

The Companies Acts 1862 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Royal College of Midwives

Incorporated on 15 November 1889

Bates Wells & Braithwaite London LLP
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INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The RCM is a membership organisation the objects of which are to promote and advance the art and science of midwifery and to promote the effectiveness and protect the interests of its members.

3. Powers

To further its objects the RCM may carry on any lawful activity including the activities of a trade union.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits and RCM Board Member remuneration

- 4.1 The income and property of the RCM must be applied only to promote the objects of the RCM set out in these Articles, and no part may be paid or transferred directly or indirectly to the members of the RCM, or to any of them except for the payment in good faith of remuneration to any officer or employee, or member of the RCM, in return for any services given to the RCM and of reasonable travelling and other out of pocket expenses incurred in carrying out the duties of any officer or employee or member of the RCM.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the RCM in the event of its being wound up while the member is a member or within one year after the member ceases to be a member, for:

- 5.1 payment of the RCM's debts and liabilities contracted before the member ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity and Insurance

- 6.1 Without prejudice to any indemnity to which an RCM Board member may otherwise be entitled, every RCM Board member of the RCM shall be indemnified out of the assets of the RCM in relation to any liability incurred in that capacity but only to the extent permitted by the Companies Acts; and every other officer and member of the RCM may be indemnified out of the assets of the RCM in relation to any liability incurred in that capacity, but only to the extent permitted by the Companies Acts.
- 6.2 The RCM Board may decide to purchase and maintain insurance, at the expense of the RCM, for the benefit of any relevant person in respect of any relevant loss.
- 6.3 In Article 6.2:
 - 6.3.1 A "relevant person" means any RCM Board member or former RCM Board member or an associated company, any other officer of the RCM and any member of the RCM;
 - 6.3.2 A "relevant loss" means any loss or liability which has been or may be incurred by a relevant person in connection with that person's duties or powers in relation to the RCM, any associated company or any pension fund or employees' share scheme of the RCM or associated company; and
 - 6.3.3 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

RCM BOARD

RCM BOARD'S POWERS AND RESPONSIBILITIES

7. RCM Board's general authority

Subject to the Articles, the RCM Board is responsible for the management of the RCM's business, for which purpose it may exercise all the powers of the RCM.

8. Members' reserve power

- 8.1 The members may, by special resolution, direct the RCM Board to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the RCM Board has done before the passing of the resolution.

9. Chair and Deputy Chair

A Chair and Deputy Chair of the RCM Board shall be appointed by the RCM Board from among its members in accordance with the Rules.

10. Rules

- 10.1 The RCM Board may make and, from time to time, add to and alter Rules for the organisation and conduct of the RCM Board; for the election of RCM Board members; for determining the categories of membership of the RCM, the criteria for assigning members to each category of membership and the rights, responsibilities, entitlements and benefits of members in each category of membership; and for any other matter.
- 10.2 Rules made by the RCM Board must not be inconsistent with these Articles or amount to an alteration of these Articles which could only be made by special resolution.

11. RCM Board may delegate

- 11.1 Subject to the Articles, the RCM Board may delegate any of its powers or functions to such person or committee:
 - 11.1.1 by such means;
 - 11.1.2 to such an extent;
 - 11.1.3 in relation to such matters or territories; and
 - 11.1.4 on such terms and conditions;as it thinks fit.
- 11.2 The RCM Board may authorise further delegation of the relevant powers or functions by any person or committee to whom they are delegated.
- 11.3 The RCM Board may revoke any delegation in whole or part, or alter its terms and conditions.
- 11.4 The RCM Board may by power of attorney or otherwise appoint any person to be the agent of the RCM for such purposes and on such conditions as it determines.

11.5 Only members of a committee who are RCM Board members may vote when exercising powers delegated to the committee by the RCM Board.

11.6 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the RCM Board so far as they apply and are not superseded by any Rules made by the RCM Board.

12. National structures for members

The RCM Board may form structures for members wherever it operates and may make Rules concerning such structures.

DECISION-MAKING BY RCM BOARD

13. Power to regulate RCM Board's proceedings

Subject to the Articles, the RCM Board may conduct its business and regulate its proceedings as it thinks fit.

14. The quorum for meetings of the RCM Board shall be two or such other number as the RCM Board may specify in the Rules.

15. RCM Board to take decisions collectively

15.1 Any decision of the RCM Board must be either:

15.1.1 by decision of a majority of the RCM Board members present and entitled to vote at a quorate RCM Board meeting; or

15.1.2 a decision taken in accordance with Article 17.

