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## The British Journal of Surgery Society Ltd

### SPECIAL RESOLUTION

At the Annual General Meeting of the British Journal of Surgery Society Limited held on Wednesday 7<sup>th</sup> May 2003 at 6.00pm at Manchester International Convention Centre the following special resolution was passed:

"THAT the Memorandum and Articles of Association, a print of which is signed for identification purposes by the Chairman and attached hitherto, be and are adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company."

R.C. Smith

Chairman

Date: 7<sup>th</sup> May 2003



*12/12/2011*

**THE COMPANIES ACT 1948 to 1967 1985 AND 1989**

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

**MEMORANDUM OF ASSOCIATION**

**of**

**THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED**

- 1 The name of the Company (hereinafter called "the Society") is THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED.
- 2 The registered office of the Society will be situate in England.
- 3 The objects for which the Society is established are to advance and improve education in surgery and to diffuse knowledge of new and improved methods of teaching and practising surgery in all its branches and in furtherance of the foregoing objects but not further or otherwise the Society shall have the following powers:-
  - 3.1 To promote the foregoing objects by publishing, collaborating in, assisting in or procuring the publication of a journal called "The British Journal of Surgery" or any journal or periodical of a nature which will further the principal object of the Society.
  - 3.2 To further the principal object of the Society, by promoting and assisting in the dissemination of knowledge of surgery by means of lectures, demonstrations, pamphlets and other publications.
  - 3.3 To take over the whole or any part of the property and assets (whether real or personal) of, and to undertake all or any of the liabilities of, the unincorporated society known as The British Journal of Surgery Society.
  - 3.4 Subject to obtaining any consents or licences required by law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Society.
  - 3.5 To construct, maintain, and alter any houses, buildings, or works necessary for the purposes of the Society.
  - 3.6 To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Society.
  - 3.7 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions, or otherwise.
  - 3.8 To print and publish any newspapers, periodicals, books or leaflets that the Society may think necessary for the promotion of its objects.

of such property in the same manner and to the same extent as they would as such Council of Management or governing body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

- 4 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 members of the Society and no member of its Council of Management or governing body shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society Provided that nothing herein shall prevent any payment in good faith by the Society

4.1 of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council of Management or governing body) for any services rendered to the Society;

4.2 ~~of interest at a rate not exceeding six per cent. per annum, or on~~ money lent or reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or governing body at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Council of Management or 3% whichever is the greater;

4.3 to any member of its Council of Management or governing body of out-of-pocket expenses;

4.4 to a company of which a member of the Council of Management or governing body may be a member holding not more than one hundredth part of the capital of such company.

- 5 The liability of the members is limited.

- 6 Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound-up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society 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 contributories among themselves, such amount as may be required not exceeding £25.

- 7 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, 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 under or by virtue of Clause 4 hereof, 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.

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

*Rec. Smith.*

**THE COMPANIES ACTS 1948 TO 1967 1985 AND 1989**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

of

**THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED**

**INTERPRETATION**

1. In these Articles:-

"The Act" means the Companies Act 1948<sup>1</sup>1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means these Articles of Association of the Society.

"the Byelaws" means the byelaws of the Society.

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"The Council" means the Council of Management of the Society to be constituted pursuant to these Articles.

"Table C" means Table C in the First Schedule to the Act.

"the Society" means The British Journal of Surgery Society Limited.

"the Memorandum" means the Memorandum of Association of the Society

"poll" means a vote of members effected in writing under which each member may approve or reject a proposed resolution by so indicating on a ballot paper.

"Privileged Bodies" means the Association of Surgeons of Great Britain and Ireland, the Society for Academic and Research Surgeons<sup>1</sup>~~Surgical Research Society~~, the Association of Surgeons of The Netherlands and the Joint Meeting of the Surgical Colleges in the British Isles representing the Royal College of Surgeons of England, the Royal College of Surgeons of Edinburgh, the Royal College of Physicians and Surgeons of Glasgow and the Royal College of Surgeons in Ireland<sup>2</sup> and any other body that becomes a privileged body by a special resolution of the Society.<sup>3</sup>

<sup>1</sup> The Society for Academic and Research Surgeons was formerly known as The Surgical Research Society

<sup>2</sup> Note - February 1999: The Joint Meeting of the Surgical Colleges etc is now referred to and known as The Senate of the Royal Colleges of Surgeons.

<sup>3</sup> The underlined-italicised wording was added pursuant to a Special Resolution passed on 24<sup>th</sup> May 2000.

