

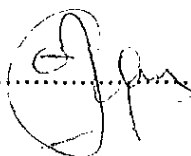
**BJS Society Limited**

**Company Number: 01248899**

**SPECIAL RESOLUTION**

At the Annual General Meeting of BJS Society Limited held on Saturday 8<sup>th</sup> June 2019 at 12.30pm at Wellcome West Room, RSE Scotland Foundation, 22-26 George Street, Edinburgh, EH2 2PQ the following special resolution was passed:

"THAT the Articles of Association of the Company, a print of which is attached, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."

.....  


Chairman

Date: 8 June 2019

MONDAY



A10 \*A8APG2D7\* #56  
29/07/2019  
COMPANIES HOUSE

**THE COMPANIES ACTS 1985, 1989 AND 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING**  
**A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**BJS SOCIETY LIMITED**

**INTERPRETATION**

1. In these Articles:-

“the 1985 Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the 2006 Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

“address” means a postal address within the United Kingdom or, for the purposes of electronic communication, a fax number, an e-mail or postal address in each case registered with the Society.

“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 Commission” means the Charity Commission for England and Wales or any body which replaces it.

“Conflicted Council Member” means a Council Member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Council Member or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society.

“Connected Person” means, in relation to a Council Member, a person whom the Council Member shares a common interest such that he / she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Council Member’s family or household or a person or body who is a business associate of the Council Member, and (for the avoidance of doubt) does not include a company with which the Council Member’s only connection is an interest consisting of no more than 1% of the voting rights.

“the Council” means the Council of Management of the Society to be constituted pursuant to these Articles.

“Council Members” means the members of the Council.

“the Charities Act” means the Charities Act 2011, including any statutory modification or re-enactment thereof for the time being.

“the Editor-in-Chief” means an editor-in-chief, or editors-in-chief (as the case may be), of the Journal, as appointed from time to time.

“the Editorial Board” means the editorial board of the Journal, as comprised from time to time.

“the Executive Committee” means the executive committee, as constituted, pursuant to Article 83.

“indemnity insurance” has the meaning prescribed by the Charities Act.

“the Objects” means the objects of the Society, as defined in Article 2.

“the Journal” means the journal referred to as “The British Journal of Surgery”.

“the Society” means BJS Society Limited.

“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.

“Strategic Partners” means a body that becomes a strategic partner by a special resolution of the Society.

“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 1985 Act or the 2006 Act

The regulations contained in

(a) Table C of the Companies (Tables A to F) (Amendment) Regulations 1985 and made pursuant to the 1985 Act and

(b) Schedule 2 of The Companies (Model Articles) Regulations 2008 and made pursuant to the 2006 Act

shall not apply to the Society.

Nothing in these Articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005.

## **OBJECTS**

2. The objects of the Society 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.
3. The Society has the following powers, which may be exercised only in promoting the Objects, or any of them:-
  - a) to publish, collaborate in, assist in or procure the publication of the Journal and / or any other journal or periodical of a nature which will further the Objects, or any of them;
  - b) to promote and assist in the dissemination of knowledge of surgery by means of lectures, classes, workshops, seminars, courses, exhibitions, demonstrations, pamphlets and other publications;
  - c) to acquire, maintain, alter, sell, lease, hire, mortgage or otherwise deal with or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
  - d) to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
  - e) to borrow money;
  - f) to accept gifts of money, property or other assets and to raise funds (but not by means of taxable trading);
  - g) to give security for loans or any other obligations (but only in accordance with the restrictions imposed by the Charities Act);
  - h) to co-operate with other bodies, including exchanging information and advice and entering into arrangements with any authorities and professional and other bodies, international, national, local or otherwise;
  - i) to support, administer or set up other charities;
  - j) to carry out research into any aspects of the Objects and to disseminate and exchange the results of any such research;
  - k) to provide advice or information;
  - l) to set aside funds for special purposes or as reserves against future expenditure;

