ARTICLES OF ASSOCIATION

OF

FACULTY OF SEXUAL AND REPRODUCTIVE HEALTHCARE OF THE ROYAL COLLEGE OF OBSTETRICIANS AND GYNAECOLOGISTS

incorporated under the Companies Act 2006

on 26 March 1993

Company no. 2804213
THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
FACULTY OF SEXUAL AND REPRODUCTIVE HEALTHCARE OF THE ROYAL COLLEGE OF
OBSTETRICIANS AND GYNAECOLOGISTS

NAME

1 The Faculty's name is Faculty of Sexual and Reproductive Healthcare of the Royal College of Obstetricians and Gynaecologists

INTERPRETATION

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

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address</td>
<td>a postal address or, for the purposes of communication in electronic form, an e-mail (but excluding a telephone number for receiving text messages or a fax number) in each case registered with the Faculty;</td>
</tr>
<tr>
<td>Appointed Trustee</td>
<td>a Trustee appointed under Articles 63.4 to 63.6;</td>
</tr>
<tr>
<td>Appointments Committee</td>
<td>a standing committee of the Board of Trustees established pursuant to Article 89;</td>
</tr>
<tr>
<td>the Articles</td>
<td>the Articles of Association of the Faculty, as amended from time to time;</td>
</tr>
<tr>
<td>Board of Trustees</td>
<td>the board of Trustees of the Faculty constituted by Article 63;</td>
</tr>
<tr>
<td>Bye-laws</td>
<td>the bye-laws of the Faculty made by the Board of Trustees pursuant to Article 114;</td>
</tr>
<tr>
<td>Charity Commission</td>
<td>the Charity Commission for England and Wales;</td>
</tr>
<tr>
<td>clear day</td>
<td>in relation to a period of notice, means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;</td>
</tr>
<tr>
<td>College</td>
<td>the Royal College of Obstetricians and Gynaecologists incorporated by royal charter granted in the year 1947;</td>
</tr>
<tr>
<td>Companies Acts</td>
<td>the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Faculty;</td>
</tr>
</tbody>
</table>
Connected Person

(i) a child, parent, grandparent, brother or sister of the Trustee;

(ii) the spouse or civil partner of the Trustee or of any person falling within sub-clause (i) above;

(iii) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (i) or (ii) above;

(iv) an institution which is controlled:

(a) by the Trustee or any connected person falling within sub-clause (i), (ii) or (iii) above; or

(b) by two or more persons falling within sub-clause (iv) (a) when taken together;

(v) a body corporate in which:

(a) the Trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or

(b) two or more persons falling within sub-clause (v) (a) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition of Connected Person.

Council

a standing committee of the Board of Trustees established pursuant to Article 89;

document

includes, unless otherwise specified, any document sent or supplied in electronic form;

Elected Members of Council

the members of Council referred to in Articles 97.4 and 97.5;

Elected Trustee

a Trustee elected under Article 63.3;

electronic form

as defined in section 1168 of the Companies Act 2006;

the Faculty

the company regulated by the Articles;

Faculty Code of Governance

the code of governance for Trustees and members of the Council adopted and varied from time to time by the Board of Trustees;

Faculty member

a Fellow, Member, Diplomate or Associate;
General Meeting a general meeting of the Faculty held in accordance with the Companies Acts;

Month calendar month;

Objects the objects of the Faculty as defined in Article 5;

the Office the registered office of the Faculty;

the Register the register of Faculty members kept pursuant to the Companies Acts;

Regulator (i) the General Medical Council of the United Kingdom (or any statutory successor);

(ii) the Nursing and Midwifery Council of the United Kingdom (or any statutory successor); and

(iii) any other statutory body that regulates health or pharmacist professionals in the United Kingdom or in any other territory which is recognised by Council as a Regulator for the purposes of Article 13.1;

a Trustee a director of the Faculty and a charity trustee as defined by section 177 of the Charities Act 2011;

United Kingdom Great Britain and Northern Ireland;

in writing or written the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Year calendar year.

2.2 Unless specifically stated otherwise:

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

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

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

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

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

3 The liability of the Faculty members is limited.

4 Every Faculty member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Faculty in the event of its being wound up while he or she is a Faculty member, or within one year after he or she ceases to be a Faculty member, for payment of the debts and liabilities of the Faculty contracted before he or she ceases to be a Faculty member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

OBJECTS

5 The Faculty’s objects are specifically restricted to the following:

5.1 to advance medical knowledge concerning sexual and reproductive health care;

5.2 to advance the education and training of healthcare practitioners in the fields of sexual and reproductive health care;

5.3 to promote and maintain high standards of professional practice within the fields of sexual and reproductive health care.

