

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE COMPANY LIMITED BY GUARANTEE
EXEMPT UNDER SECTION 60**

Company Number **11516322**

The Registrar of Companies for England and Wales, hereby certifies that

HEADS OF DEPARTMENTS AND MATHEMATICAL SCIENCES

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **14th August 2018**



* N115163228 *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **14/08/2018**

X7CBY9UX

*Company Name in
full:*

HEADS OF DEPARTMENTS AND MATHEMATICAL SCIENCES

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have
a name ending with 'Limited' or permitted alternatives*

Company Type:

Private company limited by guarantee

Situation of

England and Wales

Registered Office:

*Proposed Registered
Office Address:*

**DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM WC1B 4HS**

Sic Codes:

85590

Company Director 1

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type:	Person
Full Forename(s):	CATHERINE ANN
Surname:	HOBBS
Service Address:	DE MORGAN HOUSE 57-58 RUSSELL SQUARE LONDON UNITED KINGDOM WC1B 4HS
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/08/1968** *Nationality:* **BRITISH**

Occupation: **UNIVERSITY
LECTURER**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type:	Person
Full Forename(s):	JOHANNES PETRUS MARIA
Surname:	VAN DEN HEUVEL
Service Address:	DE MORGAN HOUSE 57-58 RUSSELL SQUARE LONDON UNITED KINGDOM WC1B 4HS
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/09/1963** *Nationality:* **DUTCH**

Occupation: **UNIVERSITY
LECTURER**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **PHILIP JAMES ASTON**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/08/1961** *Nationality:* **BRITISH**

Service Address: **DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM
WC1B 4HS**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **CATHERINE ANN HOBBS**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/08/1968** *Nationality:* **BRITISH**

Service Address: **DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM
WC1B 4HS**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **JOHANNES PETRUS MARIA VAN DEN HEUVEL**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/09/1963** *Nationality:* **DUTCH**

Service Address: **DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM
WC1B 4HS**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **JOHANNES PETRUS MARIA VAN DEN HEUVEL**

Address **DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM
WC1B 4HS**

Amount Guaranteed **GBP 1**

Name: **CATHERINE ANN HOBBS**

Address **DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM
WC1B 4HS**

Amount Guaranteed **GBP 1**

Name: **PHILIP JAMES ASTON**

Address **DE MORGAN HOUSE 57-58 RUSSELL SQUARE
LONDON
UNITED KINGDOM
WC1B 4HS**

Amount Guaranteed **GBP 1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

THE COMPANIES ACT 2006

PRIVATE COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

Heads of Departments and Mathematical Sciences Limited

Each subscriber to this memorandum of association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company.

Subscriber : PHILIP JAMES ASTON

Subscriber : CATHERINE ANN HOBBS

Subscriber : JOHANNES PETRUS MARIA VAN DEN HEUVEL

Dated:- 13th August 2018

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

HEADS OF DEPARTMENTS OF MATHEMATICAL SCIENCES

PART 1

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

1.1 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Annual General Meeting is an annual meeting of Representatives at which reports regarding Company governance are presented and at which Directors, Officers and other Committee members are normally elected.

Articles means these articles of association, as may be amended from time to time.

Associate Member means a professional or learned society or any other such group who has an interest in the activities of the Company and is represented by one or more nominated Representatives but who is not a member of the Company for the purposes of the 2006 Act and is not entitled to vote at General Meetings.

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board means the board of Directors of the Company established from time to time in accordance with Article 18, the members of which are, subject to article 18.3, the Directors of the Company for the purposes of the 2006 Act.

Chair means the person elected from time to time in accordance with these Articles as the chair of the Company.

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Committee shall consist of the Officers, the immediate past Chair, up to six elected Representatives of Principal Members and up to five further Representatives of Principal Members or Associate Members.

Company means the above named company.

Department means a group of academics (or as otherwise defined and approved by the Board) in a department, school or other administrative unit that incorporates the Mathematical Sciences in any given Institution.

Director means a director of the Company, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

Elected Director means a Director elected in accordance with Article 19.

electronic form has the meaning given in Section 1168 of the 2006 Act.

General Meeting means either the Annual General Meeting or a Special General Meeting.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

Head(s) means current or former heads of a Department in an Institution.

Institution means a UK higher education institution (or any equivalent body).

