



**International League  
of Dermatological Societies**  
*Skin Health for the World*

**THE COMPANIES ACT 2006**

**CHARITABLE COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF THE  
INTERNATIONAL LEAGUE OF  
DERMATOLOGICAL SOCIETIES**

*As amended by Special Resolutions passed on 7 December 2005; 2 October 2007; and on 12 June  
2019*

**(Incorporated on 27 May 2005)**

**Company No: 05466148**

**Charity No: 1111469**

1. The company's name is **"THE INTERNATIONAL LEAGUE OF DERMATOLOGICAL SOCIETIES"** (and in this document it is called the "Charity").

## Interpretation

2. In these Articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages in each case registered with the Charity;

'Affiliated Member Societies' means the class of Member defined in Article 11(3);

'the Articles' means the Charity's Articles of Association;

"the Board" means the Board of Directors of the Charity;

'the Charity' means the company intended to be regulated by these Articles;

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Charity;

'Delegate' means a delegate appointed to represent a Member Society or an Affiliated Member pursuant to Articles 18 and 19;

'the Directors' means the Directors of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011;

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

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'Member' means any Society admitted to Membership by the Directors;

'Member Society' means the class of Member defined in Article 11;

'Observer Member Societies' means the class of Member defined in Article 11(4);

'Officers' includes the Directors and the Secretary-General (if any);

'President' means the Director for the time being holding the office of President;

'Treasurer' means the Director for the time being holding the office of Treasurer;

‘Secretary-General’ means the Director for the time being holding the office of Secretary-General;

‘the seal’ means the common seal of the Charity if it has one;

‘World Congress’ means the World Congress held by the Charity in 2007 and every four years thereafter;

‘the United Kingdom’ means Great Britain and Northern Ireland; and

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of Members**

3. The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
  - (1) payment of the Charity’s debts and liabilities incurred before he, she or it ceases to be a Member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves

### **Objects**

4. The Charity’s objects (‘Objects’) are to encourage the world-wide advancement of dermatological education, care and sciences by:
  - (a) improving the knowledge, skill and practice of those professionals practising dermatology and other professionals engaged in research into, and teaching about, diseases affecting the skin;
  - (b) improving the care of those suffering from skin diseases and promoting good skin health by protecting and preserving health and relieving those in need in such ways and in such parts of the world as the Directors see fit from time to time; and
  - (c) by publicising advances in dermatological sciences with the aim of stimulating and promoting further research into the same and supporting such research.

## Powers

5. The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:
- (1) to stimulate the co-operation of societies of dermatology and societies interested in all fields of cutaneous medicine and biology throughout the world;
  - (2) to represent dermatology in commissions and international health organisations;
  - (3) to collect, collate and publish information and hold conferences and seminars;
  - (4) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (5) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (6) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
  - (7) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
  - (8) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (9) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (10) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (11) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (12) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
  - (13) to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund-manager; and

- (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (14) to provide indemnity insurance for the Directors or any other officer of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (15) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
- (16) to do all such other lawful things as are necessary for the achievements of the Objects.

### **Application of Income and Property**

- 6. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2)
  - (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - (b) A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Director receiving:
  - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

### **Benefits and Payments to Charity Directors and Connected Persons**

#### **7. (1) General Provisions**

No Director or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to Members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;

- (d) receive any other financial benefit from the Charity;
- (e) unless the payment is permitted by sub-clause (2) of this article or authorised by the court or the prior written consent of the Charity Commission has been obtained.
- (f) In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and Powers Permitting Directors' or Connected Persons' Benefits**

- (2)
  - (a) A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.
  - (b) A Director or connected person may enter into a contract for employment, the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - (c) Subject to sub-clause (3) of this article a Director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or connected person.
  - (d) A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - (e) A Director or connected person may receive rent for premises let by the Director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (f) A Director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

#### **Payment for Supply of Goods Only – Controls**

- (3) The Charity and its Directors may only rely upon the authority provided by sub-clause (2) (c) of this article if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the case may be) and the Director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- (c) The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
  - (f) The reason for their decision is recorded by the Directors in the minute book.
  - (g) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'Charity' includes any company in which the Charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more Directors to the board of the company.
  - (b) 'connected person' includes any person within the definition in article 78 'Interpretation'.

