

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE (NO. 15519255) AND NOT HAVING A SHARE CAPITAL

Articles of Association of
THE SOCIETY FOR ACADEMIC PRIMARY CARE
(SAPC)

DRAFT

(Version 2.0 dated 11/06/2024)

1. GENERAL

1.1 In these Presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
Act	The Companies Act 2006
Applicant	An individual applying to become a Member of the Society
Article	A clause or section of the Articles of Association
Articles	The Society's Articles of Association
Brand Manual	A document which explains how the Society's brand should be presented
Chair	The Chair as appointed under Article 13
Code	The Society's Code of Practice as amended, varied or superseded from time to time by the Executive Committee
Committee	The Executive Committee for the time being of the Society
Director	A Director of the Society as registered on Companies House
Electronic Form	A document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or by any other means while in an electronic form (for example sending a disc by post)
Elected Representative	An individual elected to the Executive Committee
General Meeting	The Society's Annual or Extraordinary General Meeting
Member	An individual who pays a subscription fee to the Society
Membership	A collective term for a group of Members
Month	A calendar month
Office	The registered office of the Society
Register of Members	A database of Members
Society	The above-named Society
Secretary	The administrative and Society Secretary function of the Society as appointed by the Committee
Statutes	The Companies Act 2006, and every other Act for the time being in force concerning joint stock companies and affecting the Society
These Presents	These Articles of Association, and the regulations of the Society from time to time in force
Treasurer	The Treasurer (if any) appointed under Article 13
United Kingdom	Great Britain including Northern Ireland and the Isle of Man and the Channel Islands
Vice Chair	The Vice-Chair (if any) appointed under Article 13
Writing	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise
Year	A calendar year

1.2 Any words importing the singular number only shall include the plural number, and vice versa.

1.3 Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Presents.

1.4 The provisions of section 113 and 114 of the Act shall be observed by the Society, and every Member of the Society shall be sent a communication confirming their Membership of the Society and their details shall be entered into the Register of Members.

2. ASSET LOCKⁱ

2.1 The Society shall not transfer any of its assets other than for full consideration.

2.2 Provided the conditions in Article 2.3 are satisfied, Article 2.1 shall not apply to:

- a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

2.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Articles of the Society if:

- a) the Society is wound up under the Insolvency Act 1986; and
- b) all its liabilities have been satisfied; and
- c) any residual assets shall be given or transferred to the asset-locked body specified in Article 23.1.

3. NOT FOR PROFIT

3.1 The Society is not established or conducted for private gain, any surplus or assets are used principally for the benefit of the Membership.

3.2 Any profits of the Society are used to further the objects of the Society and not paid to Members as dividends.

4. OBJECTSⁱⁱ

4.1 The objects of the Society are to carry on activities which benefit the community and in particular (without limitation) to promote excellence in primary care research and education for the furtherance of clinical practice and service provision to the benefit of patients and the public.

5. POWERS

5.1 To further its objects the Society may do all such lawful things as may further the Society's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

6. LIABILITY OF MEMBERSⁱⁱⁱ

6.1 The liability of each Member is limited to £1, being the amount that each Member undertakes

to contribute to the assets of the Society in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- 6.1.1 payment of the Society's debts and liabilities contracted before they cease to be a Member;
- 6.1.2 payment of the costs, charges and expenses of winding up; and
- 6.1.3 adjustment of the rights of the contributories among themselves.

6.2 The Society is established for the objects expressed in Article 4.1.

7. MEMBERSHIP

7.1 The Society must maintain a Register of Members.

7.2 Membership shall be open to any Applicant substantially engaged in academic primary care. The Applicant will be involved in teaching or research in the field of primary care.

7.3 The Committee may refuse an application for Membership if they consider that it would be in the best interests of the Society to do so or the applicant falls within one of the categories set out in Article 7.8. The applicant must be provided with reasons for the refusal in Writing and must be given the opportunity to respond in Writing to the decision. The Committee shall consider any such Written response and shall inform the applicant in Writing of their decision, which shall be final.

7.4 All Members shall agree to abide by the Code which shall be agreed from time to time by the Committee. Should the Code be amended by the Committee it will supersede any previous Code and becoming binding on Members.

7.5 The Committee may establish different classes of Members and set out their respective rights and obligations. The rights of a class of Members may only be varied if the Members of that class consent to the variation in accordance with the Companies Act.

7.6 Display of the Society logo or any implication of Membership shall be limited to the Member only and the right to so display or imply Membership may not be transferred to any other party as a result of any agreement or commercial arrangement.

7.7 Other logos that the Society may introduce from time to time may be used by Members but only in strict accordance with the Brand Manual.