- m) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Council Members consider necessary and having regard to the suitability of the investments and the need for diversification);
- n) to delegate the management of investments to a financial expert, but only on terms that:-
  - i) the investment policy is set down in writing for the financial expert by the Council Members;
  - ii) timely reports of all transactions are provided to the Council Members;
  - iii) the performance of the investments is reviewed regularly with the Council Members;
  - iv) the Council Members are entitled to cancel the delegation arrangement at any time;
  - v) the investment policy and the delegation arrangement are reviewed at least once a year;
  - vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council Members on receipt; and
  - vii) the financial expert must not do anything outside the powers of the Society;
- o) to arrange for investments or other property of the Society to be held in the name of a nominee company acting under the direction of the Council Members or controlled by a financial expert acting under their instructions, and to pay any reasonable fees required;
- p) to deposit documents and physical assets with any company registered or having a place of business in England or Wales, as custodian, and to pay any reasonable fees required;
- q) to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- r) subject to Article 5, to employ paid or unpaid agents, staff or advisers;
- s) to enter into contracts to provide services to or on behalf of other bodies;
- t) to establish or acquire subsidiary companies;
- u) 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;
- v) to print and publish any newspapers, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or material reproduced on electronic media that the Society may think necessary for the promotion of the Objects;

- w) to subscribe to any local or other charities, and to provide a superannuation fund for the servants of the Society or otherwise to assist any such servants, their widows and children;
  - x) to amalgamate with any charitable companies, institutions, societies or associations having objects similar to the Objects, or any of them;
  - y) to transfer all or any part of the property, assets, liabilities and engagement of the Society to any one or more of the charitable companies, institutions, societies or associations with which the Society is authorised to amalgamate;
  - z) to give or make recommendations for awards, prizes, grants, fellowships, bursaries and appointments;
  - aa) to make donations and to establish or support any trusts, associations, companies, institutions or other bodies formed for any of the purposes included in the Objects;
  - bb) to affiliate to or accept affiliation from any body with objects similar to the Objects or any of them;
  - cc) to do all such other lawful things as are necessary to the attainment of the Objects or any of them.
4. The income and property of the Society shall be applied solely towards the promotion of its Objects, or any of them, and do not belong to the members of the Society but:-
- a) members of the Society who are not Council Members or Connected Persons may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied;
  - b) members of the Society, Council Members and Connected Persons may be paid interest at a reasonable rate on money lent to the Society;
  - c) members of the Society, Council Members and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Society;
  - d) members of the Society, Council Members and Connected Persons may receive charitable benefits on the same terms as any other beneficiaries of the Society; and
  - e) subject always to the provisions of the Charities Act, the Council may make a gift to a retiring Council Member or Council Members, of a combined total of less than £1,000 in each financial year.
5. A Council Member must not receive any payment of money or material benefit (whether directly or indirectly) from the Society except:-
- a) as mentioned in Articles 4(b) – 4(e) inclusive or Article 6;
  - b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the running of the Society;
  - c) the benefit of indemnity insurance as permitted by the Charities Act;
  - d) an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence in criminal proceedings);