POWERS

6 The Faculty has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:

6.1 to organise and promote research in sexual and reproductive health and to disseminate the useful results of such research;

6.2 to set educational standards including:

6.2.1 the regulation of training;

6.2.2 the provision of standards and support for basic and continuing education;

6.2.3 the provision of assessment at each defined level of training;

6.2.4 the establishment of appropriate methods of audit of education and training;

6.3 to conduct examinations and award certificates and diplomas;

6.4 to provide a continuing education programme;

6.5 to grant to healthcare practitioners diplomas, certificates or other equivalent recognition of special knowledge of sexual and reproductive health care either alone or in conjunction with other bodies;

6.6 to establish lectures in sexual and reproductive health care and to award prizes and scholarships;
6.7 to disseminate information on matters affecting sexual and reproductive health care and to hold such meetings, symposia, conferences, seminars, classes, courses and exhibitions, alone or with others;

6.8 to publish journals or other materials in any medium;

6.9 to represent the discipline of sexual and reproductive health care on all relevant councils and committees

6.10 to act as a leading voice on all issues relating to sexual and reproductive health;

6.11 to obtain and maintain recognition as the body responsible for sexual and reproductive health care under any scheme for specialist registration in the United Kingdom or elsewhere;

6.12 to promote international communication in the field of sexual and reproductive health care;

6.13 to raise funds provided that, in doing so, the Faculty must not undertake any trading activity in respect of which some or all of the profits are liable to tax;

6.14 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

6.15 to sell, lease or otherwise dispose of all or any part of the property belonging to the Faculty. In exercising this power, the Faculty must comply as appropriate with sections 117 to 123 of the Charities Act 2011;

6.16 to borrow money and to charge the whole or any part of the property belonging to the Faculty as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Faculty must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;

6.17 to co-operate with other bodies and to exchange information and advice with them;

6.18 to establish or support any body formed for any of the charitable purposes included in the Objects;

6.19 to acquire or merge with any other charity;

6.20 to enter into any partnership or joint venture arrangement with any body;

6.21 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

6.22 to employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Faculty;

6.23 to:

6.23.1 deposit or invest funds;
6.23.2 engage a professional fund manager and to delegate the management of investments to such a manager; and

6.23.3 arrange for the investments or other property of the Faculty to be held in the name of a nominee;

6.24 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

6.25 to enter into contracts to provide services;

6.26 to establish or acquire subsidiary companies.

APPLICATION OF INCOME AND PROPERTY

7 The income and property of the Faculty whencesoever derived shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Faculty and no member of its Board of Trustees shall be appointed to any office of the Faculty paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Faculty, provided that nothing herein shall prevent the payment in good faith by the Faculty:

7.1 of reasonable and proper remuneration to any member, or employee of the Faculty (not being a member of its Board of Trustees) for any services rendered to the Faculty;

7.2 of interest at a reasonable and proper rate on money lent to the Faculty or of reasonable and proper rent for premises demised or let to the Faculty by any member or employee of the Faculty or member of its Board of Trustees or of a committee thereof;

7.3 to any employee or member of its Board of Trustees or of a committee or sub-committee thereof for reasonable and proper out of pocket expenses;

7.4 to a company of which a member of the Faculty or of its Board of Trustees or of a committee or sub-committee thereof may be a member holding not more than one-hundredth part of the capital of such company.

7.5 of remuneration for services (including goods supplied in connection with the provision of services) provided to the Faculty by a member of its Board of Trustees or person connected with him as permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011 (as modified or re-enacted from time to time).

8 A Trustee may benefit from trustee indemnity insurance cover purchased at the Faculty’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

9 A Trustee may receive an indemnity from the Faculty in the circumstances specified in Article 125.
MEMBERS

10 The Faculty shall have the following classes of Faculty members:

10.1 Fellows;

10.2 Members;

10.3 Diplomates; and

10.4 Associates.

11 A person shall be admitted as a Fellow if he or she:

11.1 is a medical practitioner who is registered with the General Medical Council of the United Kingdom (or any statutory successor) or are approved by the Council (at its discretion); and

11.2 fulfils the requirements for election to Fellows set out in regulations made by Council; and

11.3 is elected by the Council to be a Fellow.