Principal Member means a Department admitted to membership of the Company in accordance with Article 29 represented by one or more nominated Representatives and which is a member for the purposes of the 2006 Act and is entitled to vote at General Meetings.

Membership Fee is the fee payable by the Principal Members to be determined by the Committee from time to time.

Officers means the following:

- (i) the Chair;
- (ii) the Vice-Chair;
- (iii) the Secretary; and
- (iv) the Treasurer;

all of whom shall be Representatives of Principal Members.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate has, in relation to a Directors' meeting, the meaning given in Article 12.

proxy notice has the meaning given in Article 42.1.

Representative means a person nominated to represent a Principal Member or Associate Member and for the avoidance of doubt, the person appointed by a Principal Member will be the current Head or a person nominated by the current Head.

Rules means the rules and regulations of the Company made by the Company in a General Meeting, as amended from time to time in accordance with Article 49.

Secretary means such person as may be elected by a majority vote of the Principal Members at an Annual General Meeting and shall also be the company secretary for the purposes of the 2006 Act.

Special General Meeting means a meeting to which all Representatives are invited other than the Annual General Meeting.

special resolution has the meaning given in Section 283 of the 2006 Act.

subsidiary has the meaning given in Section 1159 of the 2006 Act.

Treasurer means the person from time to time elected in accordance with these Articles as the treasurer of the Company.

Vice-Chair means the person from time to time elected in accordance with these Articles as the vice-chair of the Company.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.7 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Objects

- 2.1 The objects for which the Company is established (**Objects**) are to advance educational opportunities, research and scholarship in the Mathematical Sciences, and to ensure the academic well-being of the disciplines of Mathematics, Statistics and Operational Research, as they are taught and developed within Institutions.
- 2.2 To further the Objects, the Company shall:
 - 2.2.1 act as a forum where matters affecting teaching, learning and the pursuit of research and scholarship within Departments can be aired, and where the considered views of Heads on such matters can be expressed;
 - 2.2.2 work with learned societies, regional groupings and professional bodies to make these views known to government, funding agencies, and other bodies having a bearing on developments in the Mathematical Sciences as and when appropriate;
 - 2.2.3 work closely with those representing the interests of schools, further education, employers and professions to ensure that the overall provision of learning opportunities on offer within Institutions, in the Mathematical Sciences area, is in tune with the wider needs of society and the specific needs of the underpinning disciplines;
 - 2.2.4 promote quality and good practice within the teaching and learning, research and scholarship of Mathematical Sciences; and
 - 2.2.5 provide operational and/or strategic advice and support to Heads as necessary.

3. Powers

- 3.1 The Company has the power to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).
- 3.2 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's Objects.
- 3.3 No distribution shall be paid or capital otherwise returned to the Principal Members or their Representatives in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 3.3.1 reasonable and proper remuneration to any Representative, Principal Member, Associate Member, Officer or Director of the Company for any services rendered to the Company;
 - 3.3.2 any interest on money lent by any Principal Member, Associate Member, Representative, Officer or Director at a reasonable and proper rate;
 - 3.3.3 reasonable and proper rent for premises demised or let by any Principal Member, Associate Member, Representative, Officer or Director;
 - 3.3.4 any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Company;

- 3.3.5 to any Representative, Officer or Director of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Company; or
- 3.3.6 other payments as are permitted by these Articles.

4. Winding up

- 4.1 On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remain available to be distributed or paid, shall not be paid or distributed to the Principal Members but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Representatives of Principal Members at or before the time of winding up or dissolution and, subject to any such resolution of the Representatives of Principal Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

5. Guarantee

- 5.1 The liability of each Principal Member is limited to £1, being the amount that each Principal Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Principal Member or within one year after they cease to be a Principal Member, for
 - 5.1.1 payment of the Company's debts and liabilities contracted before they cease to be a Principal Member,
 - 5.1.2 payment of the costs, charges and expenses of the winding up, and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' General Authority

- 6.1 Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the Powers of the Company.
- 6.2 No Rule made by the Company in a General Meeting pursuant to Article 49 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

7. Directors May Delegate

- 7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles to the Committee.
- 7.2 All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.