7.8 A person shall cease to be a Member if:

- a) the Member resigns their Membership by notice in Writing to the Society;
- b) in the case of an individual, they die;
- c) the Member does not pay their subscription or any sum due to the Society within three months of becoming due and payable;
- d) the Member is removed by a resolution of the Committee or by an ordinary resolution of the Members that is in the best interests of the Society that their Membership is terminated provided that such a resolution may only be passed if:
 - i. the Member has been given at least 21 days' notice in Writing of the meeting of the Committee or Members at which the resolution will be proposed and the reasons

- ii. why it is to be proposed; and the Member, or at the option of the relevant Member, their representative (who need not be a Member) has been allowed to make representations to the meeting.

7.9 Any Member may resign from the Society by giving three calendar months' notice in writing to the Secretary, but the Member shall be bound to discharge all liabilities and obligations to the Society due, up to expiry of the said period of notice. The Society's logos must not be used after a Member has withdrawn from Membership.

8. DISCIPLINARY PROCEDURES AND MEMBER DISPUTES

8.1 The Society will consider, and if appropriate investigate, all alleged breaches of the Articles and/or the Code in accordance with the procedure laid down in the Code.

8.2 Where Member disputes are referred to the Society under the Code, the Committee will seek to resolve any such disputes in accordance with the Code.

8.3 The Society reserves the right to charge a fee for any dispute resolution procedures entered into under the Code, such fee being notified to the parties as soon as possible after the referral or other commencement of the dispute resolution procedure and being payable by the parties prior to the mediation and/or Committee meeting as appropriate.

9. SUBSCRIPTIONS

9.1 All Members shall pay an annual subscription at rates from time to time determined by the Committee and different rates may apply to different Membership categories. Subscriptions are due on date of application and are due for renewal annually.

9.2 The payment of the whole of, or part of, the annual subscription shall confirm the Member's acceptance of these Articles and the Code.

9.3 The Committee may, from time to time, introduce a joining fee for new Members, the amount of such a fee being determined by the Committee as it sees fit and it shall fall due for payment immediately upon joining.

10. GENERAL MEETINGS

10.1 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place (including for the avoidance of doubt, by means of an electronic facility) as may be determined by the Committee and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than eighteen months after the holding of the last preceding Annual General Meeting.

10.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10.3 The Committee may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened by the Chair(s) or Secretary upon the written request of not less than twenty full Members. This Article shall be without prejudice to Section 303 of the Act.

10.4 Twenty one days' notice in writing at the least of every Annual General Meeting and of every

meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place (including for the avoidance of doubt, use of an electronic facility), the day and the hour of meeting, and the general nature of the business, shall be given in manner hereinafter mentioned to such persons as are under these Presents or under the Act entitled to receive such notices from the Society; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

- 10.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Chair(s) and/or other Members of the Committee, the election of Members of the Committee.
- 11.2 A Member is able to exercise the right to vote at a General Meeting when:
- 11.2.1 that Member is able to vote, during the meeting, on resolution put to the vote at the meeting;
 - 11.2.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 11.3 The Committee may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it (including for the avoidance of doubt, by using an electronic facility).
- 11.4 In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 11.5 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 11.6 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided nine Members including the Chair shall form a quorum.
- 11.7 If within thirty minutes from the time appointed for the holding of a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine.
- 11.8 The Chair of the Society shall preside as Chair at every General Meeting, but if they shall be

unwilling or knowingly absent they may chose a Member to preside as Chair, or if at any meeting they are unknowingly absent or shall not be present within fifteen minutes after the time appointed for holding the same, the Vice Chair shall preside or if there shall be no Vice Chair appointed or they are absent or unwilling such person shall preside as the Members present shall choose.

- 11.9 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 11.10 If at any General Meeting it appears to the Chair that an electronic facility has become inadequate for the purposes of holding, or allowing any Member to vote and speak at, a General Meeting, then the Chair may, without having to seek the consent of the meeting given that this may not be practicable in the circumstances, exercise their rights to manage the meeting to pause, interrupt or adjourn the General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid. The provisions of Article 11.10 (other than in relation to consent) shall apply to that adjournment.
- 11.11 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least five Members in attendance having the right to vote or by proxy, or by a Member or Members in attendance or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 11.12 Subject to the provisions of Article 11.11 if a poll be demanded in manner aforesaid, it shall be taken immediately or at such time and place and in such manner as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.13 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 11.14 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 11.15 Subject to the provisions of the Statutes a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.
- 11.16 Members may attend general Committee and working group meetings and (where entitled)

vote by their duly authorised representatives. No formal notification to the Society shall be required of the person authorised to represent any Member and a person attending any such meeting and holding himself out as representing any Member shall be assumed to be an authorised representative unless the contrary be shown.