- e) in exceptional cases, other payments or benefits (but only with the written consent of the Charity Commission in advance and where required by the Companies Act the approval or affirmation of the members of the Society);
  - f) the Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council Members or any committee of the Council Members or general meetings of the Society or in connection with the discharge of their duties but shall otherwise be paid no remuneration. The reasonableness of any claims for expenses shall be determined by the chairman of the Council.
6. Any Council Member or Connected Person may enter into a contract with the Society, as permitted by the Charities Act, to supply goods or services or services and associated goods in return for a payment or other material benefit but only if:-
- a) the goods or services or services and associated goods are actually required by the Society, and the Council Members decide that it is in the best interests of the Society to enter into such a contract;
  - b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 7;
  - c) no more than half of the Council Members are subject to such a contract in any financial year.
7. Subject to Article 8, any Council Member who becomes Conflicted in relation to any matter must:
- a) declare the nature and extent of his or her interest before discussion begins on the matter;
  - b) withdraw from the meeting for that item after providing any information requested by the Council Members;
  - c) not be counted in the quorum for that part of the meeting; and
  - d) be absent during the vote and have no vote on the matter.
8. When any Council Member is Conflicted, the Council Members who are not Conflicted, if they form a quorum without counting the Conflicted Council Member and are satisfied that it is in the best interest of the Society to do so, may by resolution passed in the absence of the Conflicted Council Member authorise the Conflicted Council Member, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Council Member, to:
- a) continue to participate in discussions leading to the making of a decision and / or vote; or
  - b) disclose to a third party information confidential to the Society; or
  - c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Council Member or a Connected Person of any payment or a material benefit from the Society; or
  - d) refrain from taking any step required to remove the Conflict.
9. The liability of the members is limited.
10. 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.
11. 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, or any of them, 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 Article 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.

## **MEMBERSHIP**

12. The maximum number of members with which the Society proposes to be registered is one hundred but the Council may from time to time register an increase of members. All members of the Society shall be deemed to be members of the Editorial Board.
13. Only a person who is a qualified person shall be eligible for membership of the Society.
14. Reference to a qualified person throughout these Articles shall be a person who at the time of becoming a member of the Society is over the age of 16 who shall be a person who holds a recognised medical qualification or degree and specialises in surgery in any of its aspects and is actively involved in clinical or academic work in this field.
15. The Council may invite any qualified person to be a member of the Society.
16. 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 Strategic Partners, signed by the proposed member, by the chairman or duly authorised officer of that Strategic Partner, and two existing members of the Society acting respectively as his sponsor and seconder PROVIDED THAT no Strategic Partner shall propose a person for membership whilst any other member originally proposed for membership by that Strategic Partner is and remains a member. For the sake of clarity, any person proposed for membership by a Strategic Partner must be a qualified person, pursuant to the provisions of Article 14.
17. 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 register of members of the Society and upon such entry the applicant shall become a member accordingly.
18. Unless otherwise stated by the Council, and subject to Article 19 and Article 22, membership shall automatically terminate on:-
  - a) the fifth anniversary of admittance of the member as a member of the Society; or
  - b) if the member is appointed as a Council Member, the fifth anniversary of the member's appointment as a Council Member.



19. Membership of a person who is also a member of a Strategic Partner, shall terminate automatically on the fourth anniversary of that person's membership of the Society, or earlier, if the Strategic Partner so requests.
20. 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.
21. If a member is, or may be, suffering from mental disorder and by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have he shall automatically be deemed to have given the Secretary due notice of his desire to retire and shall cease to be a member upon a resolution to this effect being passed by the Council.
22. No right or privilege of any member shall be in any way transferable or transmissible and all such rights and privileges shall cease upon the member ceasing to be such whether by death, retirement or otherwise.
23. The Council shall have power to determine the membership of any member of the Society (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 21 clear days after receiving notice) 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**

24. The Society shall hold an annual general meeting each year 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 Council Members shall appoint.
25. The Council Members may convene a general meeting whenever they think fit, and must convene a general meeting, on the requisition of members, pursuant to the provisions of section 303 of the 2006 Act. If there are not sufficient Council Members to call a general meeting, any one Council Member, or any two members of the Society, may convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Council Members.

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

26. An annual general meeting and a 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 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.
27. The notice shall specify the time and place of the meeting and the right of a member to appoint a proxy 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.
28. The notice shall be given to all the members of the Society and to the Council Members and auditors.
29. 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**

30. Any member of the Society may participate in a general meeting in person or by proxy, by means of video conference, telephone or any suitable electronic means agreed by the Council Members and by which all those participating in the general meeting are able to participate with all other participants.
31. The Council Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
32. All business shall be deemed special that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council Members and auditors, the election of Council Members in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
33. 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.
34. If at any 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 Council Members 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.
35. The chairman, if any, of the board 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 Council Members present shall elect one of their number to be chairman of the meeting.
36. 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.

