



**BRITISH THORACIC SOCIETY
ARTICLES OF ASSOCIATION**

INDEX

CLAUSE		PAGE
1	NAME.....	2
2	REGISTERED OFFICE	2
3	OBJECTS	2
4	POWERS	2
5	MEMBERSHIP	6
6	LIMITED LIABILITY	7
7	TERMINATION OF MEMBERSHIP	7
8	GENERAL MEETINGS	8
9	WRITTEN RESOLUTIONS.....	11
10	BENEFITS AND CONFLICTS.....	11
11	THE BOARD	13
12	PROCEEDINGS OF THE BOARD.....	15
13	POWERS OF THE BOARD	16
14	INDEMNITY.....	16
15	STANDING COMMITTEES.....	17
16	HONORARY OFFICERS	17
17	THE COUNCIL.....	18
18	RECORDS AND ACCOUNTS	19
19	COMMUNICATIONS	20
20	DISSOLUTION	21
21	AMENDMENTS	21
22	INTERPRETATION.....	22

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The British Thoracic Society is a Company Limited by Guarantee. Registered in England and Wales with number 01645201. Registered Office: 17 Doughty Street, London, WC1N 2PL

The British Thoracic Society is a Charity registered in England and Wales with number 285174, and registered in Scotland with number SC041209.

Companies Acts 1985 to 2006

Company limited by guarantee

ARTICLES OF ASSOCIATION OF THE BRITISH THORACIC SOCIETY

1 NAME

The name of the Charity is "The British Thoracic Society".

2 REGISTERED OFFICE

The registered office of the Charity will be situated in England.

3 OBJECTS

3.1 The Objects of the Charity are the relief of sickness and the preservation and protection of public health by promoting the best standards of care for patients with respiratory and associated disorders, advancing knowledge about their causes, prevention and treatment and promoting the prevention of respiratory disorders.

3.2 Nothing in this Constitution shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

4 POWERS

4.1 The Charity has the following powers, which may be exercised only in promoting the Objects:

4.1.1 to promote standards of care by:

4.1.1.1 setting standards of good clinical practice;

4.1.1.2 developing and implementing systems of audit of performance of the structure, process and outcome of care;

4.1.1.3 endeavouring to ensure that the training of doctors at undergraduate, and

particularly at postgraduate levels, in the care of patients with respiratory and associated disorders ("the specialty") is appropriate and of high quality;

- 4.1.1.4 encouraging and sponsoring appropriate in-service educational seminars and discussion programmes for specialists in the field;
- 4.1.1.5 maintaining and encouraging continuing education in the specialty to ensure the maintenance of clinical competence;
- 4.1.1.6 monitoring facilities and staffing and ensuring that good facilities are available for the diagnosis and management of these conditions at primary level and in hospital for both in-patients and out-patients;
- 4.1.1.7 providing a means of publication of the agreed policies of the Charity on standards of good clinical practice;
- 4.1.2 to advance knowledge and research by:
 - 4.1.2.1 encouraging basic, clinical and operational research and its publication;
 - 4.1.2.2 providing a forum for the presentation and critical appraisal of research activities;
 - 4.1.2.3 providing the means for the publication of original research;
- 4.1.3 to advance public education and promote the relevance and importance of the specialty in healthcare by:
 - 4.1.3.1 informing the community about issues related to the lung and thorax and their disorders;
 - 4.1.3.2 promoting health and the prevention of respiratory disease;
- 4.1.4 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate banking accounts and other banking facilities in the name of the Charity;
- 4.1.5 to raise funds and to invite and receive contributions or grants from any person or persons whatsoever by way of subscriptions or otherwise and to trade provided that in raising funds and trading the Charity shall not undertake any

Taxable Trading;

- 4.1.6 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, in accordance with the restrictions set out in sections 117-122 of the Charities Act 2011;
- 4.1.7 to charge the whole or any part of the property belonging to the Charity as security for repayment of any loan or other obligation, in accordance with the restrictions set out in sections 124-126 of the Charities Act 2011 (insofar as applicable);
- 4.1.8 subject to Article 10 below, to employ such paid or unpaid agents, staff or advisers, who shall not be Trustees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation of staff and their dependants;
- 4.1.9 to establish or support any charitable trusts, associations or institutions for all or any of the Objects;
- 4.1.10 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.1.11 to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the Objects through Taxable Trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance the same if the Members and the Board see fit by way of loan or share subscription on commercial terms provided that the Charity shall seek professional legal advice before financing such companies;
- 4.1.12 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 4.1.13 to enter into any other arrangements, such as contracts to provide services to or on behalf of other bodies, with any governments, authorities or any person, company or association necessary to promote any of the Objects; and