12 A person shall be admitted as a Member if he or she:

12.1 is a medical practitioner who is registered with the General Medical Council of the United Kingdom (or any statutory successor) or are approved by the Council (at its discretion); and

12.2 satisfies the Council in an assessment set in accordance with regulations made by the Council; and

12.3 is elected by the Council to be a Member,

provided that the Council may, upon due recommendation, exempt candidates from all or part of the said assessment.

A person who is a Foundation Member of the Faculty on the day of adoption of these Articles shall also be a Member.

13 A person shall be admitted as a Diplomate if he or she:

13.1 is registered with a Regulator or are approved by the Council (at its discretion);

13.2 satisfies the Council in an assessment set in accordance with regulations made by the Council; and

13.3 is elected by the Council to be a Diplomate,

provided that the Council may, upon due recommendation, exempt candidates from all or part of the said assessment.

A person who is a Foundation Diplomate or Nurse Diplomate of the Faculty on the day of adoption of these Articles shall also be a Diplomate.

14 A person shall be admitted as an Associate member if he or she:
14.1 is issued by the Faculty with a Letter of Competence in accordance with regulations made by the Council; and

14.2 is elected by the Council to be an Associate Member.

15 Every person who wishes to become a Faculty member shall sign and deliver to the Faculty an application for membership in such form as the Council may require.

16 A person shall not be elected as a Faculty member unless and until he or she has signed an undertaking to the Faculty (in such form as the Board of Trustees shall prescribe) to comply with the provisions of the Articles and Bye-laws as they apply to his or her class of membership.

17 Each person elected a Fellow, Member or Diplomate is entitled to:

17.1 an appropriate form of certificate;

17.2 describe himself or herself as a Fellow, Member or Diplomate (as appropriate) of the Faculty of Sexual and Reproductive Healthcare of the Royal College of Obstetricians and Gynaecologists and to use the designation of FFSRH, MFSRH or DFRSH (as appropriate).

18 On the recommendation of the Council, the Faculty in General Meeting may bestow Honorary Fellowship on persons of eminence who have rendered exceptional services to the science or practice of Sexual and Reproductive Health. Honorary Fellows need not be medically qualified. A person shall not be considered for Honorary Fellowship if he or she has solicited or attempted to induce a Faculty member to propose him or her for Honorary Fellowship. The Faculty member concerned shall report those circumstances to the Council.

19 Each Honorary Fellow on admission to the Faculty will:

19.1 be entitled to an appropriate form of certificate;

19.2 not be subject to registration fees or subscriptions;

19.3 be entitled to receive notice of General Meetings and to attend and speak, but not vote, at General Meetings; and

19.4 will not be entitled to be elected to the Council or be appointed as a Trustee.

20 The rights and privileges of every Faculty member and Honorary Fellow shall be personal to himself or herself, shall not be transferable and shall cease on death.

21 The Board of Trustees must keep a Register in accordance with the Companies Acts.

22 Upon ceasing to be a Faculty member or Honorary Fellow in accordance with Article 25 he or she:

22.1 shall not be entitled to describe himself or herself as any class of Faculty member or Honorary Fellow;

22.2 shall cease to be entitled to any of the privileges of a Faculty member or Honorary Fellow; and
shall cease to use the designations FFSRH, MFSRH or DFSRH (as appropriate).

The Board of Trustees may establish other classes of membership of the Faculty on such terms as it determines but such members shall have no rights under the Articles and shall not be members of Faculty for the purposes of the Companies Acts.

FEES AND SUBSCRIPTIONS

24.1 The subscriptions, registration fees and assessment fees for the different categories of membership shall be such sums (if any) as shall be approved by the Board of Trustees and shall be due on the date or dates set by the Board of Trustees. The Board of Trustees may approve different rates for different classes of Faculty members. An Honorary Fellow shall not pay a registration fee or subscription.

24.2 The Board of Trustees may waive all or any part of any fee or subscription of a Faculty member.

24.3 Unless the Board of Trustees makes a waiver under Article 24.2, a Faculty member shall not be entitled to exercise any of the rights attaching to his or her class of Faculty membership unless he or she has paid all subscriptions and other fees then due and owing by him or her.

24.4 A person ceasing to be a Faculty member in accordance with Article 25 shall remain liable to pay to the Faculty all subscriptions and other sums due up to the date on which he or she ceased to be a Faculty member and shall not be entitled to a refund of his or her subscription.