7.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

7.4 The Board may revoke any delegation in whole or part, or alter its terms.

8. Committee

8.1 The Committee shall be responsible for:

8.1.1 arranging the Annual General Meeting and any other meetings it deems appropriate;

8.1.2 acting on behalf of the Company, within its terms of reference, and in accordance with any resolutions and policies of the Company;

8.1.3 acting in consultation when issues of major significance have to be addressed; and

8.1.4 reporting to the Representatives at the Annual General Meeting.

8.2 The Committee must follow procedures which are based as far as they are applicable on the provisions of these Articles which govern the taking of decisions by the Board.

8.3 The Board may make rules of procedure for all or any committees provided they are not inconsistent with these Articles.

8.4 The quorum for meetings of the Committee formed pursuant to the provisions of the Articles shall be two Officers and two elected Representatives of Principal Members.

DECISION-MAKING BY DIRECTORS

9. Directors to Take Decisions Collectively

9.1 Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10. Unanimous Decisions

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

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

10.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

10.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

11. Calling a Meeting of the Board

- 11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 11.2 Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the Secretary to give such notice.
- 11.3 Notice of any meeting of the Board must indicate:
 - 11.3.1 its proposed date and time;
 - 11.3.2 where it is to take place; and
 - 11.3.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.4 Notice of a meeting of the Board must be given to each Director, but need not be in writing. A Director who is absent from the United Kingdom shall be entitled to notice of a meeting if they have provided a valid email address.

12. Participation in Meetings of the Board

- 12.1 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
 - 12.1.1 the meeting has been called and takes place in accordance with these Articles, and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.
- 12.3 If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is located.

13. Composition of the Board and Quorum

- 13.1 The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors, but it must never be less than three.
- 13.2 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
 - 13.2.1 to fill a casual vacancy arising among the Directors in accordance with Article 28;
 - 13.2.2 to call a General Meeting so as to enable the Representatives of Principal Members to fill a casual vacancy arising among the Directors; or
 - 13.2.3 to admit Principal or Associate Members to the Company.

14. Chairing of Meetings of the Board

- 14.1 The Directors may appoint a director to chair their meetings. The person so appointed for the time being is known as the chairperson. The Directors may terminate the chairperson's appointment at any time.
- 14.2 If the chairperson is not participating in a Directors' meeting within fifteen minutes of the time at which it is to start, the participating members of the Board shall choose one of themselves to chair the meeting.

15. Casting Vote

- 15.1 If the numbers of votes for and against a proposal are equal, the chairperson or other Director chairing the meeting of the Board has a casting vote.
- 15.2 Article 15.1 shall not apply to give a casting vote to the chairperson or other Director chairing the meeting (as appropriate) if, in accordance with these Articles, the chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of Interest

- 16.1 Subject to Article 16.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 16.2 The prohibition under Article 16.1 shall not apply when:
 - 16.2.1 the Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the 2006 Act;
 - 16.2.2 the Director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or
 - 16.2.3 the Director's conflict of interest arises from a permitted cause.
- 16.3 For the purposes of Article 16.2, the following are **permitted causes**:
 - 16.3.1 a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any);
 - 16.3.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 16.3.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for Directors or former Directors.

- 16.4 For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 16.5 Subject to Article 16.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting whose ruling in relation to any Director other than himself is to be final and conclusive.
- 16.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 17. Records of Decisions to be Kept**
- 17.1 The Board must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Company at a General Meeting.
- 17.2 Any such records, if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 17.3 Any such records shall be circulated to all members of the Board.

APPOINTMENT OF DIRECTORS AND OFFICERS

18. Methods of Appointing Directors

- 18.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than three.
- 18.2 The Officers shall be entitled to sit on the Board and such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next Annual General Meeting, provided that the total number of members at any one time shall not exceed the maximum number (if any) fixed by these Articles. Co-opted members shall be entitled to vote at the meetings of the Board.
- 18.3 For the avoidance of doubt, the Officers elected in accordance with these Articles are not obligated to become Directors of the Company.
- 18.4 The first Directors and Officers, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be nominated and elected at the Annual General Meeting immediately preceding the incorporation of the Company.
- 18.5 Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Company all such interests. Failure to do so will lead to automatic disqualification from Board membership. The Board has the right

to veto such an election if, in its opinion, it is not in the best interests of the Company.

- 18.6 All acts carried out in good faith at any meeting of the Board or Committee, or by any person acting as a Director or Officer, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.