37. The chairman of the meeting may permit other persons who are not members of the Society to attend and speak at a general meeting.

#### **ADJOURNMENT OF GENERAL MEETINGS**

38. 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.

#### **POLLS**

39. 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 2006 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.
40. 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.
41. 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.
42. Except as provided in Article 44, 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.
43. 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.
44. 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.

45. 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.

## **WRITTEN RESOLUTIONS OF MEMBERS**

46. Subject to the provisions of the 2006 Act a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within a period of 28 days beginning with the circulation date. Such a resolution may consist of several documents in the same form, each signed by one or more of the members. In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **VOTES OF MEMBERS**

47. Subject to Article 43 every member shall have one vote.
48. 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.
49. A vote given or poll demanded by the duly authorised representative of a member 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.
50. A member of the Society is entitled to appoint another person as proxy to exercise all or any of the member's rights to attend and speak and vote at a general meeting of the Society. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
51. 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. In calculating the periods mentioned in this Article no account shall be taken of any part of a day that is not a

working day. For these purposes a working day means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in England including any statutory modification or re-enactment thereof for the time being in force.

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

“BJS Society 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 general meeting of the Society to be held on the    day of    20                      , and at any adjournment thereof.

Signed this                      day of    20                      .”

53. 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-

“BJS Society 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 general meeting of the Society to be held on the    day of    20                      , and at any adjournment thereof.

Signed this                      day of    20                      .”

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.

54. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
55. 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**

56. The number of the Council Members and the names of the first Council Members 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 Council Members shall be appointed as provided subsequently in the Articles.

57. The Council of Management shall, unless otherwise determined by the Society in general meeting, be subject to a maximum of 25 Members.
58. A Member of the Council must be a member of the Society.
59. Each of the Strategic Partners shall be entitled by notice in writing to the Secretary to nominate one member of the Society proposed for membership of the Society by that Strategic Partner, pursuant to Article 16, as a Council Member. A Strategic Partner may at any time and from time to time by notice in writing to the Secretary remove from office and replace any Council Member so nominated by that Strategic Partner. Any vacancy on the Council occurring by reason of the exercise by a Strategic Partner of its power under this Article to remove from office a Council Member or by the retirement or removal from office (other than under the powers contained in this Article) of any Council Member originally nominated by a Strategic Partner shall not be filled by the Council and Articles 68, 69 , 70, 71 and 74 shall be modified accordingly.
60. No person shall be eligible for membership of the Council if he is under 16.

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

61. Subject to the provisions of the Act, 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 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.
62. 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:
  - a) 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; and
  - b) to enter into contracts on behalf of the Society.
63. The Council Members 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 Council Members, 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 Council Members 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 Council Members may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
64. The Council Members 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.

#### **APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS**

65. At the first annual general meeting of the Society all the Council Members shall retire from office, and at the annual general meeting in every subsequent year one-third of the Council Members 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.
66. The Council Members to retire by rotation in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
67. Subject to the provisions of Article 75 and of any Byelaws made by the Society from time to time a retiring Council Member shall be eligible for re-election.
68. The Society at the meeting at which a Council Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council Member 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 Council Member shall have been put to the meeting and lost.
69. No person other than a Council Member retiring at the meeting shall unless recommended by the Council Members be eligible for election to the office of Council Member 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, be required to be included in the Society's register of Council Members, together with a notice in writing signed by that person of his willingness to be elected.
70. Subject to Article 57 the Society may from time to time by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member, and may also determine the rotation in which any additional Council Members are to retire.
71. The Council Members 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 Council Members, but so that the total number of Council Members 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 Council Members 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.
72. The Council Members shall have the power to appoint any person to be a Member of the Society and a Council Member provided that such person shall hold office only until the next annual general meeting at which point his membership of both the Society and the Council shall terminate but this shall not prevent him from being eligible for re-appointment in accordance with the provisions of these Articles.