"the seal" means the common seal of the Society if it has one.

"Secretary" means any person appointed to perform the duties of the secretary of the Society.

"the United Kingdom" means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender.

The singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act

## **PRELIMINARY OBJECTS**

~~2. Articles 2 and 3 and the first two sentences in article 32 of Table C shall not apply to the Society but the Articles hereinafter contained and the remaining articles of Table C (subject to the modifications hereinafter expressed) shall constitute the Articles of the Society and references in Table C to "these articles" shall be construed as references to the Articles of Association of the Company whether contained in Table C or in these Articles.~~

~~3. The words "the Company", "the Directors" and "Director" wherever they occur in Table C shall be deleted and replaced respectively by "the Society" "the Members of the Council" and "Member of the Council".~~

4.2. The Society is established for the purposes objects expressed in the Memorandum.

## **MEMBERSHIP**

5.3. The maximum number of members with which the Society proposes to be registered is ~~twenty-one~~ hundred but the Council may from time to time register an increase of members.

6.4. Only a person who is a qualified person shall be eligible for membership of the Society.

7.5. A qualified person shall be a person under the age of 65 who shall be either (a) a person who holds a recognised medical qualification or degree and specialises in surgery in any of its aspects or, (b) a person proposed for membership by one of the Privileged Bodies.

6. The Council may invite any qualified person to be a member of the Society.

8.7. Any qualified person desiring to be elected as a member of the Society shall deposit with the Secretary a form of application in such form as shall from time to time be laid down by the Council signed by him and also either by two existing members of the Society acting respectively as his sponsor and seconder or in the case of a person proposed for membership by one of the Privileged Bodies by the ~~Chairman~~ or duly authorised officer of that Privileged Body PROVIDED THAT no Privileged Body shall propose a person for membership whilst any other member originally proposed for membership by that Privileged Body is and remains a member.

9.8. All applications for membership of the Society shall be considered for acceptance by the Council. No person shall be admitted as a member of the Society unless first approved by the Council who shall have full discretion without assigning any reason whether or not to admit any person to membership of the Society and in the case of any application so accepted the Secretary shall

thereupon enter the name of the applicant in the books of the Society and upon such entry the applicant shall become a member accordingly. ~~The Council shall not, and shall not be obliged to, give any reasons for rejecting an application for membership.~~

- ~~10.9.~~ Any member of the Society who shall desire to retire shall give notice of such desire in writing to the Secretary who shall thereupon remove the name of such member from the list of members and such member shall thereupon cease to be a member of the Society. A member on attaining the age of 65 shall automatically be deemed to have given the Secretary due notice of his desire to retire and shall cease to be a member accordingly.
- ~~10.~~ A member who becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs shall automatically be deemed to have given the Secretary due notice of his desire to retire and shall cease to be a member accordingly.
11. No right or privilege of any member shall be in any way transferable or transmissible ~~but and~~ all such rights and privileges shall cease upon the member ceasing to be such whether by death, retirement or otherwise.
12. The Council shall have power to determine the membership of any member of the Society and, upon a resolution to this effect being passed by the Council, the Secretary shall remove the name of such member from the list of members and such member shall thereupon cease to be a member of the Society.

#### **GENERAL MEETINGS**

- ~~13.~~ The Society shall in each year hold an annual general meeting each year at its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next:- Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Members of the Council shall appoint.
- ~~14.~~ All general meetings other than annual general meetings shall be called extraordinary general meetings.
- ~~15.~~ The Members of the Council may, whenever they think fit, convene an extraordinary general meeting and, on the requisition of members pursuant to the provisions of section 368 of the Act, If there are not within the United Kingdom sufficient Members of the Council to call a general meeting, any Member of the Council or any two members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Members of the Council.

#### **NOTICE OF GENERAL MEETINGS**

- ~~14.16.~~ An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. All other extraordinary general meetings shall be called by at least fourteen clear days' notice in writing but a general meeting may be called by shorter notice if it is so agreed:

1. in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote; and
2. in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than ninety-five percent of the total voting rights at the meeting of all the members.
17. The notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.
18. The notice shall be given to all the members of the Society and to the Members of the Council and auditors.
19. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Members of the Council and auditors, the election of Members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall constitute a quorum.
22. If at any annual general meeting or extraordinary general meeting within half an hour from the time appointed for the meeting a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened upon 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 to such other day and at such other time and place as the Members of the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
23. The chairman, if any, of the board of Members of the Council shall preside as chairman at every general meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council present shall elect one of their number to be chairman of the meeting.
24. If at any meeting no Member of the Council is willing to act as chairman or if no Member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
25. The chairman 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 properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of

an original meeting. When a meeting is adjourned for less than thirty days, reasonable notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- a. by the chairman; or
  - b. by at least three members having the right to vote at the meeting present in person or by proxy; or
  - c. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
27. Unless a poll is duly demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.
28. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
29. Except as provided in Article 31, if a poll is duly demanded it shall be taken in such manner as the chairman directs and he may appoint scrutineers (who need not be members) and if the chairman considers it necessary he will fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
31. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman at the meeting directs not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
32. 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. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
33. Subject to the provisions of the Act 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same

had been passed at a general meeting of the Society duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members.

## **VOTES OF MEMBERS**

34. Subject to Article 30 every member shall have one vote.

A member may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person any such receiver, curator bonis or other person may, on a poll, vote by proxy.

35. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.

36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

37. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

38. Any organisation which is a member of the Society may by resolution of the Members of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Society.

39. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a, either under seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

40. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Limited.

I/We \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above  
named Society, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him  
of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the

annual or extraordinary, as the case may be general meeting of the Society to be held on the day of 2019 , and at any adjournment thereof.

Signed this day of 2019 ."

41. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"Limited.

I/We of , being a member/members of the above named Society, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the annual or extraordinary, as the case may be general meeting of the Society to be held on the day of 2019 , and at any adjournment thereof.

Signed this day of 2019 ."

This form is to be used \* in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.

42. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **COUNCIL OF MANAGEMENT**

43. The number of the Members of the Council and the names of the first Members of the Council shall be determined in writing by the subscribers of the memorandum of association or a majority of them who shall be deemed to have been appointed under the Articles. Future Members of the Council shall be appointed as provided subsequently in the Articles..

- ~~43.~~44. The Council of Management shall, unless otherwise determined by the Society in General Meeting be subject to a maximum of 20 Members.

45. A Member of the Council must be a member of the Society.

46. Each of the Privileged Bodies shall be entitled by notice in writing to the Secretary to nominate one member of the Society originally proposed for membership of the Society by that Privileged Body as a Member of the Council and any person so nominated shall thereupon become a Member of the Council. A person so nominated shall not be subject to the provisions of a Articles 4939 and 5040 of Table C. A Privileged Body may at any time and from time to time by notice in writing to the Secretary remove from office and replace any Member of the Council so nominated by that Privileged Body. Any vacancy on the Council occurring by reason of the exercise by a

Privileged Body of its power under this Article to remove from office a Member of the Council or by the retirement or removal from office (other than under the powers contained in this Article) of any Member of the Council originally nominated by a Privileged Body shall not be filled by either the Council or the Society and ~~a~~Articles 5343, 5545 and 5747 of Table C shall be modified accordingly.

- ~~15.47.~~ No person shall be eligible for membership of the Council if he is over 65 and if a Member of the Council attains the age of 65 he shall forthwith retire.

#### **EXPENSES OF MEMBERS OF THE COUNCIL**

- ~~48.~~ ~~The remuneration of the Members of the Council shall from time to time be determined by the Society in general meeting. Such remuneration shall be deemed to accrue from day to day. The Members of the Council shall also may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at attending and returning from meetings of the Members of the Council or any committee of the Members of the Council or general meetings of the Society or in connection with the discharge of their duties business of the Society but shall otherwise be paid no remuneration. The reasonableness of any claims for expenses shall be determined by the chairman of the Council.~~

#### **POWERS AND DUTIES OF MEMBERS OF THE COUNCIL**

- ~~49.~~ Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution the business of the Society shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Society, and may exercise all the powers of the Society. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
- ~~50.~~ In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under the Articles the Council shall have the following powers, namely:
- ~~1.~~ to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
  - ~~2.~~ to enter into contracts on behalf of the Society.
- ~~51.~~ The Members of the Council may from time to time and at any time by power of attorney appoint any Society, firm or person or body of persons, whether nominated directly or indirectly by the Members of the Council, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Members of the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Members of the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

