



The Companies Acts 1948 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Articles of Association of
THE BRITISH MEDICAL ULTRASOUND SOCIETY**

1. The Society is established for the purposes expressed in the Memorandum of Association.
2. These articles shall be constructed with reference to the provisions of the Companies Acts 1948 to 2006 and unless the context otherwise requires words or expressions used in these articles shall be taken as having the same respective meanings as they have when used in those Acts.

Members

3. The number of members with which the Society proposes to be registered is 1,000 but the council of management (hereinafter called "the Council") may from time to time register an unlimited increase of members.
4. The subscribers to the Memorandum of Association, existing members of the unincorporated association hitherto known as The British Medical Ultrasound Society and such other persons as the Council shall admit to membership shall be members of the Society.
5. There shall be three classes of members known as:-
 - (i) Ordinary members: Ordinary membership shall be granted to any persons who can satisfy the Council or its appointed Nominees that they have a bona fide interest in the practice of medical ultrasound, the design, manufacture, or maintenance of medical ultrasound equipment; or in medical ultrasound research of a clinical, scientific or technical nature which is directed towards the furtherance of the objects of the Society.
 - (ii) Honorary Members: Honorary membership shall be awarded by the Council to such persons who have in the Council's view served or contributed with distinction to the field of medical ultrasound. The number of Honorary members shall not exceed 24. The terms and conditions for such membership will be determined by Council and will be appended as schedule 1 to these articles.
 - (iii) Student/Trainee members: Student/Trainee membership shall be awarded to bona fide students/trainees on a full time recognised course or training scheme involving medical ultrasound (such as a CASE accredited course, or any university degree or diploma). Student Membership will automatically revert to 'Ordinary' Membership after one year unless the member applies for continued student membership. The terms and conditions for such membership will be determined by Council and will be appended as schedule 2 to these articles.

Subscriptions

6. Subscriptions shall be payable from time to time of such amount as shall be determined by the Council.
7. The Council may from time to time by resolution in that behalf passed by a two-thirds majority of the members of the Council increase or reduce any subscription by any such sums as are not more than one half of the current subscription as may be specified in the resolution of the Council.
8. Every person accepted as a member with the exception of Honorary Members shall pay the subscription mentioned in articles 6 and 7 above.

Termination of Membership

9. Any member of the Society who desires to retire or resign shall either wait for their membership subscription to lapse, or signify such a desire in writing to the Honorary Secretary at which time his/her name shall be removed from the list of members.
10. Every person who ceases from any cause to be a member shall remain liable for all sums owed by them to the Society, whether by way of subscription or otherwise and no such person shall be entitled to recover any part of the subscription which he/she may have paid.
11. Any member whose subscription falls into arrears and who shall fail to pay such arrears within two weeks after a further application-mail notification has been sent to them shall cease to be a member unless the Council decide to take notice of special circumstances.
12. The use of membership of the Society in any form of advertising shall be deemed to be injurious to the character and interest of the Society.
13. The Council may expel from the Society any member whose conduct is such as shall in the opinion of the Council be injurious to the character and interests of the Society or render the member unfit to be a member of the Society. Before a member is expelled their conduct shall be inquired into by the Council and the member shall be given an opportunity to justify and explain their conduct. If two thirds of the members of the Council present when the matter is inquired into are of the opinion that expulsion is warranted the Council may call upon the member to resign, and if he/she does not resign they may expel them from membership and remove them from the Register, provided always that a member so expelled will have the right to appeal to the members in general meeting and the members present at such meeting shall decide by a majority of those present on a secret ballot whether the Council's decision to expel the member shall be confirmed or denied.
14. Any person who ceases from any cause to be a member of the Society may apply for re-admission. His/her re-election shall be at the absolute discretion of the Council.

General Meetings

15. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, 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 of the Society and that of the next.
16. All general meetings other than annual general meetings shall be called general meetings.

17. The Council may, whenever it thinks fit, convene a general meeting, for any purposes relating to the direction and management of the affairs of the Society, and the Council shall at all times call such a meeting on a requisition, in writing, from not less than ten members of the Society, specifying the general nature of the business to be transacted.

