



The Society of Radiographers

Memorandum of Association

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The Companies Act 1985

**Company limited by guarantee and
not having a share capital**

Memorandum of Association

of

The Society of Radiographers Limited

1 Company name

The Company's name is The Society of Radiographers Limited (the "**Society**").

2 Registered office

The Society's registered office is to be situated in England.

3 Objects

3.1 The objects for which the Society is established (the "**Objects**") are:

- (a) to promote and develop for the public benefit the science and practice of radiography and radiotherapeutic technology and allied subjects;
- (b) to promote study and research work in radiography and radiotherapeutic technology and allied subjects and to publish the results of all such study and research;
- (c) to further public education therein;
- (d) to protect the honour and interest of persons engaged in the practice of radiography and radiotherapeutic technology and allied subjects including the regulation of relations between such persons and employers or employers' associations;
- (e) to further the objects set out in section 72 of the Trade Union and Labour Relations (Consolidation) Act 1992 including any statutory modification or re-enactment thereof for the time being in force as set out in Appendix 7 of the Handbook; and
- (f) to further all such objects which a trade union may lawfully pursue in accordance with statute.

3.2 For the purpose of furthering the Objects but not further or otherwise the Society shall have the following powers:

- (a) to improve the training education and professional standards of persons engaged in the practice of radiography, radiotherapeutic technology and allied subjects;
- (b) to provide for the delivery of lectures, the holding of classes and examinations, the establishment of scholarships and the granting of prizes, diplomas and certificates of radiography, radiotherapeutic technology and

allied subjects and to make institute and establish grants awards or other benefactions in connection with study and research work therein;

- (c) to establish and maintain libraries and museums and to promote, organise and conduct exhibitions of apparatus, plant and processes connected with the science and practice of radiography, radiotherapeutic technology and allied subjects;
- (d) to print, publish, sell, lend and distribute a Journal and such other papers, communications, works or treatises as may be necessary or desirable to promote the Objects;
- (e) to establish, undertake, superintend, administer and contribute to any charitable fund in connection with or for the benefit of persons engaged in the science and practice of radiography, radiotherapeutic technology and allied subjects and of their dependants;
- (f) to establish, maintain and contribute to schemes, funds and trusts to provide pensions, gratuities and bonuses to and for employees and ex-employees of the Society and their dependants (including any employee or ex-employee who is also a Member) but so that no such benefits as aforesaid shall be paid directly or indirectly to any member of the UK Council;
- (g) to promote and carry out the objects of the Society in affiliation, partnership or association to or with any other charitable society or association not formed for profit and having objects similar to the Objects and to enter into joint ventures with such societies or associations;
- (h) to enter into any contract or agreement;
- (i) to open and operate bank accounts and bank facilities;
- (j) to establish, support or acquire subsidiary companies;
- (k) to borrow any moneys required for the purposes of the Society and to give security for the repayment thereof (including entering into derivative arrangements relating to such borrowing);
- (l) to purchase, lease, hire or otherwise acquire any real or personal property and to construct, alter and maintain any buildings;
- (m) subject to all such consents as are by law required to sell, lease, dispose of or otherwise deal with the property of the Society as may be deemed expedient with a view to the promotion of the Objects;
- (n) to make grants or loans of money and to give guarantees;
- (o) to deposit or invest the funds of the Society not immediately required for its purposes in any manner;
- (p) to insure the property of the Society and arrange insurance cover for its employees, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (q) to provide indemnity insurance to cover the liability of any of the members of the UK Council or any of the trustees of the College of Radiographers;

- (r) to arrange for investments or other property of the Society to be held in the name of a nominee;
- (s) to undertake and execute any trusts the undertaking whereof may be deemed conducive to the promotion of the Objects;
- (t) to do all such other lawful things as are necessary for the attainment of the Objects or any of them;

provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or any other relevant person the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law. In case the Society shall take or hold any property that may be subject to any trusts, the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.

4 The income and property of the Society shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society provided that nothing herein shall prevent:

- 4.1 the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Society or to any Member of the Society in return for any services actually rendered to the Society;
- 4.2 the payment to any Member of any annuity or bonus in accordance with sub-clause 3.2(f) of this Memorandum of Association;
- 4.3 the receipt by any Member of the Journal or any other publication of the Society or any other benefit conferred on Members from time to time by the Society in return for the payment of subscriptions;
- 4.4 the payment of interest at a reasonable rate on money lent to the Society by any Member;
- 4.5 the payment of reasonable and proper rent for the premises demised or let by any member to the Society; and

provided further that no member of the UK Council shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other direct or indirect benefit in money or money's worth ("**Benefit**") shall be given by the Society to any member of the UK Council except:

- 4.6 repayment of out of pocket expenses
- 4.7 reasonable and proper premiums in respect of indemnity insurance;
- 4.8 any Benefit provided to a member of the UK Council in his or her capacity as a Member of the Society;
- 4.9 and payment (in money or money's worth) to a company in which a member of the UK Council holds less than a 1 % shareholding;
- 4.10 interest at a reasonable rate in respect of money lent to the Society;
- 4.11 reasonable and proper rent for premises demised or let to the Society;; and
- 4.12 in respect of goods or services provided in accordance with clause 5.

- 5 Any member of the UK Council may enter into a written contract with the Society to supply goods and services to the Society in return for a Benefit, but only if:
- 5.1 the goods and services are actually required by the Society
 - 5.2 the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services supplied;
 - 5.3 the member of the UK Council has declared his interest in accordance with the Articles of Association and has complied with the procedures set out in the Articles in relation to conflicts of interest.
 - 5.4 no more than half of the UK Council are subject to or affected by such a contract in any financial year; and
 - 5.5 the services are not services supplied by the member of the UK Council either in his capacity as a UK Council Member or employee of the Society.
- 6 The liability of the Members is limited.
- 7 Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.00.
- 8 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 other charitable institution or institutions not formed or carrying on business for profit, having objects similar to the Objects, 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 the aforesaid provision then to some charitable object.
- 9 True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Society in books of account which shall be kept at the registered office of the Society or at such other place or places as the Society think fit and; subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules of the Society for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts shall be examined and the correctness of the statement and balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association.

Names and addresses of subscribers

Archibald Douglas Reid, MRCS, LRCP, 30 Welbeck Street, London W1, Consulting Radiologist

Robert Knox, 38 Harley Street, London SW1, Consulting Radiologist

C H Wordingham, 7 Victoria Street, Westminster, London SW1, Consulting Engineer

A A Campbell Swinton, 66 Victoria Street, Westminster, London, SW1, Engineer,

R Mullineux Walmsley, D Sc , Principal of the Northampton Polytechnic Institute, 280 St John Street, London EC1,

H Turner, FR M S , 21 Vera Road, Fulham, London SW, Radiographer, Middlesex Hospital,
George F Westlake, Ass I E E , 93 Clarendon Road, Putney, Superintendent Electrical Department,
Cancer Hospital, Fulham Road

Dated: 19 July 1920

Witness to the above signatures

Signature of witness

Name P E Rowel I