#### **Declaration of Directors' interests**

8. A Director 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 Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

#### **Conflicts of Interests and Conflicts of Loyalties**

9. (1) If a conflict of interests arises for a Director 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 Directors may authorise such a Conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
  - (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests 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 Director or to a connected person.

## Members

10. (1) The Members are those societies who are admitted as Members of the Charity in accordance with Article 11(1).
- (2) The number of Members of the Charity is unlimited.
- (3) Membership is open to societies of dermatology and societies within the field of dermatology who:
- (a) apply to the Charity in the form required by the Directors; and
  - (b) are approved by the Directors.
- (4) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (d) Membership is not transferable.
- (e) No Society will be admitted to membership in the 12 months immediately preceding a World Congress.
- (5) The Directors must keep a register of names and addresses of the Members.



### Classes of Membership

11. (1) The Directors may establish classes of Membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The class of Member Societies shall consist of the national societies of dermatology or societies within the field of dermatology whose application to become a Member Society of the Charity has been accepted by the Directors but excluding any Society whose membership has subsequently terminated for any reason.
- (3) The class of Affiliated Member Societies shall consist of all the international societies of dermatology or societies within the field of dermatology whose application to become an Affiliated Member Society of the Charity has been accepted by the Directors and whose membership has not subsequently terminated for any reason.
- (4) The class of Observer Member Societies shall consist of all the societies within the field of dermatology who are not currently eligible to become a Member Society or an Affiliated Member Society and whose application to become an Observer Member of the Charity has been accepted by the Directors and whose membership has not subsequently terminated for any reason. Observer Member Societies do not have voting rights.
- (5) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (6) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the Members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- (7) The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

### Termination of Membership

12. Membership is terminated if:
  - (1) the Member ceases to exist;
  - (2) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
  - (3) any sum due from the Member to the Charity is not paid in full within six months of it falling due;
  - (4) the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that his or her or its Membership is terminated. A resolution to remove a Member from Membership may only be passed if:

- (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the charity) has been allowed to make representations to the meeting.

### **Membership Fees**

- 13. (1) To cover the expenses of the Charity, each Member shall pay a fee for each calendar year based on the number of paying members it had itself at 30 November in the previous year (provided that a person who is a member of more than one Member Society shall only be counted once for this purpose). The annual membership fee of Members Societies and the annual membership fee for Affiliated Members Societies and Observer Member Societies shall be fixed by the Directors.
- (2) The Members shall be invoiced in January each year for the annual membership fee determined pursuant to Article 13 (1) which shall be payable within thirty days from the date of invoice. No Member that is in arrears with its Membership fees shall be entitled to exercise any of the powers or privileges of Membership.

### **General Meetings**

- 14. The Charity shall hold an Ordinary General Meeting at each World Congress.
- 15. (1) All General Meetings other than Ordinary General Meetings shall be called Extraordinary General Meetings.
- (2) The Directors may call an extraordinary general meeting at any time.

### **Notice of General Meetings**

- 16. (1) The minimum period of notice required to hold a General Meeting of the Charity is ninety clear days.
- (2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting Rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Ordinary General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 29.
- (4) The notice must be given to all the Members and to the Directors and auditors.

17. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### General Meeting Delegates

18. (1) The Member Society in each country or the Member Societies between them (if there are more than one in the country) shall be entitled to nominate the following number of Delegates to represent it or them at general meetings based on the aggregate number of their own dues paying Members:

<u>Number of Members</u>	-	<u>Number of Delegates</u>
100 Members and under	-	1 Delegate
101 to 250 Members	-	2 Delegates
251 to 500 Members	-	3 Delegates
501 to 1000 Members	-	4 Delegates
more than 1000 Members	-	4 Delegates plus an additional Delegate for every additional 1,000 Members