Notice of General Meetings

18. At least twenty-one days notice in writing to all members shall be given to all annual and general meetings. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify, the place, the day and the hour of meeting and, shall specify the general nature of the business to be transacted at these meetings:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:-

- (i) In the case of an annual general meeting by all the members entitled to attend and vote thereat;
 - (ii) and, in the case of a general meeting by a majority of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.
19. The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Votes of Members

20. Every member shall have one vote, except that no member shall be entitled to vote at an annual general meeting or an extraordinary general meeting unless all subscription moneys presently payable or any other sum payable by him to the Society have been paid.
21. At any meeting on a show of hands every member present in person shall have one vote. In the case of a postal vote or email poll every member shall have one vote. In any case of equality of votes the Chair of the meeting shall have a second or casting vote. The Chair's declaration as to the result of the voting by show of hands shall be conclusive.

Voting by proxy will not be permitted.

Proceedings at General Meetings

22. Subject to the requirements of the Companies Acts 2006 and at the discretion of the Council a postal, email, or online poll may be directed by the Chair of any general meeting, or may be demanded by no fewer than five members present in person. The poll so demanded must be undertaken within twenty eight days of the meeting and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Twenty one clear days for return of the poll vote must be allowed; from the date of sending members a voting request to the date the votes are counted and the result declared. The fact that a poll has been demanded shall not prevent the continuation of the meeting for the transaction of any business other than the question on which a postal poll has been demanded.

A demand for a poll may be withdrawn.

23. The business of the Annual General Meeting shall be to receive and consider the report of the Council and of the Auditors and to consider the accounts and balance sheets; to confirm the appointment of Officers and to receive the results of any ballot for the election of Council members in place of those retiring; to appoint auditors and to fix remuneration of the auditors; and to transact any other business of which notice in writing shall have been given to the Honorary Secretary at least twenty eight days before such a meeting and of which notice has been duly given by the Honorary Secretary to the members.
24. The quorum at any general meeting shall be no fewer than fifteen members. If a quorum is not present within half an hour from the scheduled start of the meeting the meeting shall stand adjourned to such other time and place as the Council see fit, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be quorum.
25. The President of the Society shall preside as Chair at all general meetings. If the President is not present within 15 minutes of the scheduled start of the meeting, or is unwilling to preside, then the members present (if sufficient to form a quorum) shall choose a member of the Council. If all members of the Council attending the meeting decline to preside, members present at the meeting may choose any member to preside.
26. The Chair may with the consent of any meeting at which a quorum is present adjourn the meeting but no business shall be transacted at such an adjourned meeting other than business for which the adjournment took place.

Council of Management

27. The Council of Management (herein called "the Council") shall comprise a maximum of 18 members, namely 12 elected UK resident members (who will be Directors of the Company), the Senior Journal Editor, the Chair of the Scientific & Education Committee (appointed by Council), an invited manufacturers' representative as appointed by AXrEM and up to 3 co-opted persons (as the Council sees fit). All Officers and elected members of Council are Directors of the Company. The 12 elected members shall comprise at least two medical practitioners, at least two sonographers, and at least two physical scientists. In the event of a dispute arising as to which category a member falls into, the decision of Council shall be final. Council shall include the following elected officers (hereinafter called "the Officers") namely, the President, the President-Elect, the Honorary Treasurer, the Honorary Secretary and the Development Officer. The appointment process for the Chair of the ASM Organising Committee and the Journal Editor is detailed in Schedule 4. The Journal Editor will serve for two years and shall be eligible for reappointment for further periods of two years. The Chair of the ASM Scientific Organising Committee will serve for one year. Co-opted members appointed by Council shall be reviewed annually.
28. Deleted (April 1991).
29. The Officers mentioned herein should hold office for a period of two years.
 - (i) The President shall not hold office for more than two consecutive years and upon retirement shall be replaced by the President-Elect. Upon retirement the President will not be eligible for re-election to Council for five years.
 - (ii) Deleted (December 2012).
 - (iii) Deleted (April 1991).
 - (iv) The Honorary Secretary Honorary Treasurer and the Development Officer may be re-elected after 2 years, but each shall serve no longer than four consecutive years in each post.