- 4.1.14 to construct, alter, provide, manage, maintain, furnish and fit with all necessary furniture and other equipment the buildings and any other premises or structure or land which the Charity may need for its Objects.
- 4.1.15 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.16 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Board consider necessary and having regard to the suitability of investments and the need for diversification) in accordance with Article 3;
- 4.1.17 to delegate the management of investments to a Financial Expert but only on terms that:
 - 4.1.17.1 the Financial Expert is informed in writing of the extent of the Charity's investment powers;
 - 4.1.17.2 the investment policy is set down in writing for the Financial Expert by the Board and the Financial Expert is immediately informed in writing of any changes to the policy;
 - 4.1.17.3 the terms of the delegated authorities are clearly set out in writing and notified to the Financial Expert;
 - 4.1.17.4 timely reports of all transactions are provided to the Board in a form to be determined by the Board;
 - 4.1.17.5 the performance of the investments is reviewed regularly with the Board;
 - 4.1.17.6 the Board are entitled to cancel or vary the delegation arrangement at any time;
 - 4.1.17.7 the investment policy, the delegation arrangement and the appointment of the Financial Expert are reviewed at least once a year;
 - 4.1.17.8 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
 - 4.1.17.9 the Board take all reasonable care to ensure that the Financial Expert complies with the terms of the delegated authority and does not do anything outside the

powers of the Charity;

- 4.1.18 to arrange for investments, income or other property of the Charity to be held in the name of a Nominee Company acting under the direction of the Board or controlled by a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 4.1.19 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;
- 4.1.20 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.1.21 to provide Indemnity Insurance for Trustees in accordance with clause 10.2.3;
- 4.1.22 to do all such other lawful things as are necessary for the achievement of the Objects.

5 MEMBERSHIP

- 5.1 The Charity must maintain a register of Members.
- 5.2 Persons may be admitted to Membership with the approval of the Board who in the sole opinion of the Board fall within one of the following three classes:
 - 5.2.1 Medical Practitioner Members who are registered medical practitioners with an interest in respiratory diseases;
 - 5.2.2 Scientific and Other Professional Members who, not being registered medical practitioners, are engaged or have engaged in work relating to respiratory health and disease or related disciplines;
 - 5.2.3 Any other persons interested in furthering the Objects whose application for Membership shall be subject to approval by the Board in their absolute discretion acting in the best interests of the Charity.
- 5.3 Membership is not open to persons who are or have been full, or part-time, employees of, or paid consultants to, or received payment for service and/or sponsorship in any form, including research funding or benefits in kind from the

tobacco industry, at any time during the ten years prior to their application for Membership.

5.4 The form and the procedure for applying for Membership are to be prescribed by the Board.

5.5 Membership is not transferable.

5.6 All Members shall pay to the Charity such annual or other subscription as shall from time to time be determined by the Board.

6 LIMITED LIABILITY

6.1 The liability of the Members is limited.

6.2 Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a Member, to pay up to £1 towards:

6.2.1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member;

6.2.2 payment of the costs, charges and expenses of winding up; and

6.2.3 the adjustment of rights of contributors among themselves.

7 TERMINATION OF MEMBERSHIP

7.1 A Member shall cease to be a Member if:

7.1.1 he/she shall resign, become bankrupt or compounds with his creditors;

7.1.2 he/she shall be more than thirty days in arrears in the payment of any subscription or other monies due to the Charity;

7.1.3 in the opinion of the Board, his/her conduct shall be deemed in any respect to be prejudicial to the interests of the Charity or of its Members collectively and he/she shall fail to remedy such conduct to the satisfaction of the Board within one month after notice in writing requiring him/her to do so has been given to him/her and if a resolution is passed at a meeting of the Board by a majority of not less than three fourths of Board Members present, at which he/she shall

have been given a proper opportunity to be heard, that his/her Membership shall be terminated;

7.1.4 he/she shall have been a full, or part-time, employee of, or paid consultant to, or received payment for service and/or sponsorship in any form, including research funding or benefits in kind from the tobacco industry at any time during the previous ten years and the Board resolves by majority to remove the Member;

7.1.5 he/she was appointed in accordance with article 5.2.3 and he/she is no longer involved in the activities of the Charity, and the Board resolves by majority to remove the Member.