TERMINATION OF MEMBERSHIP

25 A person shall cease to be a Faculty member or Honorary Fellow if:

25.1 he or she dies;

25.2 he or she resigns by written notice to the Faculty;

25.3 his or her name is erased from any register maintained by a Regulator;

25.4 he or she is more than 3 months in arrears of any subscription or fee payable by him or her to the Faculty;

25.5 (in the case of a Faculty member and Honorary Fellow) a resolution of the Council to remove his or her membership or Honorary Fellowship is passed by at least two-thirds of the members of Council present and voting at the meeting of Council at which such resolution is proposed PROVIDED THAT:

25.5.1 at least 28 days written notice of such meeting and the reasons for his or her proposed removal is sent to the Faculty member or Honorary Fellow proposed to be removed; and
25.5.2 the Faculty member or Honorary Fellow concerned is allowed to make representations at the meeting;

25.6 Council determines he or she obtained admission as a Faculty member or Honorary Fellow by deception, misrepresentation or withholding information, or has breached the undertaking given pursuant to Article 16, and a resolution of the Council to remove his or her membership is passed by at least two-thirds of the members of Council present and voting at the meeting of Council at which such resolution is proposed PROVIDED THAT:

25.6.1 at least 28 days written notice of such meeting and the reasons for his or her proposed removal is sent to the Faculty member or Honorary Fellow proposed to be removed; and

25.6.2 the Faculty member or Honorary Fellow concerned is allowed to make representations at the meeting.

REINSTATEMENT OF MEMBERSHIP

26 The Council may reinstate a Faculty member removed under Article 25.4 when the Faculty member has paid all arrears and (at the discretion of the Board of Trustees) a reinstatement fee.

SUSPENSION OF RIGHTS

27 A Faculty member shall not be entitled to exercise any of his or her rights under the Articles or to be elected or appointed a Trustee or member of Council:

27.1 for the period during which his or her registration is suspended in consequence of disciplinary proceedings by a Regulator; or

27.2 if the Council makes a determination under Article 25.6 and passes a resolution in accordance with the procedures under that Article to suspend the Faculty membership or Honorary Fellowship of that person, instead of removing his or her membership. The period of suspension shall be determined by the Council.

GENERAL MEETINGS

28 The Faculty shall each Year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings held in that Year. The Annual General Meeting shall be held at such time and place as the Board of Trustees decides.

29 The business to be transacted at the Annual General Meeting of the Faculty shall consist of:

29.1 the receipt of the annual accounts and report of the Faculty;

29.2 the declaration of the results of the election of Officers and Elected Members of the Council;

29.3 the appointment of the Faculty’s auditors;

29.4 any other business decided by the Board of Trustees;
29.5 any resolution proposed by Faculty members in accordance with Article 30.

30 The Faculty shall include in the business of an Annual General Meeting a resolution signed by at least 50 Faculty members and notified in writing to the Faculty at least sixty days before the date of that Annual General Meeting, save that the Board of Trustees at its discretion may exclude such a resolution from the business if it is similar to one included in the agenda for any of the three immediately preceding Annual General Meetings of the Faculty.

NOTICE OF GENERAL MEETINGS

31 The Board of Trustees, or the President, may whenever they or he or she thinks fit call General Meetings (in addition to the Annual General Meeting) and on the requisition of Faculty members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may call a General Meeting.

32 (Except where it relates to a resolution required by the Companies Act or these Articles to be passed by the Faculty members) a resolution, whose text was included in the requisition of Faculty members under Article 31 or was notified pursuant to Article 30 and which is passed at the General Meeting, shall be referred as a recommendation to the Board of Trustees who shall, if necessary, report to the Faculty members, if the General Meeting at which the resolution was considered so requires.

33 A General Meeting shall be called by at least 14 clear days’ notice.

34 A General Meeting may be called by shorter notice if it is so agreed by a majority of the Faculty members having a right to attend and vote at the meeting. Such a majority must together hold not less than 90 percent of the total voting rights at that meeting of all Faculty members.

35 The notice shall contain a statement setting out the rights of Faculty members to appoint a proxy under section 324 of the Companies Act 2006.

36 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

37 No business shall be transacted at any General Meeting unless a quorum of Faculty members is present. Unless the Articles otherwise provide, twenty Faculty members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.

38 If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Faculty members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the President, or the
Board of Trustees, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, five Faculty members present in person or by proxy shall be a quorum.

39 The President shall preside as chair at every General Meeting of the Faculty or if he or she shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Senior Vice President shall, if present and willing to act, preside as chair failing which the Faculty members present shall elect one of their number to be chair of that meeting.

