COMPANY No

INSTITUTE OF MAXILLOFACIAL PROSTHETISTS AND TECHNOLOGISTS  
("the Company")

A COMPANY LIMITED BY GUARANTEE

I hereby certify that at the Annual General Meeting of the Company held on the 18th day of April 2024 at The Royal College of Music & Drama Cardiff Wales the following Special Resolution of the Company in the next following format was unanimously passed by the Company

**SPECIAL RESOLUTION**

"That the Memorandum of Association and Articles of Association of the Company be changed to the Revised Memorandum of Association and Articles Association attached to this notice by replacement in its entirety of the current Memorandum of Association and Articles of Association with the revised Memorandum of Association and Revised Articles of Association attached hereto and initialled by the Chairman of the AGM as a true copy of the revised Memorandum of Association and Revised Articles of Association."

Signed .....

Dated this 2<sup>nd</sup> Day of April 2024

Charles V Fraser-Macnamara

Company Secretary

INSTITUTE OF MAXILLOFACIAL PROSTHETISTS

S. Kothari  
18th April 2024

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

INSTITUTE OF MAXILLOFACIAL PROSTHETISTS AND TECHNOLOGISTS

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above named Company.
The Council	The Board of Directors for the time being of the Association.
The Office	The Registered Office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or producing words in a visible form.
Clear Days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum and Articles of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless they are approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by them.
4. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.

#### **GENERAL MEETINGS**

5. The Association shall hold a General meeting in every calendar year as its Annual General Meeting ("AGM") at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than twelve months after the holding of the last preceding Annual General meeting and that so long as the Association holds its first Annual General meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
6. All General Meetings other than the Annual General Meeting, shall be called 'Extraordinary General Meetings.' (EGM)
7. The Council may whenever they think fit convene an EGM and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
8. Twenty one clear days' notice in writing shall be given, at the least of every Annual General meeting and of every meeting convened to pass a Special Resolution and fourteen clear days' notice in writing at least of every other General meeting, specifying the place, the day and the hour of meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.
9. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is Transacted at an Extraordinary General meeting and all that is transacted at an AGM shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of, the Auditors.
11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally present shall be a quorum.
12. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
13. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the secretary of Council will chair. In the event of the secretary not be present or unwilling to chair the General Meeting members present shall choose another member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
14. The Chairman 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at any adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on by a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting 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 Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

#### **VOTES OF MEMBERS**

- 21.1 Subject as hereinafter provided, every member shall have one vote.
- 21.2 Every associate member of the Institute shall be entitled to attend all meetings of the Institute including Annual General Meetings but shall not have a vote and shall be classified as a non-voting member.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General meeting.
23. 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, 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.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member. Where a vote is for the appointment of an individual the poll shall always be taken by secret ballot.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“I,

of,

hereby appoint

of

and failing him,

of

as my proxy to vote for me on my behalf at the [Annual Extraordinary] General meeting of the Association to be held on 19 , and any adjournment thereof.

Signed on

1988.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### **COUNCIL OF MANAGEMENT**

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 12 or more than 25.
30. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.
31. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

## **POWERS OF THE COUNCIL**

33. The business of the Association shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association filling up vacancies in their body; or of summoning a General Meeting, but not for any other purpose.

## **SECRETARY**

35. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary present or no Secretary capable of acting.

## **THE SEAL**

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

37. The office of a member of the Council shall be vacated –
  - a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - b) If he becomes of unsound mind.
  - c) If he ceases to be a member of the Association
  - d) If by notice in writing to the Association he resigns from his office.

- e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.
- f) Where in the opinion of 75% of the council members present and voting at an ordinary council meeting the conduct of a member of the council has brought the council or the institute into disrepute or have a conflict of interest.
- g) Where a council member has without prior leave of absence from the council failed in a twelve month period to attend 75% of all council meetings properly called and of which he has received proper notice.
- h) That council members will have full membership or fellowship of the institute and must be practising Maxillo-Facial Technologists.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

- 38. At the first Annual General Meeting and at the Annual General Meeting to be held every subsequent year, one third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one third shall retire from office.
- 39. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 40. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto and, in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time abovementioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than twenty eight intervening days.
- 42. The Association may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
- 43. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office and may by an Ordinary Resolution, appoint another qualified member in

his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if had not been removed.

#### PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, fifty percent plus one of the Council Members (in person or under the provisions of Article 51.2 ) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
45. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman shall be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
47. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
48. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the 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 any regulations made by the Council.
49. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 51.1 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of

such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or such committee duly convened and constituted.

51.2. The Company and the Council may if they so determine:-

51.2.1 Serve or provide documentation in any format provided by Section 1168 of the Companies Act 2006.

51.2.2.1. Conduct the business of the Council and/or the meetings of the Council or the Association by remote electronic means including but not limited to electronic conference meetings and meetings at which the Council members or the Members of the association attend remotely ("Remote Meetings) so that all participants are wholly or partially attending the said meetings remotely.

51.2.2.2. Attendees at Remote Meetings shall be entitled to participate in Remote Meetings as if they were present at the meeting venue and all decisions made by wholly or partially Remote Meetings shall operate and take effect as if and in all respects as if the remote participants were physically present together at the meeting venue.

## ACCOUNTS

52. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

53. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the officers of the Association.

54. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

55. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report

shall be open to inspection and be read before the meeting as required by Section 241 (2) of the Act.

## AUDIT

56. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor of Auditors.
57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

## NOTICES

58. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

## DISSOLUTION

61. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.