7.2 Any Member who for any cause shall cease to be a Member shall immediately discontinue the use of any device of the Charity giving any indication of Membership.

8 GENERAL MEETINGS

8.1 The Charity shall hold an AGM in addition to any other general meeting and not more than fifteen months shall elapse between the date of one AGM and that of the next. The AGM shall be held at such time and place as the Board shall appoint. All general meetings other than the AGM shall be called Extraordinary General Meetings.

8.2 The Board shall call an Extraordinary General Meeting if required to do so by the Members in accordance with the Companies Act and shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

8.3 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting). Members may appoint a proxy who need not be a Member. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a general meeting.

8.4 General meetings are called on at least fourteen and not more than twenty-eight Clear Days' written notice indicating time, place of the meeting and the business

to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

- 8.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 8.6 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least fifty Members entitled to vote upon the business to be transacted. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
- 8.7 The President or in his absence the Vice President shall preside as chair at every general meeting of the Charity. If there be no such President or Vice President or, if at any meeting neither the President nor the Vice President is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose any Trustee or, if no Trustee shall be present, some other Member present to be chair.
- 8.8 The chair 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 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 the original meeting. Otherwise it shall not be necessary to give any such notice. No business shall be transacted at any general meeting unless a quorum is present.
- 8.9 The chair at a general meeting is elected by the Members present in person or by proxy in his/her personal capacity as a Member and not as proxy for another Member.
- 8.10 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.
- 8.11 Every Member present in person or by proxy has one vote on each issue.

- 8.12 A resolution put to the vote of a general meeting shall be decided on a show of hands and/or by Electronic Means as directed by the chair.
- 8.13 A declaration by the chair that a resolution has on a show of hands or by Electronic Means been 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.
- 8.14 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- 8.15 Members must at the AGM:
- 8.15.1 receive the accounts of the Charity for the previous Financial Year;
 - 8.15.2 receive a written report on the Charity's activities;
 - 8.15.3 be informed of the retirement of those Trustees who wish to retire;
 - 8.15.4 elect Trustees to fill the vacancies arising, subject to Article 11;
 - 8.15.5 appoint reporting accountants or auditors for the Charity.
- 8.16 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.
- 8.17 No Member shall be entitled to receive notice of or to attend or vote at any general meeting if any sum presently payable by him/her to the Charity is more than sixty days in arrear and unpaid.
- 8.18 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 such objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

9 WRITTEN RESOLUTIONS

- 9.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 9.1.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 9.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - 9.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 9.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

10 BENEFITS AND CONFLICTS

- 10.1 The property and funds of the Charity do not belong to the Members and must be used only for promoting the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, but:
- 10.1.1 Members who are not Trustees or Connected Persons may enter into contracts with the Charity and receive reasonable payment for goods or services supplied; and
 - 10.1.2 Subject to compliance with Article 10.4, Members, Trustees and Connected Persons:
 - 10.1.2.1 may be paid interest at a reasonable rate on money lent to the Charity;
 - 10.1.2.2 may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
 - 10.1.2.3 may receive charitable benefits on the same terms as any other beneficiaries.

- 10.2 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:
- 10.2.1 as mentioned in Articles 10.1 or 10.3;
 - 10.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 10.2.3 the benefit of Indemnity Insurance as permitted by the Charities Act;
 - 10.2.4 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 10.2.5 the payment of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may be a member holding not more than 1/20th part of the issued capital of that company;
 - 10.2.6 in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).
- 10.3 A Trustee or Connected Person may enter into a written contract with the Charity, as permitted by the Charities Act, to supply goods (including goods not associated with the supply of services) or services in return for a payment or other Material Benefit but only if:
- 10.3.1 the goods or services are actually required by the Charity, and the Board decide that it is in the best interests of the Charity to enter into such a contract;
 - 10.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 10.4; and
 - 10.3.3 fewer than half of the Trustees are subject to such a contract in any Financial Year.
- 10.4 Subject to Article 10.5, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- 10.4.1 declare the nature and extent of his/her interest before discussion begins on the

matter;

10.4.2 withdraw from the meeting for that item after providing any information requested by the Board;

10.4.3 not be counted in the quorum for that part of the meeting; and

10.4.4 be absent during the vote and have no vote on the matter.

