

**Amended**  
**Memorandum and**  
**Articles of Association of**

**THE BRITISH PAIN SOCIETY**

Incorporated on:	21 <sup>st</sup> January 2004
Company Registration No.	5021381
Charity Registration No.	1103260
Amended on:	27 <sup>th</sup> April 2007 (by Special Resolution)
Amended on:	17 <sup>th</sup> April 2008 (by Special Resolution)
Amended on:	2 <sup>nd</sup> April 2009 (by Special Resolution)
Amended on:	15 <sup>th</sup> April 2010 (by Special Resolution)
Scottish Charity No.	SC039583

The Companies Acts 1985 and 1989

**Company Limited By Guarantee  
And Not Having A Share Capital**

**MEMORANDUM OF ASSOCIATION OF  
THE BRITISH PAIN SOCIETY  
(now an appendix to the existing Articles of Association)**

- 1 The name of the company (hereinafter called "the Society") is "**THE BRITISH PAIN SOCIETY**".
- 2 The registered office of the Society will be situated in England and Wales.
- 3 The objects for which the Society is established ("the Objects") are the advancement of health by raising the standard of the management of pain by promotion of education, research and training.
- 4 In furtherance of the Objects, but not otherwise, the Society may exercise the following powers:-
  - 4.1 to provide facilities for the exchange of information, opinions and experience between active workers in the field;
  - 4.2 to increase awareness of pain prevalence, disability and pain management among health care and other professionals and the public;
  - 4.3 to promote education and training in pain management and research into the understanding and relief of pain;
  - 4.4 to institute or assist in instituting, and provide continuing support for, any research in furtherance of the Objects;
  - 4.5 to cause to be written, published, produced and circulated, and to encourage contributions to and publication and production of, periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, videos, recorded tapes and communications in any medium;
  - 4.6 to provide, equip and manage libraries and sources of information in any medium and rooms for the benefit of members of the Society and others;

- 4.7 to co-operate with persons or organisations with similar objects to the Society relating to the management of pain in any part of the world;
- 4.8 to act as a consultative body on the management of pain to any Government Department, public or private institution or body of persons on matters pertaining to the Objects;
- 4.9 to endow Chairs, Readerships, Scholarships, Fellowships and Lectureships at, and provide other support to, appropriate institutions to facilitate the conduct of study and research in furtherance of the Objects;
- 4.10 to disseminate the useful results of research in furtherance of the Objects;
- 4.11 to sponsor and hold meetings, symposia, conferences, lectures, classes, seminars, courses and exhibitions either alone or with others;
- 4.12 to award scholarships, bursaries and prizes in connection with the Society's objects;
- 4.13 to take such steps as may be required for the purpose of procuring contributions to the funds of the Society by way of subscriptions, donations, devises, bequests, grants, subventions or otherwise, provided that in raising funds the Society shall not undertake any taxable trading activities the profits of which are liable to tax;
- 4.14 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Society
- 4.15 to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same as are necessary or convenient for the Objects and (subject to such consents as may be required by law) sell, let or otherwise dispose of, turn to account or charge any such real or personal property as may be thought expedient in furtherance of the Objects;
- 4.16 to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;

- 4.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Society;
- 4.18 to borrow or raise money for the purposes of the Society on such terms and (subject to such consents as may be required by law) on such security as may be thought fit;
- 4.19 subject to the provisions of Clause 5 below, to employ such staff (not being members of the Council) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, their widows or widowers and other dependants;
- 4.20 to invest the moneys of the Society not immediately required for the Objects in or on such investments, securities or property and in such manner as may be thought fit and to dispose of or otherwise deal with any investments so made;
- 4.21 to make any donation either in cash or assets for the furtherance of the Objects;
- 4.22 to enter into contracts to provide services for or on behalf of other bodies;
- 4.23 to establish and support or aid in the establishment or support of, subscribe to or become a member of any charitable trust, association or institution having charitable purposes in any way connected with all or any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way connected with all or any of the Objects or calculated to further all or any of the Objects;
- 4.24 to undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may promote the Objects;
- 4.25 to co-operate or associate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.26 to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, trusts, corporations, associations or other bodies pursuing the Objects;
- 4.27 to amalgamate with any charity operating in furtherance of the Objects or similar charitable purposes;