19. Elected Directors

- 19.1 At the Annual General Meeting each year, the Elected Directors due to retire shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Directors shall be conducted in accordance with Article 27. Except as provided in Article 18.4, an Elected Director so elected shall hold office from the Annual General Meeting at which they are elected, until the Annual General Meeting three years following their election at which meeting they shall retire but may be re-elected for a maximum of one further three year period.

20. Termination of Director's or an Officer's Appointment

- 20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director or an Officer of the Company as soon as:
- 20.1.1 in relation to a Director, that person ceases to be a Director by virtue of any provision of the 2006 Act or is prohibited from being a Director by law;
 - 20.1.2 a bankruptcy order is made against that person;
 - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director or an Officer and may remain so for more than three months;
 - 20.1.5 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;
 - 20.1.6 notification is received by the Company from the Director or the Officer that the Director or Officer is resigning from office, and such resignation has taken effect in accordance with its terms.

21. Directors' and Officers' Remuneration

- 21.1 Subject to Article 3.3, the Board may not without a special resolution enter into an agreement or arrangement with any Director or Officer:
- 21.1.1 for their services to the Company as a Director or Officer; and
 - 21.1.2 for their employment by the Company or for the provision by them of any services outside the scope of the ordinary duties of a Director or Officer or benefits.

APPOINTMENTS AND ELECTED POSITIONS

22. Chair

The election for the office of Chair shall be conducted in accordance with Article 27. A person so appointed shall hold office for a three year term but shall be eligible for re-election for one further three year term.

23. Vice-Chair

The election for the office of Vice-Chair shall be conducted in accordance with Article 27. A person so appointed shall hold office for a three year term but shall be eligible for re-election for one further three year term.

24. Secretary

The election for the office of Secretary shall be conducted in accordance with Article 27. A person so appointed shall hold office for a three year term and shall be eligible for re-election for one further three year term.

25. Treasurer

The election for the office of Treasurer shall be conducted in accordance with Article 27. A person so appointed shall hold office for a three year term but shall be eligible for re-election for one further three year term.

26. Committee

All Officers will be members of the Committee. The election for members and co-opted members of the Committee shall be conducted in accordance with Article 27. A member elected or co-opted member shall hold office for a three year term and shall be eligible for re-election for one further three year term. The immediate past Chair shall be an ex-officio member of the Committee for a further period of up to two years.

27. Elections

27.1 Any Representative of a Principal Member may nominate another Representative of a Principal Member to be the Chair, Vice-Chair, Secretary, Treasurer, other member of the Committee or an Elected Director. Any Representative of a Principal Member may also nominate a Representative of an Associate Member to serve on the Committee. Any nomination must be made on the form prescribed from time to time by the Board or may be made verbally at an Annual General Meeting. Any nomination must be seconded by another Representative of a Principal Member and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.

27.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the Annual General Meeting. In the event of there being more nominations than vacancies, there shall be an

election at the Annual General Meeting. The results of any such election must be announced at the Annual General Meeting by the Board.

28. Casual Vacancies

A casual vacancy arising among the offices of the Chair, Vice-Chair, Secretary, Treasurer or an Elected Director, shall be filled by the Board using their complete discretion, provided always that the person appointed to fill the vacancy shall hold office until the next Annual General Meeting at which they shall be eligible for re-election in accordance with these Articles.

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Applications for Membership

- 29.1 Principal membership shall be open to all Mathematical Sciences Departments of an Institution.
- 29.2 Departments may apply for principal membership through contacting the Chair or Secretary with the name of their Institution, the Department name, the name of their nominated Representative and must pay the membership fee on the earlier of 30 days of being appointed or the date notified by the Company. Once approved by the Board and/or the Committee, a Department shall become a Principal Member of the Company.
- 29.3 Associate membership constitutes informal affiliation to the Company and shall be open to all professional and learned societies and any other such group which is not a Department. Societies may apply for associate membership through contacting the Chair or Secretary with the name of the society or group and the name of their nominated Representative. No fee is payable for associate membership.
- 29.4 For the purposes of registration, the number of Principal Members and Associate Members is declared to be unlimited.
- 29.5 The number of Departments in a given Institution should normally be one. However, the Board and/or the Committee may accept more than one Department at an Institution if it is deemed to be appropriate.

