

Company Number: 02695596

The Companies Act 1985

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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ARTICLES  
OF ASSOCIATION

INDEPENDENT DOCTORS FEDERATION

Incorporated on 10<sup>TH</sup> MARCH 1992

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A01	*AB44IPE2*	16/05/2022	#18
		COMPANIES HOUSE	
A13		24/05/2022	#78
		COMPANIES HOUSE	
A13	*AB3RUNUX*	11/05/2022	#74
		COMPANIES HOUSE	

25/5/22 16 (F16.5)

## **THE COMPANIES ACT 1985**

### **PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

#### **ARTICLES OF ASSOCIATION OF**

#### **INDEPENDENT DOCTORS FEDERATION**

##### **1. PRELIMINARY**

- 1.1. The model articles of association for private companies limited by shares contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or *modified hereby* and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2. In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3. Model Articles 7(2), 17(2), 17(3), 19(4), 19(5), 23(4), 23(5) do not apply to the Company.
- 1.4. The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5. In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

##### **2. DEFINED TERMS**

- 2.1. Model Article 1 shall be varied by the inclusion of the following definitions:

"Managing Director" means the Managing Director of the Company as determined under the rules contained within the Handbook;

"Handbook" means the handbook referred to at Article 12.

##### **3. OBJECTS**

- 3.1. The objects for which the Company is established are:
  - 3.1.1. to provide a forum for members of the medical profession, wholly or partly engaged in private practice, for the exchange of information and discussion on topics of mutual interest;
  - 3.1.2. to represent the interests of members of the medical profession, wholly or partly engaged in private practice, and to express the views of all those so engaged to governments and other official and unofficial bodies in the United Kingdom and all parts of the world;

- 3.1.3. to institute, promote, support or oppose legislative or other measures and to take all such steps as may seem prudent for altering and improving any existing laws or customs relating to private medical practice;
- 3.1.4. to cultivate and obtain reciprocal relations with kindred associations in all or any other countries of the world for the exchange of information necessary and proper for the furtherance of the objects of the Company;
- 3.1.5. to conduct or sponsor (either alone or in conjunction with any other person or body) investigations, enquiries or research into any matters affecting private medical practice and, where possible, to collect and circulate statistics and other information relating thereto;
- 3.1.6. to approve, conduct, hold and promote or assist in the conduct, holding or promotion of conferences and seminars relating to topics concerning private medical practice;
- 3.1.7. to provide a meeting place and bring members together that they may, by co-operation and mutual interchange of ideas, advance the interests of the members;
- 3.1.8. to receive subscriptions or donations from members and subscribers in furtherance of all or any of the objects and to provide for the expenses of the Company;
- 3.1.9. to represent the view of the members and to research and report on matters of interest and concern to members;
- 3.1.10. to compile and maintain a database of members; and
- 3.1.11. to do all such things as may be appropriate, ancillary or incidental to, or necessary or desirable in connection with, all or any of the objects mentioned in the foregoing sub-paragraphs.

#### **4. POWERS**

- 4.1. The Company shall have the following powers:
  - 4.1.1. to purchase, take on, lease, exchange, hire or otherwise acquire real or personal property and all or any corresponding rights or privileges and to construct, maintain and alter buildings or erections;
  - 4.1.2. to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
  - 4.1.3. to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects reasonably deemed necessary to the furtherance of the objects of the Company and to apply for registration of any and all registerable intellectual property rights and licences;
  - 4.1.4. to borrow or raise money on such terms and on such security as may be thought fit and with such consents as are required by law;
  - 4.1.5. to take and accept any gift of money, property or other assets whether subject to any special trust or not to the extent that such taking and acceptance shall

not be in contravention of any anti-bribery legislation including but not limited to the Bribery Act 2010 or any relevant amending and/or subsequent legislation;

- 4.1.6. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.1.7. to invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 4.1.8. to make any donations in cash or assets, to establish or support, or aid in the establishment or support of, and to lend money (with or without security) to or for any charitable associations or institutions;
- 4.1.9. to undertake and execute charitable trusts;
- 4.1.10. to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 4.1.11. to amalgamate with any companies, institutions, societies or associations to the extent that such amalgamation is consistent with the objects of the Company and subject to the approval of not less than 51% of those members who offer a vote on the proposal;
- 4.1.12. to pay out of the funds of the Company the costs, charges and expenses incurred in and incidental to the formation and registration of the Company; and
- 4.1.13. to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

## **5. APPLICATION OF INCOME AND PROPERTY**

- 5.1. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members. Provided that nothing herein shall prevent any payment in good faith:
  - 5.1.1. of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;
  - 5.1.2. of interest on money lent by a member at a rate per annum not exceeding two percentage points above the base rate for the time being of the Company's clearing bankers or 3% whichever is the greater;
  - 5.1.3. to any member of reasonable out-of-pocket expenses; and
  - 5.1.4. of reasonable and proper rent for premises demised or let by any members of the Company or any member of its Executive Committee.

## 6. DIRECTORS

The number of directors shall be not less than two and not more than four unless otherwise determined by ordinary resolution.

## 7. CHAIRING OF DIRECTORS MEETINGS

Model Article 12(1) shall be amended by substituting "may" with the word "shall".

## 8. DIRECTORS' EXPENSES

Model Article 20 shall be amended by the addition of the word "or" at the end of paragraph (a), the deletion of the comma and the word "or" and the insertion of a full stop at the end of paragraph (b) and the deletion of paragraph (c).

## 9. QUORUM FOR GENERAL MEETINGS

At the end of Model Article 24 there shall be added "Fifteen qualifying persons present in person or by proxy shall be a quorum."

## 10. ADMINISTRATIVE ARRANGEMENTS

10.1. Model Article 34(2) shall be amended by the deletion of the words "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" and the substitution of the following "will be sent or supplied by means determined by the Managing Director." Model Article 34(2) shall be read accordingly.

10.2. Model Article 34(3) shall be deleted and substituted by the following "Notices or documents sent to a director are deemed to have been received within 48 hours of being sent."

## 11. WINDING-UP AND DISSOLUTION

11.1. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within five years after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding one pound (£1).

11.2. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or distributed among the members of the Company and any former members of the Company whose membership has ceased within five years before the date of such winding up or dissolution (**Former Members**). Any such payment or distribution shall be made in such proportions as represent a reasonable relationship to (i) each member's or Former Member's contribution to the property and assets of the Company; and (ii) the relative benefits of membership enjoyed by each such member and Former Member, in each case during the period of their membership.

## 12. HANDBOOK

The directors may establish rules governing matters relating to the administration of the Company that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the

terms of these Articles and any provision of in the Handbook, the terms of these Articles shall prevail.