- (2) Subject to (1) above, where there is more than one Member Society in the country, each Member Society shall be entitled to nominate one Delegate provided that:
- (a) if this would cause the maximum number of Delegates for the Member Societies in that country calculated in accordance with (1) above to be exceeded, the Delegates for that country shall be nominated by agreement between the Member Societies in that country;
  - (b) if after each Member Society in a country has nominated a Delegate, the country is entitled to a further Delegate or Delegates, such further Delegate or Delegates shall be nominated by agreement between the Member Societies in the country; and
  - (c) if the Member Societies cannot agree on the nomination of Delegates for the purposes of (a) and (b) above, the Directors shall make the decision and such decision shall be final and binding.
- (3) In calculating the number of Delegates, account shall only be taken of Members in respect of whom the Member Society has paid Membership fees to the Charity for the calendar year in which the relevant general meeting is to take place.

19. Each Affiliated Member Society shall be entitled to name one Delegate to represent it at general meetings.
20. The names and addresses of Delegates must be provided to the Secretary-General at least 60 days prior to a general meeting. Admittance credentials, which are to be presented at the door to the general meeting, will be sent by post or in electronic form to each Delegate prior to the meeting.

21. All the Directors shall be Delegates, ex-officio, and with the right to vote. The votes of the Director Delegates shall be in addition to the votes of the Delegates of the Member and Affiliated Member Societies.
22. At least 30 days prior to a general meeting, a non-Member dermatological organization may nominate a representative to attend as an observer. Approval for attendance will be given by the Directors on a space-available basis. Observers cannot vote but can speak at general meetings with the consent of the President.

### **Business of the Ordinary General Meeting**

23. The Ordinary General Meeting shall be empowered to:
  - (a) elect by secret ballot Directors from the lists of candidates submitted by the Directors in accordance with Articles 43 (3) and (5);
  - (b) choose the location of future World Congresses;
  - (c) approve the President and Secretary–General of each World Congress;
  - (d) approve the regulations for the organization of World Congresses;
  - (e) transact any other business brought to their attention by the Directors or Delegates.

### **Proceedings at General Meetings**

24.
  - (1) No business shall be transacted at any general meeting unless a quorum is present.
  - (2) A quorum is 35 Delegates and/or Members, present in person or by proxy, entitled to vote upon the business to be conducted at the meeting.
  - (3) The authorised representative (as defined in section 323 of the Companies Act 2006) of a Member organisation shall be counted in the quorum.
25.
  - (1) If:
    - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
    - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.
  - (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Delegates and/or Members present in person or by proxy at that time shall constitute the quorum for that meeting.

26.
  - (1) General meetings shall be chaired by the President.
  - (2) If there is no President or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
  - (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
  - (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members or Delegates present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
27.
  - (1) The Members or Delegates present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the Members or Delegates for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
28.
  - (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least two Members or Delegates in person or by proxy and having the right to vote at the meeting; or
    - (c) by a Member or Members or Delegates present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
  - (2)
    - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
    - (b) The result of the vote must be recorded in the minutes of the Charity, but the number or proportion of votes cast need not be recorded.
  - (3)
    - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
    - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
  - (4)
    - (a) A poll must be taken by using voting forms or electronic voting or such other method as the person who is chairing the meeting directs. He or she may

appoint scrutineers (who need not be Members or Delegates) and shall fix a time and place for declaring the results of the poll.

- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (6) If there is an equality of votes, whether on a show of hands or such other method as the person who is chairing the meeting directs, the person chairing the meeting shall have a casting vote in addition or any other vote he or she may have.

### **Content of Proxy Notices**

- 29. (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
  - (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) 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.

- (5) For the avoidance of doubt the proxy shall have the number of votes he/she would have had if the proxy had been nominated by the relevant Member as a Delegate.

### **Delivery of Proxy Notices**

30. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 Charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) 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.
- (4) 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.

### **Written Resolutions**

31. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general Meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible Member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- (3) In the case of a Member that is an organisation, its authorised representative (as defined in section 323 of the Companies Act 2006) may signify its agreement.