52. The Members of the Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

#### **ROTATION-APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL**

53. At the first annual general meeting of the Society all the Members of the Council shall retire from office, and at the annual general meeting in every subsequent year one-third of the Members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
54. The Members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
55. Subject to the provisions of Articles 43 and 59 and of any Byelaws made by the Society from time to time a retiring Member of the Council shall be eligible for re-election.
56. The Society at the meeting at which a Member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Council shall have been put to the meeting and lost.
57. No person other than a Member of the Council retiring at the meeting shall unless recommended by the Members of the Council be eligible for election to the office of Member of the Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election stating the particulars which would, if he were so elected, to be required to be included in the Society's register of Members of the Council, together with a notice in writing signed by that person of his willingness to be elected.
58. Subject to Article 40 the Society may from time to time by ordinary resolution appoint a person who is willing to act to be a Member of the Council either to fill a vacancy or as an additional Member of Council, and may also determine the rotation in which any additional Members of Council are to retire.
59. The Members of the Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members of the Council, but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with the Articles. Any Member of the Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Members of the Council who are to retire by rotation at such meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
60. The Society may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act, remove any Member of the Council before the expiration of his

period of office notwithstanding anything in these Articles or in any agreement between the Society and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him and the Society.

61. The Society may by ordinary resolution appoint another person in place of a Member of the Council removed from office under the immediately preceding article. Without prejudice to the powers of the Members of the Council under Article 55 the Society in general meeting may appoint any person to be a Member of the Council either to fill a casual vacancy or as an additional Member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Council on the day on which the Member of the Council in whose place he is appointed was last elected a Member of the Council.

#### **MEMBERS OF COUNCIL'S APPOINTMENTS**

62. Except to the extent permitted by Clause 4 of the Memorandum, no Member of the Council shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Member of the Council in any other contract to which the Society is a party.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

63. A Member of the Council shall cease to hold office if he:
1. without the consent of the Society in general meeting holds any office of profit under the Society; or
  2. becomes bankrupt, insolvent or makes any arrangement or composition with his creditor; or
  3. ceases to be a Member of the Council by virtue of any provision in the Act or of the Articles or is disqualified from acting as a Member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment thereof for the time being in force); or
  4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
  5. resigns his office by notice in writing to the Society; or
  6. is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolves that his office be vacated; or
  7. is the subject of a custodial sentence imposed by a court in the United Kingdom in respect of any criminal act or omission unless the Council determines otherwise; or
  8. is a Member of the Council by virtue of his membership of a Privileged Body and such membership ceases; or
  9. ceases to be a member of the Society.

A Member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

## PROCEEDINGS OF THE COUNCIL

64. Subject to the provisions of the Articles the Members of the Council may meet together for the despatch 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 the case of an equality of votes the chairman shall have a second or casting vote. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time call a meeting of the Members of the Council. It shall not be necessary to give notice of a meeting of Members of the Council to any Member of the Council for the time being absent from the United Kingdom.

65. The quorum necessary for the transaction of the business of the Members of the Council may be fixed by the Members of the Council, but shall not be less than one-third of their number or two Members of the Council, whichever is the greater.

66. The Members of the Council may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed by or pursuant to the Articles of the Society as the quorum, the continuing Members of the Council or Member of the Council may act only for the purpose of increasing the number of Members of the Council to that number, or of calling a general meeting of the Society.

67. The Members of the Council may elect a chairman of their meetings in accordance with the rules in Article 64 and determine the period for which he is to hold office. Unless he is unwilling to do so, the Member of the Council so appointed shall preside at every meeting of the Council at which he is present; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members of the Council present may choose one of their number to be chairman of the meeting.

68. The Chairman of the Council shall be elected in accordance with the following rules

1. Persons nominated for Chairman of the Council shall be members or former members of the Society who have consented to such nomination and to act as Chairman of the Council if duly elected
2. If at the time of his election the Chairman of the Council is not a member of the Society he shall be deemed to become a member upon election
3. If at the time of his election the Chairman of the Council is not a Member of the Council he shall become a Member of the Council upon election
4. Nominations for the position of Chairman of the Council and statements in support of any such nomination shall be made in writing by the members to the Secretary and shall take the form of statement of no more than 150 words and shall consist of factual information about the candidate. The Secretary shall read out this statement before any ballot is taken at the meeting at which the election of the Chairman of the Council takes place
5. If the meeting of the Council at which the ballot takes place is adjourned before the

ballot takes place the Secretary shall not be required to read out any statements already read out at the adjourned meeting