15.2 If the votes are equal on a decision under Article 15.1, the Chair of the meeting shall have a second vote.

16. Participation in RCM Board meetings

16.1 Subject to the Articles, RCM Board members participate in an RCM Board meeting, or part of an RCM Board meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether RCM Board members are participating in an RCM Board meeting, it is irrelevant where any RCM Board member is or how they communicate with each other.

16.3 If all the RCM Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17. Unanimous decisions without a meeting

17.1 A decision is taken in accordance with this Article when all of the eligible RCM Board members indicate to each other by any means that they share a common view on a matter.

17.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each eligible RCM Board member or to which each eligible RCM Board member has otherwise indicated agreement in Writing.

17.3 References in this Article to eligible RCM Board members are to RCM Board members who would have been entitled to vote on the matter had it been proposed as a resolution at an RCM Board meeting.

18. Conflicts of interest

The RCM Board members shall comply with the procedures for dealing with conflicts of interest as set out in the Rules.

19. Validity of RCM Board member actions

All acts done by a person acting as an RCM Board member shall, even if afterwards discovered that there was a defect in the person's appointment or that the person was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be an RCM Board member.

APPOINTMENT, RETIREMENT AND REMOVAL OF RCM BOARD MEMBERS

20. Appointment and retirement under Rules

The RCM Board members shall be elected and shall retire in accordance with the Rules.

21. Disqualification, resignation and removal of RCM Board members

An RCM Board member shall cease to hold office if that member:

21.1 ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

21.2 is the subject of a bankruptcy order or an order in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

21.3 makes a composition with the member's creditors generally in satisfaction of the member's debts;

21.4 is the subject of a written opinion to the RCM from a registered medical practitioner who is treating that person stating that the person has become

physically or mentally incapable of acting as a company director and may remain so for more than three months;

- 21.5 is the subject of a court order made by reason of that person's mental health, which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 21.6 resigns by notice in writing to the RCM;
- 21.7 is, for more than six consecutive months, absent from meetings of the RCM Board held during that period without permission of the RCM Board and the RCM Board resolves that the member be removed from office;
- 21.8 is expelled from office for breach of the Code of Conduct in accordance with the Rules;
- 21.9 ceases to be a Midwife; or
- 21.10 at a general meeting of the RCM, a resolution is passed that the member be removed from office, provided the member's views have been invited and the meeting has considered the matter in the light of such views.

22. Suspension of RCM Board members

If an allegation is made against an RCM Board member in relation to the member's professional conduct or competence, or if an RCM Board member is suspended as a Midwife, that person may be suspended from attending and voting at meetings of the RCM Board until the allegation has been resolved or until re-instatement as a Midwife, as the case may be.

GENERAL SECRETARY / CHIEF EXECUTIVE OFFICER

- 23. The RCM shall have a chief executive officer who shall be the general secretary of the RCM.
- 24. The chief executive officer / general secretary shall be appointed by the RCM Board for such term, at such remuneration, and upon such conditions as the RCM Board may think fit. Any chief executive officer / general secretary so appointed may be removed by the RCM Board.
- 25. The functions of the chief executive officer / general secretary, which include management of the RCM, shall be set out in the Rules.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. Eligibility

Subject to conditions which the RCM Board may from time-to-time determine, membership of the RCM is open to all midwives and such other persons not

being Midwives who the RCM Board is satisfied have an interest or involvement in the care of childbearing women and the newborn.

27. Applications

27.1 Any person satisfying the conditions for membership as determined by the RCM Board and whose application is approved by the RCM shall be admitted as a member of the RCM with effect from the date of receipt of the application by the RCM.

27.2 Applications for membership must be delivered to the RCM in the prescribed form with the appropriate subscription

28. Membership Categories

The RCM Board shall determine and may vary:

28.1 categories of membership;

28.2 criteria for assigning members to each category of membership; and

28.3 the rights, responsibilities, entitlements and benefits of members in each category of membership;

29. Register of Members

The names of the members of the RCM shall be entered in the register of members.

30. Termination of membership

A member of the RCM shall cease to be a member immediately:

(a) on receipt by the RCM of the member's written resignation; or

(b) if the member ceases to satisfy the conditions determined by the RCM Board for membership of the RCM; or

(c) if the RCM Board resolves to terminate the member's membership because it considers there are reasonable grounds for so doing (but only after giving the member at least 14 days' notice of the proposed resolution and after considering any written representations which the member concerned puts forward).

31. Subscriptions

The level of subscriptions for members of the RCM and arrangements for payment shall be determined by the RCM Board.