### **Votes of Delegates**

32. (1) Subject to Articles 28 (6), and (2) below, every Delegate shall have one vote provided that if not all the Delegates nominated by a Member Society are present at a General Meeting, a Delegate of that Member Society who is present and is so

authorised in writing by the Member Society nominating him or her shall be entitled to exercise the votes of the Delegates of that Member Society who are not present at the General Meeting in addition to his or her own vote. For the avoidance of doubt, any Delegate nominated by agreement between Member Societies or decided upon by the Directors pursuant to Articles 18 (2) (a) shall not be a Delegate nominated by any specific Member Society for the purposes of this Article.

- (2) No Delegate shall be entitled to vote at any General Meeting if the Member Society or Affiliated Member Society which nominated him has not paid all amounts due from it to the Charity.
  - (3) (a) Each Member Society shall be deemed entitled to the same number of votes as the number of Delegates it would be entitled to nominate pursuant to Article 18 (1) if it were the only Member Society in its country; and  
(b) Each Affiliated Member Society shall be deemed entitled to one vote.
33. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
34. (1) Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity pursuant to section 323 of the Companies Act 2006.
- (2) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

35. (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 47.
36. (1) The minimum number of Directors shall be three.
- (2) The maximum number of Directors shall be nineteen of whom ten shall be Regional Directors, five International Directors and three or four ex-officio Directors.
- (3) The ex-officio Directors shall be the immediate past President, the current World Congress President and the immediate past President of the World Congress. In



addition, if the person appointed by the Directors to chair the International Foundation for Dermatology Committee is not already a Director, he or she shall upon appointment become an ex-officio Director.

37. (1) The Directors shall be entitled to re-define the Regions from which the Regional Directors shall come with a view to ensuring that the various regions where Members are located are fairly represented on the Board. The decision of the Directors as to which Region a country belongs for the purpose of appointing Regional Directors shall be final.
  - (2) Until otherwise determined by the Directors, two Regional Directors shall come from Europe, two from the USA and Canada, two from Latin America and the Caribbean, two from Africa and the Near and Middle East and two from the Asian Pacific region.
  - (3) International Directors shall be appointed without regard to the country they come from.
38. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.
39. No Director may serve for more than two terms (in both cases disregarding any term of office as an ex-officio Director). A term for this purpose is a period commencing at the conclusion of one World Congress and terminating at the conclusion of the next World Congress.
40. Each Director shall, by virtue of accepting appointment, submit to the exclusive jurisdiction of the English Courts in respect of all matters arising in connection with the Charity and shall irrevocably waive any objection to proceedings in the English Courts on the grounds that such proceedings have been brought in an inappropriate or inconvenient forum.

#### **Powers of Directors**

41. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

#### **Retirement of Directors**

42. (1) At each General Meeting those Directors who have served for two terms (disregarding any term of office as an ex-officio Director) and any Director appointed for only one term pursuant to Article 43(4) shall retire from office.
- (2) If a Director is required to retire at an ordinary general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the World Congress at which the Ordinary General Meeting is held.

- (3) A Director appointed by a resolution of the other Directors must retire at the next Ordinary General Meeting

