

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION
- of -
THE BRITISH ORTHODONTIC SOCIETY

(Incorporated 14th January 1999)

*Consolidated version incorporating amendments made
22nd September 2012 and 17th September 2014
which take effect in full from 1st January 2016*

INTERPRETATION

1. *In these Articles unless the context otherwise requires, the following expressions shall have the following meanings:-*

<i>the Act</i>	<i>means the Companies Act, 1985.</i>
<i>the Articles</i>	<i>means these Articles of Association of the Society.</i>
<i>clear days</i>	<i>in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.</i>
<i>the Board</i>	<i>means the Board of Trustees for the time being of the Society.</i>
<i>the Body</i>	<i>means the Representative Body for the time being of the Society</i>
<i>the Executive</i>	<i>means the Executive for the time being of the Society.</i>
<i>Month</i>	<i>means a calendar month.</i>
<i>the Office</i>	<i>means the registered office of the Society.</i>
<i>the Seal</i>	<i>means the common seal of the Society if it has one.</i>
<i>the Society</i>	<i>means the above-named company.</i>
<i>The United Kingdom</i>	<i>means Great Britain and Northern Ireland.</i>

2. *In these Articles:*

- (a) *words denoting the singular shall include the plural, and vice versa;*
- (b) *words denoting any gender shall include a reference to each other gender; and*
- (c) *references to persons shall be deemed to include references to natural persons, firms, partnerships, companies, corporations, associations, organisations, foundations and trusts (in each case whether or not having separate legal personality); and*
- (d) *references in these Articles to statutory provisions shall (where the context so admits and unless otherwise expressly provided) be construed as references to those provisions as respectively amended, consolidated, extended or re-enacted as at the date hereof and to any orders, regulations, instruments and other subordinate legislation made under the relevant statutes.*

MEMBERSHIP

3. *The number of members with which the Society proposes to be registered is unlimited.*

4. *There shall be the following classes of members:*

- (a) *Full Members (normally resident in the United Kingdom).*
- (b) *Honorary Members.*
- (c) *Life Members.*
- (d) *International Members (not normally resident in the United Kingdom).*
- (e) *Associate Members*
- (f) *Retired Members.*
- (g) *Company Members.*
- (h) *All classes of members shall be subject to such Rules and Bye-Laws as the Board may make from time to time.*

5. *Membership of the Society shall be open to any person interested in orthodontics whose application for membership shall be accepted by the Board or who shall be elected pursuant to Articles 7, 8 and 9 below.*

6. *The Board may in its absolute discretion accept or reject any application for membership.*

7. *The Board may recommend any person who is distinguished in Dentistry or Medicine for election as an Honorary Member.*

8. *The Board, or any four members (one of whom must be a member of the Board), may recommend any member of long standing who has made an outstanding contribution to the Society's affairs for election as a Life Member; Provided that there shall be no more than 40 Life Members at any time.*

9. *Recommendations for the election of Honorary or Life Members shall be circulated amongst the members of the Society and the election of such Honorary or Life Members shall require a two-thirds majority of members present and entitled to vote at a meeting of the Society.*

10. *The Board may approve applications for Associate membership from:-*

(a) *any dentist wishing to join the Society who does not qualify for membership of a Group; or*

(b) *any person working in a field allied to orthodontics who is not eligible for any other category of membership.*

11. *The Board may approve applications for Retired membership from any member who:-*

(a) *is no longer registered as a dentist and*

(b) *is over 55 years of age.*

SUBSCRIPTIONS

12. *Subject to Article 13, every person applying for membership of the Society in any class of membership shall pay an annual subscription of such sum as shall be recommended by the Board and confirmed by a simple majority of members present and entitled to vote at a meeting of the Society.*

13. *Honorary Members and Life Members shall not be required to pay an annual subscription.*

14. *The annual subscription of a member shall be payable on election to the Society and thereafter on the first day of January in each year or on such other date as the Board may from time to time prescribe.*

CESSATION OF MEMBERSHIP

15. *A member may resign from the Society by notice in writing to the Board.*

16. Any member whose annual subscription remains unpaid for a period in excess of three months will cease to receive the Journal of Orthodontics and the Treasurer shall notify such a member in writing that his membership will be terminated if the subscription is not paid in the current year.

17. The Executive may suspend any member whose conduct in its opinion is contrary to the interests of the Society, or who fails to comply with these Articles or with the Rules and Bye-Laws. The Executive may recommend to the Board that the suspended member be expelled from the Society. No member shall be expelled by the Board unless and until he has been given notice in writing of the resolution to expel him and given an opportunity to make representations orally or in writing to the Board.