40 The chair of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

41 When a General Meeting is adjourned for 14 days or more, at least seven clear days’ notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

42 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

42.1 by the chair of the meeting; or

42.2 by at least two Faculty members present in person or by proxy having the right to vote on the resolution; or

42.3 by a Faculty member or Faculty members present in person or by proxy representing not less than one tenth of the total voting rights of all the Faculty members having the right to vote on the resolution.

43 Unless a poll is so demanded, a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

44 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

45 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Faculty members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
No poll shall be demanded on the election of a chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

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

SATELLITE MEETING PLACES FOR GENERAL MEETINGS

To facilitate the organisation and administration of any General Meeting, the Board of Trustees may decide that the meeting will be held at two or more locations.

For the purposes of the Articles, any General Meeting taking place at two or more locations shall be treated as taking place where the chair of the meeting presides (“Principal Meeting Place”) and any other location where that meeting takes place is referred to in the Articles as a “Satellite Meeting”.

A Faculty member present in person or by proxy at a Satellite Meeting may be counted in the quorum and may exercise all rights that they would have been able to exercise if they were present at the Principal Meeting Place.

The Board of Trustees may make and change from time to time such arrangements as they shall at their absolute discretion consider appropriate to:

- ensure that all Faculty members and their proxies wishing to attend the meeting can do so;
- ensure that all persons attending the meeting are able to participate in the business of the meeting and to see and hear anyone else addressing the meeting; and
- regulate the conduct of the Satellite Meeting.

The entitlement of any Faculty member or proxy to attend a Satellite Meeting shall be subject to any such arrangements then in force and stated in the notice of the meeting or adjourned meeting to apply to that meeting.

CLASS MEETINGS

(To the extent section 631 Companies Act 2006 applies) no variation of the rights of a class of members shall be effective except with the sanction of an ordinary resolution of the Faculty members of the relevant class. When such a special resolution to vary the rights of a class of Faculty members is proposed at a separate general meeting of that class, the convening of,
VOTES OF FACULTY MEMBERS

50 Every Faculty member shall have one vote (whether on a show of hands or on a poll) to be cast by the Faculty member either personally or by proxy.

51 A Faculty member who has not paid every subscription or other sum due and owing by him or her to the Faculty shall not be entitled to vote.

52 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

53 Every Faculty member shall be entitled to appoint another person as his or her proxy in accordance with the Companies Acts. A proxy does not need to be a Faculty member.

54 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which states the name and address of the Faculty member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Faculty member or authenticated in such manner as the Board of Trustees may determine.

55 The Board of Trustees may require proxy notices to be delivered in a particular form.

56 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.

57 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

58 The appointment of a proxy and any other authority under which it is executed may:

58.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Faculty in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

58.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:

58.2.1 in the notice convening the meeting, or
58.2.2 in any instrument of proxy sent out by the Faculty in relation to the meeting, or
58.2.3 in any invitation contained in a communication in electronic form to appoint a proxy
issued by the Faculty in relation to the meeting,
be received at such address not less than 48 hours before the time for holding the meeting or
adjourned meeting at which the person named in the appointment proposes to vote; or
58.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received
as aforesaid after the poll has been demanded and not less than 24 hours before the time
appointed for the taking of the poll; or
58.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded,
be delivered at the meeting at which the poll was demanded to the chair of the meeting,
and an appointment of proxy which is not deposited, delivered or received in a manner so
permitted shall be invalid.

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

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

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

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

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

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

BOARD OF TRUSTEES

63 The Board of Trustees shall consist of:

63.1 the President;

63.2 the Senior Vice-President (being one of the Vice-Presidents nominated by the Officers as the
Senior Vice-President);

63.3 one other member of Council elected by Council (“Elected Trustee”);
63.4 the Treasurer (an “Appointed Trustee”);
63.5 up to 4 persons being Fellow, Members or Diplomates (“Appointed Trustees”);
63.6 up to 4 other Trustees (“Appointed Trustee”).

64 A Trustee must be a natural person aged 16 years or older and no one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 73.

65 All Appointed Trustees shall be appointed by the Board of Trustees from persons recommended by the Appointments Committee. Any eligibility criteria for appointments as, and the procedures for, the recruitment and appointment of Trustees under this Article 65 shall be set out in the Bye-laws.

66 A person shall not be appointed an Appointed Trustee if as a result the number of the Trustees who are Fellows, Members or Diplomates would not exceed by at least 2 the number of other Trustees.

67 The Elected Trustee shall be elected by Council in accordance with any rules Council may set. All candidates for election as an Elected Trustee must be a member of Council.

68 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at a meeting of the Board of Trustees.