### **Appointment of Directors**

43. (1) Vacancies on the Board to be filled at the time of an Ordinary General Meeting shall be filled by those elected by secret ballot of the delegates and/or Members. Each Member Society and Affiliated Member Society shall be requested by the Secretary-General to propose, not later than six months before the General Meeting:
  - (a) if there is a vacancy for an International Director, two individuals from two different countries for each such vacancy;
  - (b) if there is a vacancy for a Regional Director from their region, two persons from such region for each such vacancy of whom, unless there are only two countries in the region concerned, at least one comes from a country other than that of the Member concerned.
- (2) A person may be appointed as a Director even if he or she shall have attained the age of 70 and no Director shall be liable to vacate office by reason of reaching that or any other age.
- (3) Using the candidates proposed by the Members, the Directors will prepare a list containing all the candidates for each Regional Director vacancy and send it to each Member in the region concerned and request them to vote for three candidates on the list if there is one vacancy for the region or six if there are two vacancies. For this purpose, each Member shall be entitled to cast the same number of votes per candidate as the number of Delegates it is entitled to nominate pursuant to Article 18 (1) or Article 19. The three or six (as the case may be) candidates with the highest number of votes will go on the final voting list and the Delegates shall vote on such candidates on the first day of the Ordinary General Meeting and the candidate with the highest number of votes shall be elected to fill the Regional Director vacancy and, if there is second vacancy, the candidate with the second highest number of votes shall be elected to fill such second Regional Director vacancy.
- (4) If at any Ordinary General Meeting two Regional Directors are appointed for a region, the Regional Director appointed with the higher number of votes shall be eligible to serve for a maximum of two terms and the other Regional Director shall serve for only one term.
- (5) Using the candidates proposed by the Members and after taking account of those appointed Regional Directors at the General Meeting concerned and of the need for the Board to be balanced and globally representative, the Directors shall prepare a list of three candidates for each International Director vacancy. The Delegates and/or Members shall vote on the candidates on the second day of the Ordinary General Meeting and the candidate or candidates (if there is more than one vacancy) with the highest number of votes shall be elected to fill the International Director vacancy or vacancies.
- (6) To ensure that there is always a minimum of two International Directors serving for two terms and a minimum of two International Directors serving for one term and

to bring the process for determining lengths of term for International Directors in line with the process for Regional Directors, the Directors may advise that one of more positions for International Director are for one term only. The candidate/s with the highest number of votes shall be elected for the maximum number of terms available to achieve the required balance.

44. (1) The Directors may appoint a person who is willing to act to be a Director to fill any casual vacancy arising from death, resignation or for any other reason, provided that, if the Director being replaced is a Regional Director, his or her replacement shall come from the same region.
- (2) A Director appointed by a resolution of the other Directors must retire at the next General Meeting.
45. All Members who are entitled to receive notice of a General Meeting must be given not less than seven clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
46. The appointment of a Director, whether by the Charity in General Meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

#### **Disqualification and Removal of Directors**

47. A Director shall cease to hold office if he or she:
  - (1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
  - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - (3) ceases to be a member or employee of a Member of the Charity as defined in Article 11;
  - (4) in the written opinion, given to the company, of a registered medical practitioner who is treating the person that he or she has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (6) is absent without the permission of the Directors from all their meetings held within a period of 12 consecutive months and the Directors resolve that his or her office be vacated.

#### **Remuneration of Directors**

48. The Directors must not be paid any remuneration unless it is authorised by article 7.

## Proceedings of Directors

49. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Meetings of the Directors will be held at the beginning and the end of each World Congress and otherwise as required.
- (3) The President or any two Directors may in addition convene an emergency meeting of the Directors. Emergency meetings may be held at any place, and at any time designated in the notice calling the meeting, or by mail, telephone, fax or email. In order to be effective, decisions taken at any such emergency meeting must be ratified by a majority of the Directors within 15 days.
- (4) A meeting, including an emergency meeting, may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
50. (1) The President shall chair the meetings of the Directors.
- (2) If the President is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.
51. (1) Notice of all meetings of Directors shall be given at least 30 days prior thereto by written notice delivered personally or by mail or electronic communication to each Director. Such notice shall state the place, day and hour of the meeting, and the known items of business to be discussed. 30 days' notice of an emergency meeting of the Directors shall not be required. All Directors must be notified of any emergency meeting.
- (2) Questions arising at a meeting shall be decided by a majority of votes.
- (3) In the case of an equality of votes, the President or Director who is chairing the meeting shall have a second or casting vote.
- (4) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- (5) The quorum shall be 5 Directors, or such larger number as may be decided from time to time by the Directors.
- (6) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

52. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
53. (1) A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
- (3) All or any of the Directors may participate in a meeting of the Board by means of conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and will be counted in a quorum accordingly. Such meeting shall be deemed to take place at the location where the President or other Director chairing the meeting is located at the time.
54. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
55. (1) Subject to Article 55(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- (d) the vote of that Director; and
  - (e) that Director being counted in the quorum;
- the decision has been made by a majority of the Directors voting at a quorate meeting.
- (2) Article 55 (1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 55 (1), the resolution would have been void, or if the Director has not complied with Article 54.