12. VOTES OF MEMBERS

- 12.1 On a vote on a resolution on a show of hands at a meeting every Member present (in person or proxy) and entitled to vote shall have a maximum of one vote.
- 12.2 On a vote on a resolution on a poll at a meeting every Member present (in person or proxy) and entitled to vote shall have a maximum of one vote.
- 12.3 Subject as hereinafter provided, only Members shall be entitled to vote at General Meetings and each full Member shall be entitled to one vote. In the event of an equality of votes the Chair(s) shall have a casting vote.
- 12.4 Save as herein expressly provided, no Member other than a full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of full Membership, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
- 12.5 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing.
- 12.6 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than seven working days before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than seven working days before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.
- 12.7 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"The Society for Academic Primary Care, "I, '

"of ' "a full Member of

' "hereby appoint ' "of '

"and failing them, '

"of '

"to vote for me and on my behalf at the [Annual or Extraordinary, ' "or

Adjourned, as the case may be] General Meeting of the '

"Society to be held on the day of ' "and at every adjournment thereof. "As

witness my hand this day of xx."

13. COMMITTEE

- 13.1 The management of the Society shall be vested in the Committee which shall consist of the Chair, Vice Chair (if any), Treasurer and no more than ten Elected Representatives.
- 13.2 The Chair, Vice Chair (if any), Treasurer and each Elected Representative shall be individuals who are Members of the Society.
- 13.3 The Secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit and any Secretary so appointed may be removed by it, provided that no Member of the Committee may occupy the salaried post of Secretary.
- 13.4 The election of the Chair, Vice Chair (subject to nominations being received), Treasurer and the Elected Representatives shall take place at the Annual General Meeting of the Society.
- 13.5 The Chair, Vice Chair (if any), Treasurer and each Elected Representative shall hold office from the time of their appointment for a period of three years and are eligible for re-election subject to a maximum term in office of twenty-one years.
- 13.6 Successful Elected Representatives for Membership of the Committee shall assume office at the close of the Annual General Meeting, immediately following the election in which they were successful.
- 13.7 Unless the Committee otherwise determine, the serving Vice Chair (if any) shall be the sole nomination for the office of Chair to replace the outgoing Chair and such nomination shall be deemed to have been made and received and such nominee duly elected at the relevant Annual General Meeting.
- 13.8 Nominations of full Members willing to serve as Vice Chair or as Treasurer or, if there is no serving Vice Chair or if the Committee determines that the provisions of Article 12.2 shall not apply, as Chair, or as a Committee Member may be put forward in writing by the Committee or by full Members of the Society and must be lodged with the Secretary not less than 30 days prior to the date fixed for the Annual General Meeting or any adjournment thereof.
- 13.9 Where there are two or more nominations or persons eligible for election as a Committee Member the election shall be decided by a secret vote of those present in person or by proxy unless a poll is demanded. The notification of all nominees will be advised to Members in accordance with the requirements of Article 10.4.
- 13.10 In addition, the Committee can appoint co-opted persons and observers, who may or may not be Members of the Society. The Committee may co-opt such persons for a period of three years. Co-opted persons and observers are eligible to be re-appointed subject to a maximum term of twenty-one years.

14. POWERS OF THE COMMITTEE

- 14.1 The business of the Society shall be managed by the Committee who shall be the only body empowered to make executive decisions and who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by Statutes or by these Presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Presents, to the provisions of the Statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting. But no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- 14.2 The Members for the time being of the Committee may act notwithstanding any vacancy in their body.

15. PROCEEDINGS OF THE COMMITTEE

- 15.1 At meetings of the Committee nine Members shall form a quorum.
- 15.2 It shall be the duty of the Chair(s) to call and take the chair at Committee meetings or if they are absent or unwilling to preside then the provisions of Article 11.9 shall apply.
- 15.3 One meeting of the Committee shall be called in each financial year with such further meetings as the Members of the Committee consider necessary to conduct the business of the Society. A meeting shall in any case be called upon written request to the Secretary by not less than five Members of the Committee. The Secretary shall issue five days' notice in advance of each meeting together with an agenda of the business to be conducted but with the approval of the Members of the Committee, meetings may be held on shorter notice.
- 15.4 The Chair(s) may invite any person considered appropriate to any meeting of the Committee for the purpose of obtaining specialist advice or otherwise furthering the interest of the Society.
- 15.5 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair(s) shall have a second or casting vote.
- 15.6 The Committee may delegate any of their powers to working groups consisting of such Member or Members of the Society as they think fit, and any working group so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such working group shall be governed by the provisions of these Presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.
- 15.7 All acts bona fide done by any meeting of the Committee, or by any person acting as a Member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the

Committee.