TERM OF OFFICE OF TRUSTEES

69 An Appointed Trustee and the Elected Trustee shall hold office for three years from the date of his or her appointment or election at the end of which he or she shall be eligible for re-appointment or re-election for one only further term of three years (unless the Board of Trustees resolves he or she is eligible for re-appointment or re-election for one or more additional terms of three years).

70 The President shall hold office as Trustee until the expiry of his or her term as the President. The Senior Vice-President shall hold office as Trustee until the expiry of his or her term as Vice-President.

TRANSITIONAL ARRANGEMENTS FOR THE BOARD OF TRUSTEES

71 Notwithstanding any other provisions of these Articles, the first Appointed Trustees who take office on the date when these new Articles take effect shall be those appointed to such office by the Council of the Faculty prior to such date from persons recommended by a committee set up by the Council for such purpose.

POWERS OF THE BOARD OF TRUSTEES

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

DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES

73 A Trustee must vacate the office of a Trustee if:

73.1 he or she dies or becomes subject to a bankruptcy order or interim order or he or she makes any arrangement or composition with his or her creditors;

73.2 (if an Elected Trustee) he or she ceases to be a member of Council;

73.3 (if an Appointed Trustee) he or she ceases to be Faculty member;

73.4 he or she is the subject of a written opinion to the Faculty from a registered medical practitioner who is treating him or her stating that he or she has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;

73.5 by notice in writing to the Faculty he or she resigns his or her office;

73.6 he or she is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;

73.7 he or she fails to attend 2 consecutive meetings of the Trustees without special leave of absence from the Trustees and they pass a resolution that he or she has by reason of such non-attendance vacated office;

73.8 (except for Officers and the Elected Trustee) he or she breaches any provisions of the Faculty Code of Governance applicable to Trustees and is removed from office by reason of such breach by a resolution passed by at least two thirds of the Trustees present at a Board of Trustees meeting, after inviting the views of the Trustee concerned and considering the matter in light of such views;

73.9 (except for Officers and the Elected Trustee) he or she is removed from office by a resolution passed by at least two thirds of the Trustees present at a Board of Trustees meeting that the interests of the Faculty so require after inviting the views of the Trustee concerned and considering the matter in the light of any such views;

73.10 he or she is removed from office by a resolution of the Faculty members duly passed pursuant to section 168 of the Companies Act 2006; or

73.11 he or she is directly or indirectly interested in any proposed or actual transaction or arrangement with the Faculty and fails to declare the nature and extent of his or her interest as required by section 177 of the Companies Act 2006.

PROCEEDINGS OF THE BOARD OF TRUSTEES

74 Subject to the Articles, the Board of Trustees may regulate their proceedings as they think fit.
The Board of Trustees shall meet at least four times each Year.

The President or Senior Vice President in the absence of the President may, and on the request of two Trustees shall, at any time call a meeting of the Board of Trustees.

The quorum necessary for the transaction of business of the Board of Trustees shall be 50% of the Trustees. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

Questions arising at any meeting of the Board of Trustees shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

The President shall be entitled to preside at all meetings of the Board of Trustees. If there shall be no President or if at any meeting he or she is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Senior Vice President shall act as chair of the meeting and if there is no Senior Vice President or if at any meeting he or she is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.

Any of the Trustees can take part in a Board of Trustees meeting by way of a video conference, telephone or other electronic means by which each participant can communicate with the others. Taking part in this way will be treated as being present at the meeting. Meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Trustees decide otherwise.

The Trustees for the time being may act notwithstanding any vacancy in their body.

All acts done by any meeting of the Board of Trustees, or of any committee of the Board of Trustees, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:

1. who was disqualified from holding office;
2. who had previously retired or who had been obliged by the Articles to vacate office;
3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

Article 82 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Board of Trustees or of a committee of the Board of Trustees if, but for Article 82, the resolution would have been void, or if the Trustee has not complied with Article 85.

A resolution in writing signed or approved by all the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees.
duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

DECLARATION OF TRUSTEES’ INTERESTS

85 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Faculty or in any transaction or arrangement entered into by the Faculty which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Faculty and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

86 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

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

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

86.3 the unconflicted Trustees consider it is in the interests of the Faculty to authorise the conflict of interests in the circumstances applying.

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

OFFICERS

87

87.1 The Officers of the Faculty shall be:

87.1.1 President;

87.1.2 such number of Vice Presidents as determined from time to time by the Council and as the number of such posts is approved by the Board of Trustees;

87.1.3 such other Officer posts as determined from time to time by the Council and as the number of such posts is approved by the Board of Trustees.