73. The Society may by ordinary resolution, of which special notice has been given in accordance with section 168 of the 2006 Act, remove any Council Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Council Member. Such removal shall be without prejudice to any claim such Council Member may have for damages for breach of any contract of service between him and the Society.
74. The Society may by ordinary resolution appoint another person in place of a Council Member removed from office under the immediately preceding article. Without prejudice to the powers of the Council Members under Article 72 the Society in general meeting may appoint any person to be a Council Member either to fill a casual vacancy or as an additional Council Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Council Member on the day on which the Council Member in whose place he is appointed was last elected a Council Member.

### **DISQUALIFICATION OF COUNCIL MEMBERS**

75. A Council Member shall cease to hold office if he:
- a) without the consent of the Society in general meeting holds any office of profit under the Society; or
  - b) becomes bankrupt, insolvent or makes any arrangement or composition with his creditors; or
  - c) ceases to be a Council Member by virtue of any provision in the 1985 Act or the 2006 Act or of the Articles or is disqualified from acting as a Council Member by virtue of the Charities Act or an order of the Commissions under s181 of the Charities Act; or
  - d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
  - e) resigns his office by notice in writing to the Society; or
  - f) is absent without the permission of the Council from all their meetings held within a period of twelve months and the Council resolves that his office be vacated; or
  - g) is the subject of a custodial sentence imposed by a court in the United Kingdom or imposed by courts in any other jurisdiction, in respect of any criminal act or omission unless the Council determines otherwise; or
  - h) is a Council Member by virtue of his membership of a Strategic Partner and such membership ceases; or
  - i) ceases to be a member of the Society.



## **PROCEEDINGS OF THE COUNCIL**

76. Subject to the provisions of the Articles the Council, Members 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. The Chairman may decide, in his / her absolute discretion, that any ballot of the Council Members is secret. A Council Member may, and the Secretary on the requisition of a Council Member shall, at any time call a meeting of the Council Members. It shall not be necessary to give notice of a meeting of Council Members to any Council Member for the time being absent from the United Kingdom.
77. The quorum necessary for the transaction of the business of the Council Members may be fixed by the Council Members, but shall not be less than one-third of their number or two Council Members, whichever is the greater.
78. The Council Members 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 Council Members or Council Member may act only for the purpose of increasing the number of Council Members to that number, or of calling a general meeting of the Society.

## **CHAIRMAN AND VICE-CHAIRMAN**

79. The Council Members may elect a Chairman of their meetings in accordance with Article 80 and determine the period for which he/she is to hold office. Unless he/she is unwilling to do so, the person so appointed shall preside at every meeting of the Council at which he/she is present; but:-
- a) if no such Chairman is elected and no Vice-Chairman is elected (pursuant to Article 81 below); or
  - b) if no such Chairman is elected and, at any meeting, the Vice-Chairman is not present within five minutes after the time appointed for holding the same; or
  - c) if, at any meeting, the Chairman is not present and the Vice-Chairman is not present within five minutes after the time appointed for holding the same; or
  - d) if at, any meeting, the Chairman is not present within five minutes after the time appointed for holding the same, and no Vice-Chairman has been elected
- the Council Members present may choose one of their number to be Chairman of that meeting.
80. The Chairman of the Council shall be elected in accordance with the following rules:-
- a) Persons nominated for Chairman of the Council shall have consented to such nomination and to act as Chairman of the Council if duly elected. He/she shall be a member or former member of the Society, or have served as editor of a journal produced by the Company, and at the time of his/her nomination he/she must be a qualified person.
  - b) If at the time of his/her election the Chairman of the Council is not a member of the Society he/she shall be deemed to become a member upon election.
  - c) If at the time of his/her election the Chairman of the Council is not a Council Member of he/she shall become a Council Member upon election. If the Council determines that his/her appointment will commence on a later date than the date on which the appointment is approved, he/she will attend the Council meetings between the date of approval of his/her appointment and the date of commencement of his/her appointment.
  - d) 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 a statement of no more than 150 words and shall consist of factual information about the candidate. Nominations should also show a seconder and confirm the agreement of the nominee. The Secretary shall read out the statement before any ballot is taken at the meeting at which the election of the Chairman of the Council takes place.