## Delegation

56. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors, but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) Each committee shall be chaired by a Director and the acts and proceedings of any committees shall be reported as soon as practicable to the Directors.
- (4) Persons who are not Directors may be appointed to serve on any committee provided that the majority of the Members of each committee shall be Directors.
- (5) Unless or until otherwise resolved by the Directors, the Directors shall appoint a standing Executive Committee which shall consist of the President, the Secretary-General and the Treasurer, the President of the next World Congress, and at least two other Directors. Save as otherwise determined by the Directors, the Executive Committee shall be responsible for the day to day management of the Charity. The establishment of the Executive Committee shall not relieve the Directors or any of them of any responsibility imposed on them by law or under these Articles.
- (6) In addition to the Executive Committee, the Directors shall, appoint such Standing Committees as they think fit.
- (7) A Director shall chair each such Standing Committee and the President shall be a Member ex-officio. All Standing Committee Members shall be appointed by, and can be removed by, the Directors.
- (8) The President shall have the power to appoint and dismiss ad-hoc committees as necessary to assist him or her to carry out the objects of the Charity.
- (9) The President shall have the power to appoint and dismiss task forces to assist him or her with specific tasks. Task forces shall be dissolved on completion of their specific task.
- (10) The Directors may revoke or alter a delegation.
- (11) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

## Validity of Directors' Decisions

57. (1) Subject to article 57 (2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Article 57 (1) does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 57 (1), the resolution would have been void, or if the Director has not complied with article 8.

#### **Associate Directors**

58. The Directors shall be entitled to appoint up to a maximum of seven persons Associate Directors. Any such person shall not by virtue of his appointment be deemed to have become a Director of the Charity for any of the purposes of these Articles or the Companies Acts, or a charity trustee for the purposes of the Charities Acts. Associate Directors shall give the Board such advice and assistance and perform such other duties as the Board may request but shall not have any of the powers or be subject to any of the duties of a Director. Associate Directors shall be entitled to attend and speak at meetings of the Board but shall not be entitled to vote thereat. The appointment of all Associate Directors shall terminate automatically at the end of the next World Congress immediately following their appointment. Any Associate Director whose appointment is so terminated shall be eligible for re-appointment provided that no person shall be appointed to serve as an Associate Director for more than three terms. An Associate Director may be removed from office at any time by the Directors.

#### **Honorary Directors**

59. Each President and Secretary-General of the Charity and each President and Secretary-General of the World Congress shall on ceasing to hold office as a Director be appointed an Honorary Director of the Charity. Honorary Directors shall not be entitled to attend or vote at meetings of the Board. Honorary Directors shall not be a Director for the purposes of these Articles or the Companies Acts and shall not be charity trustees for the purposes of the Charities Acts.

#### **Administrative Officers of the Charity**

60. (1) The Administrative Officers of the Charity shall be the President, the Secretary-General and the Treasurer.
- (2) The candidates for the Administrative Officers shall be nominated by a Director at

the first meeting of the Directors following the election of Directors at each World Congress. The Administrative Officers shall be elected by the Directors from their own number.

- (3) The election shall be by secret ballot at the relevant meeting of the Directors. A majority vote by those voting at the relevant meeting will be necessary for election to office. If there are more than two candidates for any office and no absolute majority is obtained on the first ballot, a second ballot will be conducted among the top two candidates (including ties) and subsequent ballots, if necessary, will be conducted in the same manner.
- (4) Duties and terms of office of the Administrative Officers will begin at the end of the World Congress at which they are elected and continue until the closing of the following World Congress or until their successors are chosen.
- (5) If the President or the Treasurer fails or is unwilling, to perform the functions of their office, these functions will be temporarily assumed by the Secretary-General. If the Secretary-General fails or is unwilling to perform the functions of that office, the functions will be temporarily assumed by the President. A new President, Secretary-General or Treasurer (as the case may be) shall be elected by the Directors within 180 days of receiving notice of such failure or unwillingness to serve or within such further period as the Directors may determine.
- (6) Any Administrative Officer may be removed from office at any time by a majority of two thirds of the Directors.