GENERAL MEETINGS

32. Calling General meetings

- 32.1 The RCM Board may call a general meeting at any time.
- 32.2 The RCM Board must call a general meeting if required to do so by the members under the Companies Acts.

33. Length of notice

All general meetings must be called by either:

- 33.1 at least 14 Clear Days' notice; or
- 33.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

34. Contents of notice

- 34.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 34.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 34.3 In every notice calling a meeting of the RCM there must appear with reasonable prominence a statement informing the members of their rights to appoint proxies at a meeting of the RCM.
- 34.4 If the RCM gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

35. Service of notice

Notice of general meetings must be given to every member entitled to vote on the resolutions proposed to be put to the relevant meeting, to the RCM Board members and to the auditors of the RCM.

36. Quorum for general meetings

No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present. The quorum shall be fifty persons entitled to vote on the business to be transacted (each being a member or a proxy for a member).

37. Chairing general meetings

37.1 The Chair (if any) or in the Chair's absence some other RCM Board member nominated by the RCM Board shall chair general meetings.

37.2 If neither the Chair nor any RCM Board member nominated in accordance with Article 37.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the RCM Board members present shall elect one of their number to chair the meeting and, if there is only one RCM Board member present and willing to act, that person shall chair the meeting.

37.3 If no RCM Board member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the eligible members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article.

38. Adjournment

38.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.1.1 the meeting consents to an adjournment; or

38.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.2 The chair of the meeting must adjourn a general meeting at which a quorum is present if directed to do so by the meeting.

38.3 When adjourning a general meeting, the chair of the meeting must:

38.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the RCM Board; and

38.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

38.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the RCM must give at least 7 Clear Days' notice of it:

38.4.1 to the same persons to whom notice of the RCM's general meetings is required to be given; and

38.4.2 containing the same information which such notice is required to contain.

- 38.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

39. Voting

- 39.1 References in these Articles to eligible members are references to members entitled to vote on the resolution before the members in accordance with the Rules.

- 39.2 A member shall have no vote on any resolution unless authorised by the Rules.

- 39.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the Articles.

- 39.4 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

39.4.1 has or has not been passed; or

39.4.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting is also conclusive evidence of that fact without such proof.

40. Votes

Votes on a show of hands

- 40.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

40.1.1 each eligible member present in person; and

40.1.2 (subject to Article 45.2) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, that person is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 40.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

40.2.1 every eligible member present in person; and

40.2.2 every eligible member present by proxy (subject to Article 45.2).

Chair's casting vote

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

41. Errors and disputes

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

42. Polls

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the general meeting where it is to be put to the vote; or

42.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

42.2 A poll may be demanded by the chair of the meeting or five or more eligible members present in person or by proxy.

42.3 A demand for a poll may be withdrawn if:

42.3.1 the poll has not yet been taken; and

42.3.2 the chair of the meeting consents to the withdrawal.

43. Procedure on a poll

43.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

43.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

43.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

43.4 No poll may be demanded on the election of a chair of a meeting or on any question of adjournment.

43.5 Polls must be taken within 30 days of being demanded.

- 43.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 43.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 43.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

44. Proxies

Power to appoint

- 44.1 A member is entitled to appoint another person as the member's proxy to exercise all or any of the member's rights to attend and speak and vote at a meeting of the RCM. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 44.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

44.2.1 states the name and address of the member appointing the proxy;

44.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

44.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the RCM Board may determine;

44.2.4 is delivered to the RCM in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

- 44.3 The RCM may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

- 44.4 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.

- 44.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

44.5.1 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

44.5.2 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.

45. **Delivery of Proxy Notices**

45.1 The Proxy Notification Address in relation to any general meeting is:

45.1.1 the registered office of the RCM; or

45.1.2 any other Address or Addresses specified by the RCM as an Address at which the RCM or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.

Attendance

45.2 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 RCM by or on behalf of the relevant member. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

45.3 Subject to Articles 45.4 and 45.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

45.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

45.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

45.5.1 received in accordance with Article 45.3; or

45.5.2 given to the chair, Secretary (if any) or any RCM Board member at the meeting at which the poll was demanded.

Interpretation

45.6 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 45.

Revocation

45.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

45.8 A notice revoking the appointment of a proxy only takes effect if it is received before:

45.8.1 the start of the meeting or adjourned meeting to which it relates; or

45.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

45.9 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.