- 4.28 to insure and arrange insurance cover for and to indemnify employees, voluntary workers and members from and against all such risks incurred in the course of the performance of their duties in relation to the Society, provided that such persons shall not be indemnified against any wilful or individual fraud and shall be sought to be made liable for such acts;
- 4.29 to establish or acquire subsidiary companies;
- 4.30 to pay out of the funds of the Society the costs of any premium in respect of any indemnity insurance to cover the liability of the members of the Council or of any committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council or of any committee knew to be a breach of trust or breach of duty or which was committed by the members of the Council or of any committee in reckless disregard of whether it was a breach of trust or breach of duty or not and Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of Council in their capacity as members of the Council;
- 4.31 to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
- 4.32 to do all such other lawful things as are necessary for the achievement of the Objects or any of them.
- 5 The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society and no member of Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing in this document shall prevent the payment in good faith by the Society:
- 5.1 of reasonable and proper remuneration to any member, officer or employee for the Society (not being a member of Council) for any services rendered to the Society;

- 5.2 of interest at a reasonable and proper rate on money lent to the Society or of reasonable and proper rent for premises demised or let to the Society by any member or employee of the Society or member of Council;
- 5.3 to any employee or member of Council or of a committee or sub-committee of the Council for reasonable and proper out-of-pocket expenses;
- 5.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Society or of Council may be a member holding not more than one hundredth part of the issued share capital of that company;
- 5.5 of the premiums for indemnity insurance pursuant to Clause 4.30
- 6 The liability of the members is limited.
- 7 Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities 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.

## 8 **DISSOLUTION**

- 8.1 If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property, 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, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Society by Clause 5 above, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and, if that cannot be done, then to some charitable object.
- 8.2 Nothing in this Memorandum and Articles of Association 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 Trustee Investment (Scotland) Act 2005.

The Companies Acts 1985 and 1989

**Company Limited By Guarantee  
And Not Having A Share Capital**

**AMENDED**

**ARTICLES OF ASSOCIATION**

**of**

**THE BRITISH PAIN SOCIETY**

**1 DEFINITIONS AND INTERPRETATION**

1.1 In these Articles the following words and expressions shall have the following meanings:

<b>“the Articles”</b>	These Articles of Association of the Society;
<b>“clear days”</b>	in relation to a period of 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;
<b>“communication”</b>	as defined by in the Electronic Communications Act 2000 (as modified or re-enacted from time to time);
<b>“the Companies Act”</b>	the Companies Act 1985 and 2006 including any statutory modification or re-enactment of any of its provisions for the time being in force;
<b>“the Council”</b>	the board of directors of the Society for the time being;
<b>“electronic communication”</b>	as defined in the Electronic Communications Act 2000 (as modified or re-enacted from time to time);

<b>“the Honorary Secretary”</b>	the Secretary of the Society;
<b>“Member”</b>	a member of the Society for the time being whether an Ordinary Member, Retired Member, Honorary Member, Contributing Member, Associate Member or International Member;
<b>“the Registered Office”</b>	the registered office of the Society;
<b>“the Regulations”</b>	the regulations of the Society made by the Council pursuant to Article 4 or any other Article;
<b>“the Society”</b>	the company known as “The British Pain Society”;
<b>“the Unincorporated Society”</b>	the unincorporated association known as “The Pain Society”;
<b>“United Kingdom”</b>	Great Britain and Northern Ireland;
<b>“in writing”</b>	written, printed, lithographed, photographed or partly one and partly another, or produced by other modes of representing or reproducing words in a visible form.

1.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification or re-enactment of the Companies Act in force at the date of the adoption of the Articles.