- e) If the meeting of the Council at which the ballot is due to take 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.
- f) The period for making nominations, statements of support and giving notice of the candidates shall be 30 days from a call for nominations issued by the Council, unless the Council from time to time determine differently. The call for nominations will be given by the Council, in such a way as the Council may from time to time determine, within 90 days of the Council Meeting agreeing to the nomination process being started.
- g) Voting for the election of a Chairman of the Council shall be by a ballot of the Council Members and shall take place at such meeting of the Council as the Council may determine. If there is only one nominee then the election of this person as Chairman will be approved by the majority of the Council Members, on a show of hands, at such meeting of the Council as the Council may determine.
- h) In the case of a ballot, each Council Member shall have a Single Transferable Vote which shall be cast by ballot at such meeting of the Council as the Council shall determine.
- i) 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.
- j) 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.
- k) If a Chairman ceases to be a Council Member, for whatever reason, his / her appointment as Chairman shall automatically be terminated.

81. The Council Members may elect a Vice-Chairman of their meetings in accordance with Article 83 and determine the period for which he / she is to hold office.

82. The Vice-Chairman of the Council shall be elected in accordance with the following rules:-

- a) Persons nominated for Vice-Chairman of the Council shall have consented to such nomination and to act as Vice-Chairman of the Council if duly elected. He/she need not be a member or former member of the Society at the time of his/her nomination but he/she must be a qualified person.
- b) If at the time of his/her election the Vice-Chairman of the Council is not a member of the Society he/she shall be deemed to become a member upon election.
- c) If at the time of his/her election the Vice-Chairman of the Council is not a Council Member he/she shall become a Council Member upon election. If the Council determines that his/her appointment will commence on a later date than the date on which the appointment is approved, he/she will attend the Council meetings between the date of approval of his/her appointment and the date of commencement of his/her appointment.
- d) Nominations for the position of Vice-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 a statement of no more than 150 words and shall consist of factual information about the candidate. Nominations should also show a seconder and confirm the agreement of the nominee. The Secretary shall read out the statement before any ballot

is taken at the meeting at which the election of the Vice-Chairman of the Council takes place.

- e) If the meeting of the Council at which the ballot is due to take 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.
- f) The period for making nominations, statements of support and giving notice of the candidates shall be 30 days from a call for nominations issued by the Council, unless the Council from time to time determine differently. The call for nominations will be given by the Council, in such a way as the Council may from time to time determine, within 90 days of the Council Meeting agreeing to the nomination process being started.
- g) Voting for the election of a Vice-Chairman of the Council shall be by a ballot of the Council Members and shall take place at such meeting of the Council as the Council may determine. If there is only one nominee then the election of this person as Vice-Chairman will be approved by the majority of the Council Members, on a show of hands, at such meeting of the Council as the Council may determine.
- h) In the case of a ballot, each Council Member shall have a Single Transferable Vote which shall be cast by ballot at such meeting of the Council as the Council shall determine.
- i) 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.
- j) 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.
- k) If a Vice-Chairman ceases to be a Council Member, for whatever reason, his / her appointment as Vice-Chairman shall automatically be terminated.