46. Amendments to resolutions

46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

46.1.1 notice of the proposed amendment is given to the RCM in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

46.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

47. Attendance at general meetings by non-members

The chair of a general meeting may permit non-members to attend and speak, but not vote, at the meeting.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

48. Communications by the RCM

Methods of communication

48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the RCM under the Articles or the Companies Acts 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 the RCM, including without limitation:

48.1.1 in Hard Copy Form;

48.1.2 in Electronic Form; or

48.1.3 by making it available on a website.

48.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

48.3 Subject to the Articles, any notice or Document to be sent or supplied to an RCM Board member in connection with the taking of decisions by the RCM Board may also be sent or supplied by the means which that RCM Board member has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

48.4 A member present in person or by proxy at a meeting of the RCM shall be deemed to have received notice of the meeting and the purposes for which it was called.

48.5 Where any Document or information is sent or supplied by the RCM to the members:

48.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

48.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

48.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

48.6 Subject to the Companies Acts, an RCM Board member or any other person may agree with the RCM that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

48.7 Where any Document or information has been sent or supplied by the RCM by Electronic Means and the RCM receives notice that the message is undeliverable:

48.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the RCM, the RCM is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the RCM's register of members, but may in its discretion choose to do so;

48.7.2 in all other cases, the RCM shall send a Hard Copy of the Document or information to the member's postal address as shown in the RCM's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

48.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

48.8 Copies of the RCM's annual accounts and reports need not be sent to a person for whom the RCM does not have a current Address.

48.9 Notices of general meetings need not be sent to a member who does not register an Address with the RCM, or who registers only a postal address outside the United Kingdom, or to a member for whom the RCM does not have a current Address.

49. Communications to the RCM

The provisions of the Companies Acts shall apply to communications to the RCM.

50. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in

any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

51. Minutes

The RCM Board must cause minutes to be made:

- 51.1 of all resolutions of the RCM and of the RCM Board (including, without limitation, decisions of the RCM Board made without a meeting); and
- 51.2 of all proceedings at meetings of the RCM and of the RCM Board and of committees including the names of the RCM Board members present at each such meeting;

and any such minute, if purported to be signed (or, in the case of minutes of RCM Board meetings, signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

52. Records and accounts

- 52.1 The RCM Board shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

52.1.1 annual reports;

52.1.2 annual returns; and

52.1.3 annual statements of account.

- 52.2 The accounting records of the RCM must always be open to inspection by the officers of the RCM and, subject to any reasonable conditions which may from time to time be imposed by the RCM in general meeting, by members of the RCM at all reasonable times during business hours.

- 52.3 The RCM shall send a copy of its annual accounts and reports to every member of the RCM by the date on which the RCM delivers its accounts and reports to the Registrar of Companies. Copies need not be sent to any person for whom the RCM does not have an Address.

53. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

- 54. If any property remains after the RCM has been wound up and the debts and liabilities have been satisfied it shall not be paid to or distributed among the members of the RCM, but will be given to some other institution or institutions

with objects similar to the objects of the RCM, to be decided by the members of the RCM at or before the winding up and otherwise by the RCM Board at the time of winding up.

SCHEDULE
INTERPRETATION

1. Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	“Articles”	means the RCM’s articles of association;
1.3	“Chair”	has the meaning given in Article 9
1.4	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	“Clear Days”	in relation to the period of a notice, that 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;
1.6	“Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the RCM;
1.7	“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.8	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.9	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.10	“Midwife”	A midwife whose name appears on the midwives part of the register maintained by the Nursing and Midwifery Council or any other statutory body appointed in the UK for the examination and registration of midwives or who is eligible to apply for registration by

- virtue of holding a midwifery qualification awarded by a statutory body in the United Kingdom;
- 1.11 **“Nurse”** means a person whose name appears on any part of the register (other than that part for midwives) maintained by the Nursing and Midwifery Council;
- 1.12 **“the Nursing and Midwifery Council”** means the Nursing and Midwifery Council established under (or such other body succeeding to its functions under) The Nurses and Midwives Order 2001 or any amending or subsequent legislation;
- 1.13 **“professional practice”** means any practice for which registration as a midwife and/or nurse is required;
- 1.14 **“Proxy Notice”** has the meaning given in Article 44;
- 1.15 **“Proxy Notification Address”** has the meaning given in Article 45;
- 1.16 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.17 **“RCM”** means The Royal College of Midwives;
- 1.18 **“RCM Board”** Means the board of company directors of the RCM;
- 1.19 **“RCM Board member”** means a company director of the RCM, and includes any person occupying the position of company director, by whatever name called;
- 1.20 **“Rules”** means rules of the RCM made by the RCM Board in accordance with these Articles.
- 1.21 **“Writing”** means 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.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the RCM.