## **2 OBJECTS**

The Society is established for the objects expressed in the Memorandum of Association of the Society.

## **3 THE TRUSTEES AND DIRECTORS**

The members of the Council (but excluding co-optees to the Council) are charity trustees within the definition of the Charities Act 1993 (as modified or re-enacted from time to time) and also directors of the Society as the persons having the general control and management of the administration of the Society.

## **REGULATIONS**

4 The Council may from time to time make such regulations as it may think fit and add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Council shall adopt such means as it may think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:

- 4.1 the procedure at General Meetings and meetings of the Council and its committees insofar as such procedure is not regulated by the Articles;
- 4.2 the procedure for, and the conduct of, nominations and elections of Officers and other members of Council insofar as not regulated by the Articles;
- 4.3 any other subjects which the Articles provide may be covered by Regulations;
- 4.4 generally all such matters as are commonly the subject matter of company rules or bye-laws

provided that no regulation shall contravene any of the provisions of the Memorandum of Association of the Society, the Articles or the Companies Act.

## **5 MEMBERS**

The first Ordinary Members shall be the subscribers to the Memorandum of Association and as from the date of registration of the Society as a charity such other Ordinary Members of the Unincorporated Society at that date as are specified in the Regulations. The first Associate Members shall be those as set out in the Regulations. The first Retired Members and the first Honorary Members shall be respectively those

who are Retired Members and Honorary Members of the Unincorporated Society at the date of registration of the Society as a charity.

- 6 Subject to the provisions of the Articles, the Council shall by Regulations prescribe the eligibility criteria and the conditions for the acceptance for each class of Membership, the procedures for application and election to each class of Membership and the privileges of Membership.

There shall be the following classes of membership of the Society:

- 6.1 **Ordinary Members.** Scientists, medical practitioners or other healthcare professionals (whether in training or fully qualified) interested in the objectives of the Society shall be eligible to be admitted as an Ordinary Member of the Society. Admission to Ordinary Membership shall be made in accordance with such Regulations of the Society as shall have been adopted by the Council. Each Ordinary Member of the Society shall be entitled to vote at General Meetings of the Society and shall be entitled to appoint a proxy to attend General Meetings and speak and vote on their behalf.
- 6.2 **Retired Members.** An Ordinary Member may become a Retired Member in accordance with the Regulations. Retired Members of the Society shall not be entitled to vote at General Meetings of the Society.
- 6.3 **Honorary Members.** Honorary Members shall be elected by the Council of the Society in accordance with the Regulations. Persons elected to Honorary Membership will have made an outstanding contribution to the advancement of the objectives of the Society. Each Honorary Member of the Society shall be entitled to vote at General Meetings of the Society.
- 6.4 **Contributing Members.** Contributing Members shall be admitted by the Council of the Society in accordance with the Regulations. Contributing Members will be persons who are interested in furthering the objectives of the Society and who will normally be organisations, including charitable or business organisations. Contributing Members of the Society shall not be entitled to vote at General Meetings of the Society.
- 6.5 **Associate Members.** Associate Members shall be admitted by the Council of the Society in accordance with the Regulations. Associate Members will be individuals

who have an interest in the objectives of the Society but who are not eligible for admission as Ordinary Members of the Society. Associate Members of the Society shall not be entitled to vote at General Meetings of the Society.

6.6 **International Members.** International Members shall be admitted by the Council of the Society in accordance with the Regulations. International Members shall include anyone resident outside Great Britain and Northern Ireland. International Members shall not be entitled to vote at General Meetings of the Society.

7 The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death.

8 A Register shall be kept at the Registered Office in which shall be entered the name and address of every Member.

#### **TERMINATION OF MEMBERSHIP**

9 A Member shall cease to be a Member if:

9.1 by at least 14 days' notice in writing to the Honorary Secretary he resigns his membership;

9.2 the Council or any committee of the Council, after due enquiry, resolves that the interests of the Society so require.