- (v) The Council may fill from the continuing members of the Council any vacancies in the posts of Officers. The method of filling these casual vacancies shall normally be conducted in accordance with schedule 3 appended to these Articles of Association.
 - (vi) No Council Member can serve more than 6 consecutive years as an Officer, unless elected to President Elect during that time
30. Other members of the Council shall hold office for three years following their election but shall be eligible for immediate re-election for an additional period of two years provided that no elected member of the Council shall serve for more than five consecutive years unless during that period he/she shall be elected as an officer in which case he/she shall continue in office according to the provisions of article 29. The terms of office for Council members and Officers will usually begin on January 1st of any year. A Council member having served 5 consecutive years, without election to an Officer post, may not stand again for a period of 12 months.
31. Not less than six months before the Annual General Meeting, the Honorary Secretary shall invite all members of the Society to provide nominations for vacancies on the Council which will arise that year. Such nominations shall be in writing indicating whether the member nominated is a registered medical practitioner, physical scientist, sonographer, or other category of member, and shall be delivered to the Honorary Secretary together with the written consent of the person concerned to accept office if elected. Each such nominator shall be debarred from nominating any other person for the same election. The Honorary Secretary shall fix a closing date for receipt of nominations not less than 21 days after issue of the notice.
32. At its next meeting after the closing date for nominations the Council shall nominate, from amongst its number, members to fill any vacancies which will arise in the Officers of the Society (Article 29(v)). In addition, Council will review the nominations received from the members for ordinary seats on the Council and may add additional nominations of its own for either re-election of existing Council members or for the purpose of maintaining the necessary balance of types of members (Article 27). A postal, email or online ballot shall take place with all members having one non-transferable vote per vacancy. The ballot shall be conducted under the direction of a Returning Officer, appointed by Council, who shall not be a candidate in the election. Voting papers must be returned at least one month before the Annual General Meeting and the result will be announced by the Returning Officer at that Meeting.
33. Vacancies in membership of the Council other than those arising under Articles 29 and 30 above shall be filled by the Council, having regard to the overall composition of Council required by Article 27 above and with a duration no longer than that of the original post holder's term of office. The name of each person selected shall be communicated to members. Any period of office so served shall not be taken into account in computing the period of office under articles 29 and 30 above.

Proceedings, Powers and Duties of Council

34. The Society shall be managed by the Council which shall have the power to act as or on behalf of the Society.
35. The Council shall meet at least once every year.
36. A quorum for meetings of the Council shall be five members of the Council of whom two shall be officers.

37. A meeting of the Council may be called at the request of the President or of two members of the Council.
38. The President shall if present preside at meetings of the Council, but in his or her absence the Council may elect one of its members to preside.
39. At any meeting of the Council, each elected member of the Council shall have one vote and in the case of equality of votes, the President or person acting as Chair shall have a second or casting vote.
40. Seven clear days notice shall be given to Council members of meetings of the Council specifying the time, date, place.
41. The Council may appoint a Committee of its members and co-opt Society members to such a Committee to deal with such matters as it may deem necessary. The Council may delegate to such Committees such powers as they may prescribe. All acts and proceedings of any such committee shall be reported back to the Council as soon as possible.
42. The Council may by resolution passed by a two-thirds majority of the members of the Council present and voting at a meeting duly convened for this purpose remove any member of the Council (including any officer).
- 42(a). Members of Council shall be expected to attend all meetings of Council. A member absent from two consecutive Meetings in his or her period of office shall provide written justification to Council. A member absent from three consecutive meetings without justification shall have deemed to have resigned.
43. The Council shall cause proper Minutes to be made of all appointments made by the Council, of the proceedings of all meetings of the Society and of the Council, and of all Committees appointed by Council and of all business transacted at such meetings. All such Minutes shall be signed by the Chair of the next succeeding meeting which shall be sufficient evidence without further proof of the facts therein stated.
44. The members of the Council shall be indemnified out of the funds of the Society at the discretion of the Council against all costs, charges, losses, damage and expenses which they shall respectively incur or be put to on account of any act, deed, matter or things which shall be executed, done or permitted by them respectively in good faith in or about the execution of their respective offices.
45. The Council shall not have the power to commit the funds of the Society over a limit of £100,000, or other such sum as may from time to time be determined by the members of the Society, without first notifying members of the Society.
46. Deleted (December 2013)
47. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure and balance sheet ascertained by one or more properly qualified auditors or independent examiners.
48. Auditors or independent examiners shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

Winding Up

49. The Society shall be dissolved if a resolution to this effect is passed by a majority of three quarters of those present at a general meeting, followed by a resolution passed at the same general meeting to appoint a properly qualified Accountant to act as Liquidator.
50. Clause 8 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.