30. Conditions of Membership

- 30.1 All Principal Members and Associate Members shall be bound by and adhere to these Articles and the Rules.
- 30.2 The Principal Members shall pay any entrance fees and annual subscription as set by the Committee. Any Principal Member whose subscription fee is more than one year in arrears shall be deemed to have resigned their membership of the Company.

31. Transfer of Membership and Representation

- 31.1 A Principal Member can transfer their membership to a different or new Department in the same Institution, provided that the new Department fulfils the membership criteria set out in these Articles or elsewhere. Following an application for transfer of membership in a form approved by the Directors, the Secretary shall, as soon as reasonably practicable, register the transferee in the Register of Members of the Company and notify the transferee of the date they become a Principal Member. No fee shall be charged for registering the transferee in the Register of Members.
- 31.2 A Representative may transfer their appointment to another person, providing such person fulfils the criteria set out in these Articles or elsewhere by notifying the Chair or Secretary in writing of the transfer.

32. Termination of Principal Membership, Associate Membership or Representation

- 32.1 The Directors may terminate the membership of any Principal Member, any Associate Member or the appointment of any Representative without their consent by giving the Principal Member, Associate Member or Representative written notice if, in the reasonable opinion of the Directors, the Principal Member, Associate Member or Representative:
- 32.1.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Principal Members, Representatives, Officers and Directors into disrepute; or
- 32.1.2 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- 32.1.3 has failed to observe the terms of these Articles and the Rules; and
- following such termination of a Principal Member, the Principal Member shall be removed from the Register of Members, or following termination of a Representative, a new Representative will be requested.
- 32.2 The notice to the Principal Member, Associate Member or Representative must give the Principal Member, Associate Member or Representative the opportunity to be heard in writing or in person as to why their membership or appointment should not be terminated. The Directors must consider any representations made by the Principal Member, Associate Member or Representative and inform the Principal Member, Associate Member or Representative of their decision following such consideration. There shall be no right to appeal from a decision of the Directors to terminate the membership of a Principal Member, Associate Member or representation of a Representative.
- 32.3 A Principal Member or Associate Member may withdraw from principal membership or associate membership of the Company by giving seven clear days' notice to the Company in writing.
- 32.4 A Principal Member's or Associate Member's membership terminates automatically when the Department or society ceases to exist or on the failure of the Principal

Member or Associate Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.

- 32.5 Any Department ceasing to be a Principal Member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of their subscription. The Board may refund an appropriate part of a resigning Principal Member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

33. Annual General Meetings

- 33.1 The Company shall hold an Annual General Meeting in every calendar year at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first Annual General Meeting within 12 months after its incorporation it need not hold it in the calendar year of its incorporation but in the following calendar year.
- 33.2 The Annual General Meeting shall be held for the following purposes:
- 33.2.1 to receive from the Board the Company's accounts and the Treasurer's report as to the financial position of the Company;
- 33.2.2 to receive from the Board and/or the Committee a report of the activities of the Company since the previous Annual General Meeting;
- 33.2.3 to announce the election (as appropriate) of the Chair, Vice-Chair, Secretary, Treasurer, other elected members of the Committee and the Elected Directors to be appointed in accordance with these Articles; and
- 33.2.4 to transact such other business as may be brought before it including the appointment of the Committee members.
- 33.3 All General Meetings, other than Annual General Meetings, shall be called Special General Meetings.

34. Attendance and Speaking at General Meetings

- 34.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 34.2 A person is able to exercise the right to vote at a General Meeting when:
- 34.2.1 that person is a Representative of a Principal Member;
- 34.2.2 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 34.2.3 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 34.3 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 34.4 In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 34.5 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35. Quorum for General Meetings

- 35.1 No business other than the appointment of the chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- 35.2 Representatives of 20% of the total Principal Members of the Company present in person or via video conferencing shall be a quorum.

36. Chairing General Meetings

- 36.1 The Chair shall chair General Meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting is not present within fifteen minutes after the time appointed for holding the same, then another Board member chosen by the Board shall preside and the appointment of the chair of the meeting must be the first business of the meeting.
- 36.2 The person chairing a meeting in accordance with this article is referred to as the **chair of the meeting**.