## **COMMITTEES**

83. The Council Members 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 Council Members. In particular, the Council shall be aided in its business by the advice of the Executive Committee that shall consist of:-
- a) the Chairman;
  - b) the Treasurer;
  - c) the Secretary; and
  - d) the two Vice-Chairman.

The Executive Committee shall meet from time to time, as determined by the Chairman, to implement the policy of the Council, as decided from time to time, subject to such directions and restrictions as the Council may from time to time impose. For the sake of clarity, the Editor(s)-in-Chief shall be entitled to attend Executive Committee meetings and to speak at the same but shall not be entitled to vote. The quorum of the Executive Committee shall be four.

84. 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 Council Members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

## **VALIDITY OF ACTS OF COUNCIL MEMBERS**

85. All acts done by any meeting of the Council Members or of a committee of Council Members shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council Member 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 Council Member and had continued to be a Council Member and had been entitled to vote.

#### **WRITTEN RESOLUTIONS OF THE COUNCIL**

86. A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council Members, shall be as valid and effective as if it had been passed at a meeting of the Council Members or (as the case may be) a committee of Council Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Council Members.

#### **BANKING**

87. Any bank account in which any part of the assets of the Society is deposited shall indicate the name of the Society and shall be operated by the Council in line with the Society's financial procedures (as set out by the Council from time to time).

#### **SECRETARY**

88. The Council Members may elect a Secretary of their meetings in accordance with Article 89 and determine the period for which he/she is to hold office.
89. The Secretary shall be elected in accordance with the following rules:-
- a) Persons nominated for Secretary shall be members or former members of the Society who have consented to such nomination and to act as Secretary if duly elected. At the time of their nomination they must be a qualified person.
  - b) If at the time of his/her election the Secretary is not a member of the Society he/she shall be deemed to become a member upon election.
  - c) If at the time of his/her election the Secretary is not a Council Member he/she shall become a Council Member upon election. If the Council determines that his / her appointment will commence on a later date than the date on which the appointment is approved, he/she will attend the Council meetings between the date of approval of his/her appointment and the date of commencement of his/her appointment.
  - d) Nominations for the position of Secretary and statements in support of any such nomination shall be made in writing by the members to the Chairman and shall take the form of a statement of no more than 150 words and shall consist of factual information about the candidate. Nominations should also show a seconder and confirm the agreement of the nominee. The Chairman shall read out the statement before any ballot is taken at the meeting at which the election of the Secretary takes place.
  - e) If the meeting of the Council at which the ballot is due to take place is adjourned before the ballot takes place the Chairman shall not be required to read out any statements already read out at the adjourned meeting.
  - f) The period for making nominations, statements of support and giving notice of the candidates shall be 30 days from the call for nominations issued by the Council, unless the Council from time to time determine differently. The call for nominations will be given by

- the Council, in such a way as the Council may from time to time determine, within 90 days of the Council Meeting agreeing to the nomination process being started.
- g) Voting for the election of a Secretary shall be by a ballot of the Council Members and shall take place at such meeting of the Council as the Council may determine. If there is only one nominee then the election of this person as Secretary will be approved by the majority of the Council Members, on a show of hands, at such meeting of the Council as the Council may determine.
  - h) Each Council Member shall have a Single Transferable Vote which shall be cast by ballot at such meeting of the Council as the Council shall determine
  - i) The results of the ballot shall be announced by the Chairman on the day of the election in such a way as the Council may from time to time determine.
  - j) 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.
  - k) If a Secretary ceases to be a Council Member, for whatever reason, his/her appointment as Secretary shall automatically be terminated.