Alteration of the Memorandum and Articles

51. A three-quarter majority of members present and voting at any duly convened general meeting with respect to which notice has been given of the matters to be taken into consideration thereat shall have the power from time to time to make such alteration to the Memorandum and Articles of the Society as may be permitted by law and as to them shall seem requisite and convenient for the regulation and government and advantage of the Society, its members and property, and from time to time revoke alter or amend any Article herein save that any alteration shall be subject to the provisions of the Memorandum and in particular to Clause 5 therein and no alteration shall be made which would have the effect of altering the charitable status of the Society.
52. A notice may be given by the Society to any member either personally, by electronic mail or by post to the member's registered address, or to an address within the United Kingdom supplied by the member for the giving of notices.
53. Notice of every general meeting shall be given to:
 - (i) every member with a registered address within the United Kingdom or who has supplied an address within the United Kingdom for the giving of notices;
 - (ii) the legal personal representative of any deceased member where the member but for his or her death would be entitled to receive notice of the meeting; and
 - (iii) the auditor for the time being of the company

No other person shall be entitled to receive notices of general meetings.

7th December 2017

(Schedules 1 to 4 are appended to these Articles of Association)

SCHEDULE 1

British Medical Ultrasound Society Articles of Association Schedule 1 - Honorary Membership of the Society

1. Person(s) invited to be Honorary Members of British Medical Ultrasound Society (BMUS) will have contributed in a sustained and substantial manner to the development and practice of ultrasound in medicine and biology, to the work of BMUS, be a member of BMUS, and be predominantly based in the United Kingdom.
2. BMUS Officers will receive nominations for Honorary Membership from interested parties; including current Honorary Members, Council of BMUS and BMUS Membership, and take forward the nominations to Council. Nominations should be accompanied by up to 500 words of text explaining why Honorary membership is justified according to the criteria set out in Point 1 above. Nominations can be made at any time of year.
3. In exceptional circumstances, a non-member of the British Medical Ultrasound Society, practising ultrasound outside the United Kingdom will be considered for Honorary Membership.
4. Recommendations will be first discussed by Officers of BMUS, and if thought suitable will be forwarded and discussed at Council of BMUS for consideration and approval.
5. This process will be an agenda item at Officers and Council once in the calendar year. Usually this will be 4 -6 months in advance of the Annual General Meeting.
6. There will be no obligation to appoint Honorary Members each time this matter is discussed; appointments will be strictly on merit alone. The time required for eligible candidates to develop will be taken into account, as will the historical average of the appointment of one new Honorary member every two years.
7. Honorary Members of the British Medical Ultrasound Society will be invited to accept the honour by the current President BMUS, following approval by both BMUS Officers and Council.
8. All new Honorary Members will be announced at the following Annual General Meeting without comment or the need for approval from members in attendance.
9. Once appointed as an Honorary Member, this position is for life. The privilege cannot be withdrawn, without full approval from both Officers and Council and only then in exceptional circumstances. These exceptional circumstances should include bringing the Society into disrepute, criminal activity and other acts thought to be detrimental to the integrity of the British Medical Ultrasound Society.
10. Privileges of Honorary Membership of BMUS will include:
 - i. Free registration to the Annual Scientific Meeting, not to include accommodation and travel.
 - ii. A free copy of the journal Ultrasound published by the British Medical Ultrasound Society.
 - iii. Full access to the Members area of the BMUS website.
 - iv. Attendance at the organised study days of the British Medical Ultrasound Society at a reduced rate of 50% of the normal member fee.
11. The total number of Honorary Members at any one time will be restricted to 24 as defined in the Constitution of the British Medical Ultrasound Society.

SCHEDULE 2

British Medical Ultrasound Society Articles of Association Schedule 2 - Student Membership of the Society

1. Student members of the British Medical Ultrasound Society are defined as those members who are studying full-time for a recognised vocational, undergraduate, postgraduate, or doctoral award in a discipline relating to Medical Ultrasound.
2. Students will be registered on a nationally recognised ultrasound training programme which is CASE approved or from a recognised ultrasound education provider (this does not include short courses, or part-time study as an adjunct to full employment).
3. The term of student membership is restricted to one year, following which the student may apply annually to continue their student membership. If no further application for student status is submitted, membership status will automatically revert to ordinary membership unless the member applies / and is entitled to continued student membership or the preceptorship rate applies.
4. Student membership shall entitle the person to full privileges of an ordinary member of the society including full access to the website and the quarterly journal. Student members will also be entitled to attendance at the Annual Scientific Meeting and study days at reduced rates.
5. If there is any dispute regarding the status of a student member, the decision of the BMUS Office will be final.