- 15.8 The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Society and of the Committee and of working groups of the Committee and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chair(s) of such meeting, or by the Chair(s) of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 15.9 A resolution circulated by post or email and which receives within 14 days of the date of posting or transmission written approval from a simple majority of the Members for the time being of the Committee or of any Committee of the Committee who are entitled to receive notice of a meeting of the Committee of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such Committee duly convened and constituted. The Chair(s) shall have a casting vote. The accidental non-receipt of the postal or email resolution by any Member of the Committee will not invalidate the vote.

16. DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- 16.1 The office of a Member of the Committee shall be vacated if the Member:
- 16.1.1 becomes bankrupt or makes any arrangement or composition with their creditors generally; or
 - 16.1.2 becomes prohibited from being a Member of the Committee by reason of any disqualification order made under the Act; or
 - 16.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 16.1.4 die, or
 - 16.1.5 resigns their office by notice in writing to the Secretary; or
 - 16.1.6 is directly or indirectly interested in any contract with the Society and fails to declare the nature of their interest in manner required by Section 175 of the Act, or
 - 16.1.7 ceases to be a Member.

17. DIRECTORS

- 17.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 17.1.1 by ordinary resolution; or
 - 17.1.2 by a notice of their appointment given in accordance with Article 17.2.
- 17.2 The Committee (by a majority vote) may by notice in writing signed on behalf of the Committee at any time appoint any person who is willing to act, and is permitted by law to do so, to be a Director (either to fill a vacancy or as an additional Director) or remove any Director from office (no matter how they were appointed). The appointment or removal takes effect immediately on the date specified in the notice.
- 17.3 The Committee shall exercise its powers under Article 17.2 in accordance with the Director's Role and Responsibilities Policy.
- 17.4 Unless otherwise determined by the Committee, the number of Directors shall be at least three

and not more than five.

17.5 Typically, the Chair, Vice Chair and Treasurer will be registered as Directors.

18. EXPENSES

18.1 Officers and Members of the Committee, working groups and persons authorised by the Committee shall be entitled to be reimbursed all out-of-pocket expenses properly incurred and accounted for in discharging their duties.

19. ACCOUNTS

19.1 The Committee shall cause accounting records to be kept in accordance with the requirement of the Statutes.

19.2 The books of account shall be kept at the Office, or, subject to the provisions of the Statutes, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Committee.

19.3 The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members of the Society, and no Member shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Committee or by the Society in General Meeting.

19.4 The Committee shall from time to time in accordance with Sections 423 to 425 (inclusive) of the Act, cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

19.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Society, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

20. AUDIT

20.1 In accordance with the provisions of the Statutes once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

20.2 Auditors shall be appointed by the Annual General Meeting at a remuneration to be decided by the Committee and their duties regulated in accordance with the provisions of the Statutes, the Members of the Committee being treated as the Directors mentioned in those provisions.

21. NOTICES

21.1 A notice may be served by the Society upon any Member, either personally or by sending it

through the post in a prepaid letter or by sending it in Electronic Form, addressed to such Member at his registered address as appearing in the register of Members.

- 21.2 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time have given the Society an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.
- 21.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
- 21.4 Any notice, if served by Electronic Form, shall be deemed to have been served one hour after the notice was sent, and in proving such service it shall be sufficient to prove that the notice was properly addressed and forwarded to the Member.

22. DISSOLUTION

- 22.1 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some charitable or other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object determined as aforesaid.

23. INDEMNIFICATION

- 23.1 Members of the Committee of the Society and the Secretary shall be indemnified out of the funds and properties of the Society from and against all proceedings, losses, costs, damages and expenses which may be incurred or paid in relation to their respective, existing or former offices, duties and trusts, provided that in carrying out those offices, duties or trusts, the losses, damages or expenses were not as a consequence of gross negligence or the dishonesty or wilful commission of any act known by that person to be a breach of duty or breach of trust.

24. GOVERNING LAW

- 24.1 The Articles of Association of the Society for Academic Primary Care shall be governed by English Law.

ⁱ See [Part 6] of the Regulator's information and guidance notes. Inclusion of the provisions contained in Article 3.1 to 3.3 is mandatory, reflecting sub-paragraphs (1) to (3) of paragraph 1 of Schedule 1 to the Regulations.

ⁱⁱ On the specification of the company's objects, see [Part 5] of the Regulator's information and guidance notes.

ⁱⁱⁱ On limited liability, see [Part 3] of the Regulator's information and guidance notes. On guarantees generally see [Chapter 3.2] of the Regulator's information and guidance notes.