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

87.3 The President shall be Chair of the Council and Chair of the Board of Trustees.

87.4 The Officers shall nominate one of the Vice-Presidents as the Senior Vice-President.
A person must be a Fellow, Member or Diplomate to be eligible for election as an Officer.

The Officers shall be elected or re-appointed by the Council in accordance with the Bye-laws which may set out additional eligibility criteria for election as an Officer.

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

If the office of President becomes vacant, the Senior Vice-President shall become President and shall hold office until the next Annual General Meeting of the Faculty. If the Senior Vice-President is then elected President his or her period of office shall be from that Annual General Meeting.

If the office of any other Officer becomes vacant, the Council may appoint any Fellow, Member or Diplomate to fill that vacancy. Any person so appointed shall hold office until the conclusion of the next Annual General Meeting of the Faculty but shall then be eligible for election to that office for the full term of office pursuant to Article 87.10.

Each Officer shall hold office for a term of three years, at the end of which he or she may be re-appointed by Council (if Council determines that an election is not required), and otherwise shall be eligible for re-election, to that office for one further term of three years. “Year” in this Article 87.10 shall mean the period between the end of consecutive Annual General Meetings of the Faculty. After serving 2 consecutive terms in one Officer post, he or she shall be eligible for election as President, but not to any other Officer post. After serving as an Officer, he or she shall not be eligible for election as an Elected Member of the Council until two years after the expiry of his or her last term as an Officer.

COMMITTEES

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

The Board of Trustees has established the following standing committees of the Board of Trustees pursuant to Article 88:

1. Appointments Committee;
2. Council;

The Council shall have such functions and powers as set out in these Articles or otherwise delegated to it by the Board of Trustees pursuant to Article 88.

The Board of Trustees authorises the Council to establish sub-committees to perform any function or duty within the authority delegated to the Council and Council may appoint any persons as they may think fit to such sub-committees.
The chair of a committee of the Board of Trustees must be a Trustee.

All acts and proceedings of a committee established by the Board of Trustees or the Council shall be promptly reported to the Board of Trustees or the Council respectively.

Any committees established by the Board of Trustees or the Council shall, in the exercise of the authority so delegated, conform to any directions imposed on them by the Board of Trustees or the Council respectively.

The Board of Trustees or the Council may revoke or alter any delegation to a committee of it.

THE COUNCIL

The Faculty shall have a Council to which the following functions and powers are delegated by the Board of Trustees:

96.1 oversight of all professional and clinical matters related to sexual and reproductive healthcare and the speciality including:

- Education and training in sexual and reproductive healthcare
- Promotion of clinical standards in sexual and reproductive healthcare
- Supporting the leadership and development of sexual and reproductive healthcare
- Ensuring the views of the Faculty membership are considered in Faculty discussions
- Liaising on such matters with other organisations

96.2 any others expressly conferred on the Council by these Articles.

This Article 96 does not prevent the Board of Trustees delegating other functions and powers to the Council from time to time.

The Council shall consist of:

97.1 the President;
97.2 the other Officers;
97.3 one person nominated in writing by the College (“College Nominee”) who must be a voting member of the Council of the College;
97.4 up to six persons being Fellows or Members;
97.5 up to four persons being Diplomates;
97.6 up to six co-opted members appointed by the Council (“Co-opted Members of the Council”);
97.7 the Chair of each of the Country Committees.

The number of the members of Council referred to in Articles 97.4 to 97.6 may be increased or reduced by the Board of Trustees, upon the recommendation of the Council.
The Elected Members of the Council shall be elected in accordance with the procedures set out in the Bye-laws.

Each Elected Member of the Council shall hold office from the close of the Annual General Meeting immediately following his or her election for a term of three years, at the end of which he or she shall be eligible for re-election as an Elected Member of the Council for one further term of three years. “Year” shall mean the period between the end of consecutive Annual General Meetings of the Faculty.

After serving two such terms as an Elected Member of the Council, he or she may stand for election as an Officer (if eligible under Article 87) but shall not be eligible for re-election as an Elected Member of the Council until two years after the expiry of the second term.

A person shall hold office as the College Nominee for one term only of three years from the date of his or her nomination.

Co-opted Members of the Council shall hold office for such term determined by the Council on their appointment, not exceeding two years. A person may be re-appointed as a Co-opted Member of the Council for one or more further terms.

The Council may appoint an eligible Faculty member to fill a vacancy in an Elected Member of Council in accordance with the Bye-laws. Any person so appointed shall hold office until the conclusion of the next Annual General Meeting of the Faculty but shall then be eligible for election to that office for the full term of office pursuant to Article 100.