10 In the event of any Member ceasing to be a Member under Articles 9 or 12 his name shall be removed from the Register and he will not be entitled to describe himself as being a Member or to any of the privileges of a Member or to be refunded any of his subscription.

#### **SUBSCRIPTIONS**

11 The subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Members at an Annual General Meeting and shall be due on the date or dates prescribed by the Council. The Members at an Annual General Meeting may set different rates for different classes of Members.

12 A Member who is more than 90 days in arrears with any subscription due from him and who has been notified in writing by the Council shall cease to be a Member and his name shall be removed from the Register of Members after approval by Council.

13 A Member shall remain liable to pay to the Society all subscriptions due up to the date on which he ceased to be a Member.

14 A Member, who is in arrears with any subscriptions or other sum due from him to the Society, shall not be entitled to exercise any voting rights and may have his other privileges of membership suspended in accordance with the Regulations.

### **REINSTATEMENT**

15 Where any Member has ceased to be a Member for any reason, that person may only be reinstated as a Member if re-elected in accordance with Article 6.

### **POWERS OF THE COUNCIL**

16

16.1 The business of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required to be exercised by the Society in General Meeting. Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Society or by the Articles, but no amendment to the Articles shall invalidate any prior act of the Council which would have been valid if that amendment had not been made.

16.2 The Council may appoint one or more or their number as Director of a wholly-owned subsidiary company or as Trustee of a related charity provided that:

16.2.1 the wholly owned subsidiary company is acting solely for the benefit of the Society;

16.2.2 the relationship between any related charity is clearly defined and the conflict of interest is transparent and managed accordingly;

16.2.3 that such appointment is in the best interests of the Society;

16.2.4 that any such appointment is a minority of the members of the Council;

16.2.5 that no Council member so appointed stands to gain personally whether financially or otherwise from such appointment; and

16.2.6 that appropriate professional advice has been taken.

### **COMPOSITION OF THE COUNCIL**

17 The Council shall consist of:

- 17.1 The Officers
- 17.2 A minimum of six and a maximum of nine Ordinary Council Members or such other maximum number (being not less than six) as may be determined by the Society in General Meeting.
- 18 The first Officers and other members of Council shall be the subscribers to the Memorandum of Association and any other persons who are Officers or other members of Council of the Unincorporated Society immediately prior to the commencement of operations by the Society. The first Officers and other members of Council shall hold the offices and for the periods set out in the Regulations.

## **THE OFFICERS**

19. Any motion that calls into effect the suitability or otherwise of an elected Officer or Officer Elect must be proposed and passed by the adoption of a Special Resolution to that effect at a General Meeting of the Society duly convened.

The Officers of the Society shall be the:

- 19.1 **President.** The President shall normally be elected one year in advance of taking up office as President, and during that period shall be the President Elect of the Society. The Honorary President Elect shall only take up office as Honorary President if approved by the Council. The President will hold office for a period of two years (or such longer period as prescribed in Regulations), at the end of which he shall retire and not be eligible to stand for re-election to any office previously held by him but may be elected to another office. In the event that the President has had to resign or is no longer in office for some other reason, the procedure set out in the Regulations will apply.
- 19.2 **Immediate Past President.** The Immediate Past President shall hold office for a period of one year immediately after his retirement as President. The Immediate Past President shall not be eligible to stand for re-election to any office previously held by him but may be elected to another office unless the Regulations provide otherwise.
- 19.3 **Honorary Secretary.** The Honorary Secretary shall be elected one year in advance of taking up office as Honorary Secretary, and during that period shall be the Honorary Secretary Elect of the Society. The Honorary Secretary Elect shall only take up office as Honorary Secretary if approved by the Council. The Honorary

Secretary will hold office for a period of three years, at the end of which he shall retire and not be eligible for re-election to that office. The Honorary Secretary shall not be eligible to stand for re-election to any office previously held by him but may be elected to another office unless the Regulations provide otherwise. In the event that the Honorary Secretary has had to resign or is no longer in office for some other reason, the procedure set out in the Regulations will apply.