10.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

10.5.1 continue to participate in discussions leading to the making of a decision and/or to vote, or

10.5.2 disclose to a third party information confidential to the Charity, or

10.5.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or Material Benefit from the Charity or

10.5.4 refrain from taking any step required to remove the conflict.

10.6 This Article 10 may be amended by special resolution but, where the result would be to permit any Material Benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

11 THE BOARD

11.1 The Board has control of the Charity and its property and funds.

11.2 The Board when complete consist of:

11.2.1 the Chair of the Board;

11.2.2 the President;

- 11.2.3 the Vice President;
- 11.2.4 the Honorary Secretary;
- 11.2.5 the Honorary Treasurer;
- 11.2.6 the Chair of each Standing Committee;
- 11.2.7 individuals co-opted to the Board in accordance with Article 16, who being individuals are over the age of 18, all of whom must support the Objects.
- 11.3 A Trustee may not act as a Trustee unless he/she:
 - 11.3.1 is a Member; and
 - 11.3.2 has signed a written declaration of willingness to act as a Charity Trustee of the Charity.
- 11.4 A Trustee's term of office as such automatically terminates if he/she:
 - 11.4.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 11.4.2 is incapable, whether mentally or physically, of managing his/her own affairs;
 - 11.4.3 is removed by resolution of the Board on the grounds that he/she is guilty of conduct detrimental to or of acting in a way that may undermine the Objects or reputation of the Charity, or which fails to meet the legal responsibilities of being a Trustee of the Charity.
 - 11.4.4 is absent without permission from two consecutive meetings of the Board and the remaining Trustees resolve to remove him/her;
 - 11.4.5 resigns by written notice to the Board (but only if at least two Trustees will remain in office);
 - 11.4.6 ceases to be a Member; or
 - 11.4.7 is removed by a special resolution of the Members.
- 11.5 The Board may at any time co-opt any Member to fill a vacancy in their number until the conclusion of the next AGM. The Board may also co-opt up to three additional persons as Trustees at any one time, who shall hold office for a

maximum of three years from the date of appointment. Such appointees or co-optees will be eligible for re-election or re-co-option or re-appointment and may vote at meetings of the Board.

- 11.6 A technical defect in the appointment of a Trustee of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

12 PROCEEDINGS OF THE BOARD

- 12.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit.

- 12.2 A quorum at a meeting of the Board is seven Trustees.

- 12.3 A meeting of the Board may be held either in person or by suitable Electronic Means agreed by the Board in which all participants may communicate with all the other participants.

- 12.4 The Chair may at any time, and the Honorary Secretary on the requisition of not less than five Trustees shall summon a meeting of the Board.

- 12.5 The Chair, or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present, shall preside at each meeting.

- 12.6 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.

- 12.7 Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.

- 12.8 The Board may act notwithstanding any vacancies in its Membership but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or calling a general meeting.

- 12.9 A procedural defect of which the Board is unaware at the time does not

invalidate decisions taken at a meeting.

13 POWERS OF THE BOARD

13.1 The Board has the following powers in the administration of the Charity in their capacity as Trustees:

13.1.1 to appoint (and remove) any person (who may be a Trustee) to act as Honorary Secretary in accordance with the Companies Act;

13.1.2 to delegate any of their functions to an officer of the Charity, such as the Chief Executive Officer or any of the Standing Committees;

13.1.3 to make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings;

13.1.4 to make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of the Standing Committees;

13.1.5 to make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity;

13.1.6 to establish procedures to assist the resolution of disputes or differences within the Charity;

13.1.7 to expend the funds of the Charity in such manner as the Board shall consider most conducive to the achievement of the Objects and to invest in its name such part of its funds as the Board 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;

13.1.8 to enter into contracts on behalf of the Charity; and

13.1.9 to exercise any powers of the Charity which are not reserved to the Members.