TERMINATION OF MEMBERSHIP OF COUNCIL

An Officer and any other member of Council must vacate office if he or she:

104.1 dies or becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with his or her creditors;

104.2 is the subject of a written opinion to the Faculty from a registered medical practitioner who is treating him or her stating that he or she has become physically or mentally incapable of acting as a member of Council and may remain so for more than three months;

104.3 (being an Officer or Elected Member of the Council) ceases to be a Faculty member;

104.4 by notice in writing to the Faculty resigns his or her office;

104.5 fails to attend 2 consecutive meetings of Council without special leave of absence from the Council and the Council resolves that he or she has by reason of such non-attendance vacated office;

104.6 is removed from office by a resolution of the Council, or a committee thereof, passed by at least two thirds of the members of Council or the committee present and voting at their meeting that the interests of the Faculty so require, after inviting the views of the member of Council concerned and considering the matter in the light of any such views;
104.7 breaches any provisions of the Code of Governance applicable to members of Council and is
removed from office by reason of such breach by a resolution of the Council passed by at least
two thirds of the members of Council present and voting at a Council meeting, after inviting the
views of the member of Council concerned and considering the matter in the light of any such views;

104.8 (being the College Nominee) ceases to be a voting member of the Council of the College.

PROCEEDINGS OF THE COUNCIL

105 Subject to the Articles and any directions made by the Board of Trustees, the Council may
regulate their proceedings as they think fit.

106 The President or Senior Vice President may, and on the request of four members of the Council
shall, at any time call a meeting of the Council.

107 The quorum necessary for the transaction of business of the Council shall be 50% of the
members of the Council.

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

109 The President shall be entitled to preside at all meetings of the Council. If there shall be no
President or if at any meeting he or she is unwilling to do so or is not present within five minutes
after the time appointed for holding the meeting, the Senior Vice President shall act as chair of the
meeting and if there is no Senior Vice President or if at any meeting he or she is unwilling
to do so or is not present within five minutes after the time appointed for holding the meeting,
the members of Council present shall choose one of their number to be chair of the meeting.

110 Any of the members of Council can take part in a meeting of the Council by way of a video
conference, telephone or other electronic means by which such participants can communicate
to the others. Taking part in this way will be treated as being present at the meeting. Meetings
will be treated as taking place where the largest group of the participants are or, if there is no
such group, where the chair of the meeting is, unless the Council decides otherwise.

111 A resolution in writing signed or approved by all the members of the Council entitled to vote on
the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council
duly convened and held. The resolution may consist of more than one document in the same
form each signed or approved by one or more persons.

MINUTES

112 The Board of Trustees must keep minutes of all:

112.1 appointments of Trustees made by the Board of Trustees;

112.2 proceedings at General Meetings of the Faculty;

112.3 meetings of the Board of Trustees and committees of the Board of Trustees including;
112.3.1 the names of the persons present at the meeting;
112.3.2 the decisions made at the meetings; and
112.3.3 where appropriate the reasons for the decisions.

113 Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

BYE-LAWS

114 The Board of Trustees may make such bye-laws as they may deem necessary or expedient for the proper conduct and management of the Faculty and may add to, repeal or vary any such bye-laws. All bye-laws so made and for the time being in force shall be binding on all Faculty members and the Board of Trustees shall adopt such means as they think fit to bring such bye-laws to the notice of Faculty members. No bye-law shall contravene any of the provisions of the Articles or the Companies Acts.

ACCOUNTS

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

ANNUAL REPORT

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

ANNUAL RETURN

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

NOTICES

118 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Trustees or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.

119 The Faculty may give any notice to a Faculty member or Honorary Fellow either personally or by sending it by post in a prepaid envelope addressed to the Faculty member or Honorary Fellow at his or her Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Faculty by the Faculty member or Honorary Fellow.

120 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Faculty can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to
be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.

121 Notwithstanding any other provisions of the Articles, the Faculty may send or supply any document or information to Faculty members or Honorary Fellows that is required or authorised to be sent or supplied by the Faculty under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Bye-laws by making it available on a website to Faculty members and Honorary Fellows. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Faculty members and Honorary Fellows.

DISPUTES

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

DISSOLUTION

123 If upon the winding-up or dissolution of the Faculty there remains after satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to one or more other societies, institutions or organisations having objects similar to those of the Faculty which shall be established for charitable purposes only and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Faculty by Article 7, such societies, institutions or organisations to be determined by the members of the Faculty at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

INDEMNITY

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