#### **TREASURER**

90. The Council Members may elect a Treasurer in accordance with Article 91 and determine the period for which she / he is to hold office.
91. The Treasurer shall be elected in accordance with the following rules:-
- a) Persons nominated for Treasurer shall be members or former members of the Society who have consented to such nomination and to act as Treasurer of the Council if duly elected. At the time of their nomination they must be a qualified person.
  - b) If at the time of his/her election the Treasurer is not a member of the Society he/she shall be deemed to become a member upon election.
  - c) If at the time of his/her election the Treasurer is not a Council Member he shall become a Council Member upon election. If the Council determines that his/her appointment will commence on a later date than the date on which the appointment is approved, he / she will attend the Council meetings between the date of approval of his/her appointment and the date of commencement of his/her appointment.
  - d) Nominations for the position of Treasurer 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 a statement of no more than 150 words and shall consist of factual information about the candidate. Nominations should also show a seconder and confirm the agreement of the nominee. The Secretary shall read out the statement before any ballot is taken at the meeting at which the election of the Secretary of the Council takes place.
  - e) If the meeting of the Council at which the ballot is due to take 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.
  - f) The period for making nominations, statements of support and giving notice of the candidates shall be 30 days from the call for nominations issued by the Council, unless the Council from time to time determine differently. The call for nominations will be given by the Council, in such a way as the Council may from time to time determine, within 90

- days of the Council Meeting agreeing to the nomination process being started.
- g) Voting for the election of a Treasurer shall be by a ballot of the Council Members and shall take place at such meeting of the Council as the Council may determine. If there is only one nominee then the election of this person as Treasurer will be approved by the majority of the Council Members, on a show of hands, at such meeting of the Council as the Council may determine.
  - h) Each Council Members shall have a Single Transferable Vote which shall be cast by ballot at such meeting of the Council as the Council shall determine.
  - i) 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.
  - j) 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.
  - k) If a Treasurer ceases to be a Council Member, for whatever reason, his / her appointment as Treasurer shall automatically be terminated.

## **THE SEAL**

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

## **RECORDS AND ACCOUNTS**

94. The Council Members must comply with the requirements of the Act and the Companies Act 2006 (or any statutory modifications or re-enactments thereof for the time being in force) as to keeping of records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of the Companies and the Commission of Information required by law including:-
- a) annual reports;
  - b) annual returns; and
  - c) annual statements of account.
95. The Council Members must also keep proper records of:
- a) all proceedings at general meetings;
  - b) all proceedings at meetings of the Council;
  - c) all resolutions in writing;

- d) all reports of committees; and
  - e) all professional advice obtained.
96. Accounting records relating to the Charity must be made available for inspection by any Council Member at any reasonable time during normal office hours and may be made available for inspection by members who are not Council Members if the Council so decides.
97. A copy of the Society's constitution and latest available statement of account must be supplied on request to any Council Member or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months of request.
98. Council Members must ensure that the Society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Council Members.

## **WINDING UP**

99. The Society shall be wound-up voluntarily whenever a special resolution is passed requiring the Society to be so wound-up. Article 11 shall have effect as if the provisions thereof were repeated herein.

## **NOTICES**

100. Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using electronic communications.
101. A notice may be given by the Society to any member either:
- a. personally; or
  - b. by sending it by post in a prepaid envelope addressed to the member at his address; or
  - c. by leaving it at the address of the member; or
  - d. by giving it using electronic communications to the member's address.
102. A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
103. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
104. 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 48 hours after the letter containing the same was posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
105. In the case of an electronic communication proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given and such a notice shall be deemed to have been received by the addressee 48 hours after it was sent.

106. 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 for the giving of notices to them;
- b. every person being a legal personal representative or 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.

## **INDEMNITY**

107. The Society may indemnify any Council Member against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act.

## **BYELAWS**

108. The Council may from time to time make such Byelaws as it may deem necessary or convenient for the proper conduct and management of the Society, including but not limited to:

- a. the admission and classification of members of the Society, their conditions of membership, their rights, privileges, duties and responsibilities and the entrance fees, subscriptions and other payments to be made by them;
- b. 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;
- c. the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
- d. the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes; and
- e. generally, all such matters as are commonly the subject matter of company rules.

109. The Council shall have the power 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 Articles.