GENERAL MEETINGS

18. Unless the Board invokes Article 24 the Society shall hold an Annual General Meeting each year in addition to any other meetings in that year, at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting or its equivalent under Article 24 and that of the next.

19. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

20. All members of the Society are entitled to attend the Annual General Meeting.

21. The agenda for the Annual General Meeting shall be determined by the Board.

22. The President or any three members of the Board may call extraordinary general meetings for the consideration of special or urgent business.

23. The Board shall, upon receipt of a requisition made in writing of not less than 50 members of the Society entitled to vote at general meetings convene a general meeting to consider such matters as shall be stated in the requisition.

24. At the discretion of the Board the business of an Annual General Meeting may instead be conducted by means of written reports and resolutions, save that motions to dismiss a director or remove an auditor before the end of the term of office may only be moved at a general meeting. Reports and motions shall be circulated to members by post, or electronically or placed on the Society's website. Voting on motions may be conducted by post or signified electronically. The majority required for a motion to be passed shall be the same as that which would be required for the same motion to be passed in a general meeting.

NOTICE OF GENERAL MEETINGS

25. *At least twenty-eight clear days notice of any general meeting shall be given to every member of the Society resident in the United Kingdom and to the auditors.*
26. *A general meeting may be called by short notice if it is so agreed:-*
- (a) *in the case of an Annual General Meeting, by all the members entitled to attend and vote; and*
- (b) *in the case of any other meeting, by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.*
27. *The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.*
28. *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

29. *No business shall be transacted at any meeting unless a quorum of not less than 30 members of the Society entitled to vote upon the business to be transacted is present at the commencement of such business.*
30. *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 Chairman may determine.*
31. *The President, or in his absence some other Board Member nominated by the Board, shall preside as Chairman of the meeting, but if neither the President nor such other Board Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be Chairman and, if there is only one Board Member present and willing to act, he shall be Chairman.*
32. *If no Board Member is willing to act as Chairman, the members present and entitled to vote*

shall choose one of their number to be Chairman.

33. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 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.

34. A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

(a) by the Chairman; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

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

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

37. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

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

39. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a 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 the show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

40. 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 7 clear days notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

41. Subject to articles 38 and 42, every member shall have one vote.

42. All classes of member shall be entitled to vote (in person or by proxy) on issues affecting the business of the Society.

43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

44. On a poll votes may be given either personally or by proxy. A member entitled to vote may appoint another member of the Society as his proxy and an instrument appointing a proxy shall be in writing and executed by or on behalf of the appointee.

45. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

THE BOARD OF THE SOCIETY

46. The members of the Board shall be the Trustees and Directors of the Society, and shall be:

- (a) *The President;*
- (b) *the Honorary Treasurer;*
- (b) *the Honorary Secretary;*
- (d) *Six General Members who shall additionally have individual responsibilities determined by the Board*
- (e) *The Honorary Patron shall be entitled to attend Board meetings but shall not vote*

47. *The Board may co-opt further non-voting members*

48. *The President may at his discretion invite other persons to attend Board meetings*

49. *(a) The President, the Honorary Treasurer and the Honorary Secretary may be nominated by the Board or by any member of the Society. If a nomination is made other than by the Board, the appointment of the relevant officer shall be determined by the members in an election. Otherwise, the Board's nominee shall be duly appointed.*

(b) The Honorary Patron shall be nominated by the Board and elected by a simple majority at the Annual General Meeting. The Honorary Patron shall hold office for a period of one year and shall undertake such duties as are assigned by the Board. Former Honorary Patrons shall be accorded the title of Honorary Life Patron.

50. *The appointment of the six General Members of the Board shall be determined by the members in an election.*

51. *The President shall hold office for a period of three years, and may be re-appointed by the Board for a further period not to exceed one year.*

52. *The General Members of the Board shall hold office for a maximum period of three years, and may be reappointed by the Board to serve for a further period not to exceed one year.*

53. *No person shall hold office as Honorary Treasurer or Honorary Secretary for more than five consecutive years.*

54. *The President, Honorary Treasurer, Honorary Secretary and the General Members of the Board shall all be members of the Society, and any class of member may be appointed to such positions.*

55. *None of the President, Honorary Treasurer or Honorary Secretary shall hold any other position or office in the Society during their respective periods of office.*

POWERS OF THE BOARD

56. *The business of the Society, its property and effects shall be managed by the Board.*

57. *The Board shall formulate policy for the whole Society.*

58. *The Board may pay all such reasonable and necessary expenses of the promotion, formation, establishment and registration of the Society as they think fit and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society as are not by Statute or these Articles required to be exercised or done by the Society in general meeting, subject nevertheless to any regulations under these Articles and the provisions of the Act for the time being in force and affecting the Society and to such regulations as are not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Board or by any resolution passed by the Society in general meeting but no such resolution passed by the Society in general meeting shall invalidate any prior acts of the Society which would have been valid if such regulations or provisions had not been made.*