37. Attendance and Speaking

- 37.1 Directors, Officers and Representatives of Principal Members or Associate Members may attend and speak at General Meetings.
- 37.2 The chair of the meeting may permit other persons to attend and speak at a General Meeting.

38. Adjournment

- 38.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 38.2 The chair of the meeting may adjourn a General Meeting at which a quorum is present if:
- 38.2.1 the meeting consents to an adjournment, or
- 38.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 38.3 The chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 38.4 When adjourning a General Meeting, the chair of the meeting must:
 - 38.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - 38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days notice of it:
 - 38.5.1 to the same persons to whom notice of the Company's General Meetings is required to be given, and
 - 38.5.2 containing the same information which such notice is required to contain.

39. Special General Meetings

- 39.1 Special General Meetings may be called at any time by:
 - 39.1.1 the Directors; or
 - 39.1.2 Representatives of Principal Members holding at least 20% of the total voting rights.
- 39.2 Save as to Article 39.3, Principal and Associate Members shall be given at least 20 clear days written notice of any Special General Meeting by any Director or Secretary of the Company.
- 39.3 Where the Special General Meeting is called for the purpose of passing a resolution to wind up or dissolve the Company, the Principal and Associate Members shall be given at least 40 clear days written notice of the meeting by any Director or Secretary of the Company.
- 39.4 Any proposed change to the Articles must be agreed at an Annual General Meeting or at a Special General Meeting. The Principal Members shall be given at least 20 clear days written notice of a meeting called for the purpose of passing a resolution to change the Articles by the Director or Secretary of the Company.

VOTING AT GENERAL MEETINGS

40. Voting: General

- 40.1 The Representative of every Principal Member shall be entitled to receive notice of, attend General Meetings and cast one vote or the number of votes to which they are entitled to cast in accordance with the Rules.
- 40.2 Voting in a General Meeting will be limited to one vote per Principal Member.

- 40.3 A resolution put to the vote of a General Meeting must be decided on a show of hands in accordance with these Articles.

41. Errors and Disputes

- 41.1 No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 41.2 Any such objection must be referred to the chair of the meeting, whose decision is final.

42. Content of Proxy Notices

- 42.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
- 42.1.1 states the name and address of the Representative of the Principal Member appointing the proxy;
- 42.1.2 identifies the person appointed to be the proxy for the Principal Member's Representative and the General Meeting in relation to which that person is appointed;
- 42.1.3 is signed by or on behalf of the Principal Member's Representative appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 42.1.4 is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 42.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 42.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 42.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 42.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

43. Delivery of Proxy Notices

- 43.1 A Representative who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that Representative.
- 43.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Representative by whom or on whose behalf the proxy notice was given.

43.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

43.4 If a proxy notice is not executed by the Representative appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

44. Amendments to Resolutions

44.1 An ordinary resolution to be proposed at a General Meeting may be amended if:

44.1.1 notice of the proposed amendment is given to the Company in writing by a Representative of a Principal Member not less than forty-eight hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

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

44.2 A special resolution to be proposed at a General Meeting may be amended if:

44.2.1 the chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

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

44.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

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

PART 4 ADMINISTRATIVE ARRANGEMENTS

45. Means of Communication to be Used

45.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Company.

45.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

45.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight hours.

46. No Right to Inspect Accounts and Other Records

- 46.1 Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Representative.
- 46.2 The Company's annual accounts shall be produced by the Treasurer for presentation to the Members at the Annual General Meeting.

DIRECTORS' INDEMNITY AND INSURANCE

47. Indemnity

- 47.1 Subject to Article 47.2, a relevant Director of the Company or an associated company will be indemnified out of the Company's assets against:
- 47.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- 47.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act), and
- 47.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.
- 47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.
- 47.3 In this Article:
- 47.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- 47.3.2 a **relevant director** means any Director or former Director of the Company or an associated company.

48. Insurance

- 48.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- 48.2 In this Article:
- 48.2.1 a **relevant director** means any Director or former Director of the Company or an associated company;
- 48.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

- 48.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

49. Rules

- 49.1 Only a majority of Representatives of Principal Members in a General Meeting may from time to time make, vary and revoke Rules:
- 49.2 Rules made pursuant to Article 49.1 must in order to be valid, be compliant with the 2006 Act and these Articles.
- 49.3 In the event that any Rule is inconsistent with the provisions of these Articles, the Articles shall prevail.