6. The periods for making Nominations, statements of support and giving notice of the candidates shall be as the Council may from time to time determine
7. Voting for the election of a Chairman of the Council shall be by a ballot of the Members of the Council and shall take place at such meeting of the Council as it may determine
8. Each Member of the Council shall have a Single Transferable Vote which shall be cast by ballot at such meeting of the Council as the Council shall determine
9. The results of the ballot shall be announced by the Secretary on the day of the election in such a way as the Council may from time to time determine
10. For the purposes of this Article "Single Transferable Vote" means the system of voting in which voters list the candidates in order of preference. Any candidate achieving a predetermined proportion of the votes is elected. If no candidate achieves the predetermined proportion of the votes those cast for the bottom candidate are redistributed according to the stated preferences. Redistribution continues until the predetermined proportion of the votes is achieved
69. The Members of the Council may delegate any of their powers to one or more sub-committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Members of the Council.
70. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members of the Council present, and in the case of an equality of votes the chairman shall have a second or casting vote.
71. All acts done by any meeting of the Members of the Council or of a committee of Members of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Council, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council and had continued to be a Member of the Council and had been entitled to vote.
72. A resolution in writing, signed by all the Members of the Council for the time being entitled to receive notice of a meeting of the Members of the Council, shall be as valid and effective as if it had been passed at a meeting of the Members of the Council or (as the case may be) a committee of Members of the Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Members of the Council.
73. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society. All cheques and orders for the payment of money from such account in excess of £1,000 or such other sum as the Council may from time to time agree or made payable to a Member [of the Council] shall be signed by at least two Members of the Council.

## SECRETARY

74. The sSecretary shall be appointed by the Members of the Council at an annual general meeting of the Society for such term, at such remuneration if not a Member of the Council and upon such conditions as they may think fit; and any sSecretary so appointed may be removed by them.
75. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as Member of the Council and as, or in place of, the sSecretary.

## MINUTES

76. The Members of the Council shall cause minutes to be made in books provided for the purpose -
1. of all appointments of officers made by the Members of the Council;
  2. of the names of the Members of the Council present at each meeting of the Members of the Council and of any committee of the Members of the Council;
  3. of all resolutions and proceedings at all meetings of the Society, and of the Members of the Council, and of committees of Members of the Council.

## THE SEAL

77. The Members of the Council shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Members of the Council or of a committee of the Members of the Council authorised by the Members of the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the sSecretary or by a second Member of the Council or by some other person appointed by the Members of the Council for the purpose.

## RECORDS AND ACCOUNTS

78. The Members of the Council must comply with the requirements of the Act and of the Charities Act 1993 (or any statutory modifications or re-enactments thereof for the time being in force) as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
1. annual reports;
  2. annual returns; and
  3. annual statements of account.
79. The Members of the Council must keep proper records of:
1. all proceedings at general meetings;
  2. all proceedings at meetings of the Council;
  3. all reports of committees; and

4. all professional advice obtained.

80. Accounting records relating to the Charity must be made available for inspection by any Member of the Council at any reasonable time during normal office hours and may be made available for inspection by members who are not Members of the Council if the Council so decides.

81. A copy of the Society's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

The books of account shall be kept at the registered office of the Society, or, subject to section of the Act, at such other place or places as the Members of the Council think fit, and shall always be open to the inspection of the Members of the Council.

The Members of the Council 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 not being Members of the Council, and no member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Members of the Council or by the Society in general meeting.

The Members of the Council shall from time to time in accordance with sections , and 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.

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 auditors 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 rule 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.

## AUDIT

Auditors shall be appointed and their duties regulated in accordance with of the Act.

## WINDING UP

18.82. The Society shall be wound-up voluntarily whenever a special resolution is passed requiring the Society to be so wound-up. Clause 7 of the Memorandum of Association of the Society shall have effect as if the provisions thereof were repeated herein.

## NOTICES

83. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him or by facsimile transmission to a number provided by the member to the Society for such purpose. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the

ordinary course of post. A notice shall be deemed to have been received by the addressee within 24 hours if sent by facsimile transmission to the facsimile number supplied by the member to the Society for such purpose.

84. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- a. every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom nor a facsimile number for the giving of notices to them;
- b. every person being a legal personal representative of a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- c. the auditor for the time being of the Society.

No other person shall be entitled to receive notices of general meetings.

### **BYELAWS**

85. The Society may from time to time by ordinary resolution make such Byelaws as it may deem necessary or convenient for the proper conduct and management of the Society, including:

1. the admission and classification of Members, their conditions of membership, their rights, privileges, duties and responsibilities and the entrance fees, subscriptions and other payments to be made by them;
2. the procedures relating to general meetings, Council meetings and Committee meetings in so far as such procedures are not regulated by the Act or these Articles.

86. The Society in general meeting shall have power by ordinary resolution to alter, add to or repeal the Byelaws, and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Society all such Byelaws, which so long as they shall be in force, shall be binding on all Members of the Society, provided nevertheless that no Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.