59. *The Board may appoint such Committees or Officers as it considers necessary and may delegate to them such powers as it considers fit and any Committee or Officer so formed or appointed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board and shall be answerable to the Board. The meetings and proceedings of any Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board provided that all acts and proceedings of any Committee shall be fully and promptly reported back to the Board.*

60. *The President, Honorary Secretary and Honorary Treasurer or their deputies shall be ex officio members of every Society and Group Committee and shall receive copies of all papers and minutes.*

61. *The Board may after the incorporation of the Society forthwith and from time to time thereafter make such Rules and Bye-laws as they may deem necessary, expedient or convenient for the proper conduct and management of the Society which are not inconsistent with these or any substituted Articles and for the purposes of prescribing classes of and conditions of membership, and may alter, add to or repeal such Rules and Bye-laws. In particular but without prejudice to the generality of the foregoing, the Board may by such Rules or Bye-laws regulate:*

(a) *the admission and classification of members of the Society and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or*

payments to be made by members;

- (b) the Group or Groups of the Society and the criteria for membership thereof;*
- (c) the conduct of members of the Society in relation to one another and to the officers and servants of the Society;*
- (d) the setting aside of the whole or any part or parts of the Society's premises at any particular time or time or for any particular purpose or purposes;*
- (e) the procedure at general meetings and meetings of the Board, Board Committees and Groups to the extent that such procedure is not regulated by these Articles.*
- (f) the allocation of duties to Board members*

62. The Board shall maintain a copy of such Rules and Bye-laws on the Society's website and send a copy to any member of the Society on request.

DISQUALIFICATION OF MEMBERS OF THE BOARD

63. A member of the Board shall vacate office:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.*
- (b) If he becomes of unsound mind.*
- (c) If by notice in writing to the Society he resigns his office.*
- (d) If he is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act.*
- (e) If he absents himself from meetings of the Board on four consecutive meetings without leave of absence from the Board.*
- (f) Save as provided in these Articles if he holds any office of profit under the Society without the consent of the Society in general meeting.*
- (g) If he is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest as required by Section 317 of the Act.*
- (h) If he is disqualified by law from holding office as the trustee of a charity or as the director of a company*

PROCEEDINGS OF THE BOARD

64. *The Board may meet together for the duration of business, adjourn and otherwise regulate meetings as they think fit. Five members shall be a quorum. Questions arising at any meeting shall be decided by a two thirds majority of votes.*

65. *Every Trustee shall be entitled to one vote.*

66. *Board Meetings shall be chaired by the President, or in his absence by the Treasurer or any other member of the Board elected at the meeting.*

67. *A member of the Board may, and on the request of a member of the Board the President shall, at any time, summon a meeting of the Board by notice served upon the members of the Board.*

68. *Fourteen days notice at least of any meeting of the Board shall be given in writing to every Board Member; Provided that any Board Member who is absent from the United Kingdom shall not be entitled to notice of a meeting.*

69. *A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board generally.*

70. *All acts bona fide done by any meeting of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.*

71. *The Board shall cause proper minutes to be made of all appointments of Officers made by the Board and of the proceedings of all meetings of the Society, the Board, the Group Chairs Forum and the Society Committees, and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.*

72. *A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.*

THE EXECUTIVE

73. *The President, the Honorary Secretary, the Honorary Treasurer, the past President for the first year after relinquishing office and, when applicable, the President-elect, shall ex officio be the members of the Executive, which shall advise the President, provide leadership and deal with issues requiring urgent attention. The Executive shall not make policy decisions for the Society except with the approval of the Board.*

THE SEAL

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

GROUP CHAIRMEN'S FORUM

75. *The members of the Group Chairmen's Forum shall be*

(a) The President of the Society (who shall be chairman of the meeting)

(b) The Honorary Treasurer and the Honorary Secretary

(c) The Chairmen of the Groups of the Society, or their representatives

(d) Such other persons as the President may invite to attend

76. *The Forum shall act as a means for the exchange of information, for the transmission of concerns and for the provision of advice to the Board. Its decisions shall not be binding on the Board. The Forum shall meet not less than twice a year.*

GROUPS OF THE SOCIETY

77. *Every Full Member shall be a member of a Group of the Society appropriate to his or her area of practice.*

78. *The Groups of the Society and the criteria for membership shall be defined in the Rules and Bye-laws of the Society and the Board shall determine (subject to the agreement of the Chairman of the relevant Group) the Group or Groups to which any individual member shall belong.*