SCHEDULE 3

British Medical Ultrasound Society Articles of Association Schedule 3 – Officers of the Society

1. Officers will be elected every two years. In an election year the returning officer (which will normally be the Executive Officer) will offer self-nomination to those eligible council members at a point at least six months prior to the expected retirement date of the President.
2. On the President's retirement the President Elect will undertake the role.
3. The selection for the post of President Elect will be restricted to the current eligible serving Officers. The election will be by secret ballot by all voting members of Council. Self-nomination will be open for at least a fortnight and responses sent back to the Returning Officer who will produce a ballot form. The ballot form will be sent to all voting Council members. Voting will be recorded by the Returning Officer and the result announced at the Council meeting following the election with an immediate transcription onto the website for members' information. The appointment will be formally recorded again at the AGM of the Society.
4. Only those elected members who have served a year on Council can stand for an Officer post.
5. The selection for the remaining three Officer posts will be by secret ballot by all voting members of Council. Self-nomination will be open for at least a fortnight to all eligible council members and responses sent back to the Returning Officer who will produce a ballot form. The ballot form will be sent to all voting Council members. Voting will be recorded by the Returning Officer and the result announced at the Council meeting following the election with an immediate transcription onto the website for members' information. The appointment will be formally recorded again at the AGM of the Society.
6. The Council may at any time remove any Officer or Council member if it sees fit by two thirds majority. Such a removal may be appealed to the whole Council including the Executive Officer in writing within one week of dismissal. The appeal hearing will take place within three weeks and the decision will be final.
7. In case of resignation or another event which causes an unexpected officer vacancy, the President will be empowered to convene a special election for the vacant post with the proviso that the position will only be held until the end of the original post holder's term of office.

SCHEDULE 4

British Medical Ultrasound Society Articles of Association Schedule 4 - Appointments of Chairs, members of Groups, BMUS officials and representatives

1. This Schedule covers the process for appointment of Chairs, members of BMUS Groups, of BMUS representatives to external bodies, and of BMUS officials.
2. This schedule does not cover membership and appointment of BMUS Council or of the Chair of the Scientific and Education Committee who will be appointed from BMUS Officers.
3. The relevant Groups covered by point (1) include Professional Standards, Education, Editorial and Safety. Working groups which are formed for short-duration projects are not covered by this Schedule.
4. The BMUS representatives to external bodies covered by point (1) include IPEM, CASE, BMA and RCR representatives, and any other representative which BMUS chooses to create.
5. The BMUS officials covered by point 1 include the Journal Editor, the Website Editor and any other official position which BMUS chooses to create.
6. Appointments of officials shall involve a job description, a person specification, a call for nominations, and election by Council.
7. Appointments will follow the principles of: i) asking for nominations from current members of BMUS Council and Groups in order to involve current elected members in the work of the Society, ii) as far as possible having a balance of individuals from BMUS, for example from the different professional groups within BMUS, iii) ensuring that the person elected meets the person specification.
8. Appointment of members of Groups which form the S&E Committee will be organised and voted for by the existing members of each Group (noting point 12 below).
9. For all appointments, and before voting, each Group member should consider carefully the nominations with respect to the person specification in order to assure themselves as far as possible that the person they chose to vote for can carry out the job effectively.
10. For major conferences the call for nominations for the Chair will in the first instance be from BMUS Council or existing BMUS Groups. If no suitable person is found by voting then the call is widened to include previous recent members of BMUS Groups, and BMUS Council may choose to place a call to the membership as a whole. Voting will be by a secret ballot of the whole of Council with the Executive Officer acting as the Returning Officer.
11. For any BMUS official or representative (as noted in points 4 and 5), the call for nominations will be from existing BMUS Groups. If no suitable person is found then the call will be widened to include previous recent members of BMUS Groups. The relevant Group may then choose to place a call to the membership as a whole. Voting will be by a secret ballot of the relevant Group with the relevant BMUS staff member acting as the Returning Officer.
12. Membership of standing Groups (covered in point 3) should in the first instance be from BMUS Council; new Council members will be asked which Group they would like to join with the expectation that they will serve on at least one. Any remaining vacancies will be filled by the respective Chairperson or a call to the membership.