14 INDEMNITY

14.1 The Charity may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

- 14.2 In this article a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

15 STANDING COMMITTEES

- 15.1 The Board may appoint one or more Standing Committees in accordance with any regulations the Board may adopt from time to time.
- 15.2 In the exercise of the powers so delegated, any Standing Committee shall report on all proceedings and decisions to the Board and conform to any regulations which may be imposed on it by the Board.

16 HONORARY OFFICERS

- 16.1 The Charity shall have the following Honorary Officers:
- 16.1.1 a President who will be a Member who held the office of Vice President for the immediately preceding year and who will hold office until the end of the next following AGM. If the Vice President is unable or unwilling to act as President, the Members of the Charity at the AGM at the end of which the President's year of office expires shall elect a President for the following year;
- 16.1.2 a Vice President who will serve for one year before taking up office as President and who will be elected by ballot of the Members prior to an AGM;
- 16.1.3 a Chair of the Board, Honorary Secretary and Honorary Treasurer who shall be appointed as follows:
- 16.1.3.1 A Chair shall be elected by the Board from those persons nominated by the Members or, if the Board decides (at its sole discretion) not to elect any of the nominated candidates, the Board may appoint another person as the Chair. Any person so elected or appointed will hold office for a period of three years commencing at the end of the next following AGM. During the year between his election and taking up office he shall be known as the Chair of the Board Elect.
- 16.1.3.2 An Honorary Secretary shall be elected by the Board from those persons nominated by the Members or, if the Board decides (at its sole discretion) not to elect any of the nominated candidates, the Board may appoint another person as the Honorary Secretary. Any person so elected or appointed will hold office

for a period of three years commencing at the end of the next following AGM. During the year between his election and taking up office he shall be known as the Honorary Secretary Elect. The Honorary Secretary shall be the company secretary of the Charity for the purposes of the Act.

16.1.3.3 An Honorary Treasurer shall be elected by the Board or, at its discretion, from those persons nominated by the Members or, if the Board decides (at its sole discretion) not to elect any of the nominated candidates, the Board may appoint another person as the Honorary Treasurer. Any person so elected or appointed will hold office for a period of three years commencing at the end of the next following AGM. During the year between his election and taking up office he shall be known as the Honorary Treasurer Elect.

16.2 The Chair, the Honorary Secretary and the Honorary Treasurer in office at the date of adoption of these amended Articles shall remain in office until the conclusion of the period for which they were elected. They shall be succeeded respectively by the Chair of the Board Elect, the Honorary Secretary Elect and the Honorary Treasurer Elect in office at that time. If any Honorary Officer Elect is unable or unwilling to act as the corresponding Honorary Officer the Board shall fill the vacancy by electing from those persons nominated by the Members or by appointing one of the Trustees to fill such vacancy in accordance with the provisions of Article 11.4 as the case may be.

16.3 Any casual vacancies among the Honorary Officers shall be filled by appointment by the Board. The period of office of a person so appointed shall automatically expire at the time when the period of office of the person who held the office when the vacancy occurred would have expired, unless the Board at its discretion extends the appointment beyond the 3 year term.

17 THE COUNCIL

17.1 The functions of the Council are to advise the Board on any matter in which the Council considers it to be appropriate that its advice should be given or on which its advice may be sought by the Board but the Council shall have no power to direct the Board to follow such advice or to take part in the administration and management of the Charity.

- 17.2 The Council shall consist of:
- 17.2.1 the President;
 - 17.2.2 the Chair of the Board;
 - 17.2.3 eighteen councillors elected from the Membership by ballot of the Members prior to the AGM:
 - 17.2.3.1 at least three of whom shall be under thirty-five years old at the time of election; and
 - 17.2.3.2 who shall not hold office for more than three years in succession unless they become members of the Council under one of the other provisions of this Article.
 - 17.2.4 the following persons:
 - 17.2.4.1 the Chair of the British Association of Lung Research;
 - 17.2.4.2 the Chair of the British Paediatric Respiratory Group;
 - 17.2.4.3 the Chair of the British Lung Foundation;
 - 17.2.4.4 the Chair of the British Thoracic Society Trainees Advisory Group;
 - 17.2.4.5 the Chair of the British Thoracic Society Nurses Advisory Group;