ACCOUNTS

79. *The finances of the Society shall be the responsibility of the Board who shall cause such accounts ("Accounts") to be kept as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions, and in particular shall cause a record to be kept of:*

- (a) all sums of money received and expended by the Society and the*
- (b) all sales and purchases of goods by the Society; and*
- (c) the assets and liabilities of the Society.*

80. *The Board shall engage the services of such professional advisers as it thinks necessary for the management of the Society's finances.*

81. *The Accounts shall be kept at the Office (or at such other place or places as the Board shall determine) and shall be open to the inspection of the members (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Board).*

82. *At the Annual General Meeting the Board shall lay before the Society an audited Income and Expenditure Account for the period since the last preceding accounts (or in the case of the first accounts since the incorporation of the Society) made up to a date not more than ten months before such meeting together with an audited balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall comply with any statutory requirements for the time being in force) and of any other documents required by law shall be sent to the Auditors and to all other persons entitled to receive notice of general meetings not less than twenty-eight clear days before the date of the meeting. The Auditors' report shall be open to inspection and be read before the meeting.*

83. *An Auditor shall be appointed by the Board and his duties regulated in accordance with Sections 384 – 392 of the Act.*

NOTICES

84. *A notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register of members or via the Internet to the email address most recently advised by the member to the Society.*

85. *Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served*

upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notice from the Society.

86. Any notice if served by first class mail shall be deemed to have been served on the day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope containing the letter was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

87. If the Board at any time determines by way of a simple majority that it is necessary or advisable to dissolve the Society, it shall call a general meeting of the Society.

88. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

CONSTITUTIONAL CHANGE

89. Subject to the provisions of the Act and to Article 90, the Society in general meeting may alter these Articles.

90. No alteration shall be made to the Objects of the Society, to Articles 87 or 88 or to this Article 90 without the consent of the Charity Commission for England and Wales.

AFFILIATED ORGANISATIONS

91. Organisations with an interest in orthodontics having objects similar or compatible with the objects of the Society may become affiliated to the Society. The affiliation of any organisation to the Society shall be in the absolute discretion of the Board, who shall determine the terms of the affiliation.

ANNUAL RETURN

92. The Board shall comply with its obligation under the Charities Acts 1993 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual return and its transmission to the Commissioners.

ANNUAL REPORT

93. The Board shall comply with its obligation under the Charities Act 1993 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual report and its transmission to the Commissioners.

INDEMNITY

94. *Subject to the provisions of the Act, every member of the Board or other Officer or Auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.*

MANAGEMENT OF INVESTMENTS

95. *The Society may appoint as its investment manager a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either -*

- ii. (i) *an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or*
- ii. (ii) *a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s.45(1) (j) of that Act*

96. (i) *The Society may delegate to an investment manager so appointed power at his discretion to buy and sell investments for it in accordance with the investment policy laid down by it. The Society may only do so in terms consistent with this clause.*

(ii) *Where the Society makes any delegation under this clause it shall:-*

(a) *inform the investment manager in writing of the extent of the Society's investment powers;*

(b) *lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;*

(c) *ensure the terms of the delegated authority are clearly set out in writing and notified to the investment manager;*

(d) *ensure that it is kept informed of, and review on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of this delegated authority;*

(e) *take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;*

(f) review the appointment at such intervals not exceeding 24 months as it thinks fit; and

(g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Society shall decide and as are consistent with the terms of this clause provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Society.

(iii) Where the Society makes any delegation under this clause it shall do so on the terms that:-

(a) the investment manager shall comply with the terms of his delegated authority;

(b) the investment manager shall not do anything which the Society does not have the power to do;

(c) the Society may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms contained in this clause;

(d) the Society shall give directions to the investment manager as to the manner in which he is to report all sales and purchases of investments made on its behalf

97. *The Society may:-*

(i) make such arrangements as it thinks fit for any investments of the Society or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England and Wales) as the Society's nominee; and

(ii) pay such reasonable and proper remuneration to any corporate body acting as the Society's nominee in pursuance of this clause.

NAMES ADDRESS AND DESCRIPTIONS OF ORIGINAL SUBSCRIBERS

<i>DAVID BRIAN LAWTON "Keepers Cottage" Star Hill Chevening Sevenoaks Kent T14 6HA Orthodontist</i>	<i>ALLAN R THOM 52 Warwick Park Tunbridge Wells Kent TN2 5EF Consultant Orthodontist</i>	<i>DAVID PETER BARNETT 83 Grove Park Tring Herts HP23 5JR Specialist Orthodontist Practitioner</i>
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DATED this 3rd day of November 1998 WITNESS to

the above signatures:-

ANN EDITH WRIGHT, 56 Lime Road, Swanley, Kent, BR8 7ED Office Manager