### **The President**

61. The President, who shall also be the President of the Charity, shall chair all meetings of the Directors and the Executive Committee and all General Meetings. The President shall be an ex-officio Member of all committees of the Directors. The President shall perform all duties and exercise all powers which are by custom and incidental to the office of President or the position of Chairman and such other duties as may be determined by the Directors.

### **The Secretary-General**

62. The Secretary-General shall be responsible for keeping minutes of all meetings of the Directors, the Executive Committee, and all General Meetings. The Secretary-General shall see that all notices are duly given in accordance with law and these Articles and shall serve on committees in accordance with the Articles. The Secretary-General or another person designated the Directors, shall be the custodian of all records relating to the Directors and the Charity and shall keep a register of the Members of the Charity. The Secretary-General shall notify persons of their election to office and their appointment to committees and shall generally perform all duties and exercise all powers which are by law or custom incidental to the office of Secretary-General and such other duties as may be determined by the Directors.

### **The Treasurer**

63. The Treasurer shall be the principal accounting and financial officer of the Charity and shall be responsible for maintenance of adequate books of account for the Charity as required by the Act. The Treasurer or a person appointed by the Directors shall be responsible for



the receipt and disbursement of all funds of the Charity, will recommend the Membership fees to be paid by Members and will generally perform all the duties and exercise all powers which are by custom incidental to the office of Treasurer and such other duties and powers which may be determined by the Directors.

### **Minutes**

64. The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
  - (2) proceedings at meetings of the Charity;
  - (3) Meetings of the Directors and committees of Directors including:
    - (a) the names of the Directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Accounts**

65. (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Companies Acts.

### **Annual Report and Return and Register of Charities**

66. (1) The Directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) Transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission to the Commission
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **Means of Communication to be Used**

67. (1) Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

- (2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
68. Any notice to be given to or by any person pursuant to the Articles:
- (1) must be in writing; or
  - (2) must be given in electronic form.
69. (1) The Charity may give any notice to a Member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - (c) by leaving it at the address of the Member; or
  - (d) by giving it in electronic form to the Member's address; or
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- (2) A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
70. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
71. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

## **Indemnity**

72. The Charity shall indemnify every Director or other officer or auditor of the Charity against

any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## Rules

73. (1) The Directors may from time to time make such reasonable and proper rules, bye-laws or guidelines as they may deem necessary or expedient for the proper conduct and management of the Charity, including (but without prejudice to the generality of the foregoing) rules and guidelines for the organisation and operation of the World Congress and the Committees of the Board.
- (2) The rules, bye-laws or guidelines may regulate the following matters but are not restricted to them:
- (a) the admission of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - (b) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers (if any);
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules, bye-laws or guidelines.
- (4) The Directors must adopt such means as they think sufficient to bring the rules, bye-laws or guidelines to the notice of Members of the Charity.
- (5) The rules, bye-laws or guidelines shall be binding on all Members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## Language

74. The language of the Charity shall be English, and all General Meetings and all meetings of the Directors shall be conducted in English and all the records of the Charity shall be kept in English.

## Disputes

75. If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity under these 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

76. (1) The Members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities, charitable organisations or organisations with charitable purposes for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the Members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
  - (b) By transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities or charitable organisations or organisations with charitable purposes for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity (except to a Member that is itself a Charity, charitable organisation or organisation with charitable purposes) and if no resolution in accordance with article 76(2) is passed by the Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

## Amendments to Articles

77. Subject to the requirements of the Commission, these Articles of Association may be altered in Accordance with the Companies Acts by special resolution.

## Interpretation

78. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 57 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Director;
- (2) the spouse or civil partner of the Director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled:
  - (a) by the Director or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause 4 (a), when taken together
- (5) a body corporate in which:
  - (a) the Director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

END