subject to clause 21, the Board reserves the right to remove, add or otherwise amend the persons listed in this clause 17.2.4 as it deems appropriate from time to time.
 - 17.2.5 the Chair of the Board Elect, the Honorary Secretary Elect and the Honorary Treasurer Elect who is next due to take up office.
- 17.3 Unless otherwise stated in Article 17.2, Trustees shall not be members of the Council but may attend Council meetings as observers.
- 17.4 The proceedings of the Council shall be governed by the Articles regulating the proceedings of the Board (including in relation to conflicts of interest), in so far as they are capable of applying or otherwise approved by the Board.

18 RECORDS AND ACCOUNTS

- 18.1 The Board must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
- 18.1.1 annual returns;
 - 18.1.2 annual reports; and
 - 18.1.3 annual statements of account.
- 18.2 The Board must also keep records of all:
- 18.2.1 resolutions and proceedings of every meeting of the Charity, the Board and each Standing Committee;
 - 18.2.2 written resolutions;
 - 18.2.3 reports of the Standing Committees;
 - 18.2.4 appointments of officers made by the Charity or the Board;
 - 18.2.5 the names of the Members present at every meeting of the Board and each Standing Committee; and
 - 18.2.6 all professional advice obtained.
- 18.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.
- 18.4 A copy of the Constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

19 COMMUNICATIONS

- 19.1 Notices and other documents to be served on Members or the Board under the Articles or the Companies Act may be served:
- 19.1.1 by hand;

- 19.1.2 by post;
- 19.1.3 by suitable Electronic Means.
- 19.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.
- 19.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 19.3.1 24 hours after being sent by Electronic Means or delivered by hand to the relevant address;
- 19.3.2 two clear days after being sent by first class post to that address;
- 19.3.3 three clear days after being sent by second class or overseas post to that address;
- 19.3.4 immediately on being handed to the recipient personally; or, if earlier, as soon as the recipient acknowledges actual receipt.
- 19.4 A technical defect in service of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

20 DISSOLUTION

- 20.1 If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities shall not be paid to or distributed among the Members of the Charity but shall be applied in one or more of the following ways:
- 20.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- 20.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;
- 20.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.
- 20.2 A final report and statement of account must be sent to the Commission.

21 AMENDMENTS

- 21.1 This Constitution may be amended by Special Resolution or otherwise in accordance with the Companies Act, save that any amendment to Articles 3, 10, 20 and 21 shall require the prior written consent of the Commission.

22 INTERPRETATION

- 22.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.

- 22.2 In the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘the Articles’ means the Charity’s Articles of Association and ‘Article’ refers to a particular Article;

“the Board” means the Trustees acting collectively;

‘Chair’ means the chair of the Board;

‘the Charity’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Acts 1992 to 2011, including any statutory modification or re-enactment thereof for the time being in force;

‘Charity trustee’ has the meaning prescribed by the Charities Act;

‘Clear Day’ does not include the day on which notice is given or the day of the meeting or other event;

‘the Commission’ means the Charity Commission for England and Wales or any body which replaces it;

‘the Companies Act’ means the Companies Acts 1985 to 2006;

‘Conflicted Trustee’ means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

‘Connected Person’ means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights;

‘Constitution’ means the Articles of Association and any special resolutions relating to them;

‘Custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘Electronic means’ refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

‘Financial Expert’ means an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘Financial Year’ means the Charity’s financial year;

‘Firm’ includes a limited liability partnership;

‘Indemnity Insurance’ has the meaning prescribed by the Charities Act;

‘Material Benefit’ means a benefit, direct or indirect, which may not be financial but has a monetary value;

‘Member’ and “Membership” refer to company Membership of the Charity;

‘Nominee Company’ means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

‘the Objects’ means the Objects of the Charity as defined in Article 3;

‘Standing Committee’ means a committee consisting of Members, with the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken by committee,

‘Taxable Trading’ means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax; and

'Trustee' means a director of the Charity and 'Board' means the directors.

22.3 Expressions not otherwise defined which are defined in the Charities Act and the Companies Act have the same meaning.

22.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.