- 19.4 **The Honorary Treasurer.** The Honorary Treasurer shall be elected one year in advance of taking up office as Honorary Treasurer, and during that period shall be the Honorary Treasurer Elect of the Society. The Honorary Treasurer Elect shall only take up office as Honorary Treasurer if approved by the Council. The Honorary Treasurer will hold office for a period of three years, at the end of which he shall retire and not be eligible for re-election to that office. The Honorary Treasurer shall not be eligible to stand for re-election to any office previously held by him but may be elected to another office unless the Regulations provide otherwise. In the event that the Honorary Treasurer has had to resign or is no longer in office for some other reason, the procedure set out in the Regulations will apply.
- 19.5 **President Elect.** The President Elect shall not be eligible to stand for re-election to any office previously held by him but may be elected to another office unless the Regulations provide otherwise.
- 19.6 **Honorary Secretary Elect.** The Honorary Secretary Elect shall not be eligible to stand for re-election to any office previously held by him but may be elected to another office unless the Regulations provide otherwise.
- 19.7 **Honorary Treasurer Elect.** The Honorary Treasurer Elect shall not be eligible to stand for re-election to any office previously held by him but may be elected to another office unless the Regulations provide otherwise.
- 19.8 For the purposes of this Article and Article 30 a “year” shall mean the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the Society.
- 20 The Council may prescribe the duties of the Officers
- 21 No person may at any time hold more than one of the offices.

- 22 A person will only be eligible to be elected an Officer if he satisfies the criteria set out in the Regulations.
- 23 The procedure for the nomination and election of such Officers shall be as defined in the Regulations and election may be by secret postal ballot.
- 24 The results of the election shall be declared at the Annual General Meeting next following the ballot. The election of Officers as aforesaid shall take effect as from the close of the Annual General Meeting, when the retiring Officers (if any) shall be deemed to retire.
- 25 The duties of the Honorary Secretary shall include those applicable to a secretary under the Companies Act.
- 26.1 The Council may at any time appoint a person eligible under Article 22 to fill a vacancy in any Office, even if he has held that Office for the maximum term allowed under Article 19. Any person so appointed shall be deemed to be appointed on an interim basis and must then resign at the next following Annual General Meeting. Provided that any such person has not held the Office in question for the maximum term allowed, he shall be eligible for re-election.
- 26.2 In the event that there is no Officer Elect able and willing to take on the vacancy in Office, the Council must have recourse to the procedure laid out in Regulations 11.5 and 11.6.

#### **ELECTION OF ORDINARY COUNCIL MEMBERS**

- 27 A person will only be eligible to be elected an Ordinary Council Member if he is an Ordinary or Honorary Member of the Society. This provision precludes the election of an Ordinary Council Member if he is an International or a Retired Member of the Society.
- 28 The procedure for the nomination and election of Ordinary Council Members shall be defined in the Regulations and elections may be by secret postal ballot.
- 29 The results of the election of Ordinary Council Members shall be declared at the Annual General Meeting immediately following their election. The election of new Ordinary Council Members as aforesaid shall take effect as from the close of the Annual General Meeting, when the retiring Ordinary Council Members shall be deemed to retire.

- 30 An Ordinary Council Member shall hold office for three years from his election as at an Annual General Meeting, at the end of which he shall retire but be eligible for re-election as an Ordinary Council Member for a second term of three years.
- 31 On completion of a second term of office, the Ordinary Council Member will not be eligible for re-election as an Ordinary Council Member.
- 32 The Council shall have power at any time to appoint any Ordinary or Honorary Member of the Society to be a member of Council, to fill a casual vacancy in the Ordinary Council Members. Any member of Council so appointed shall hold office only until the next following Annual General Meeting and (subject to Article31) shall then be eligible for re-election to the Council.

#### **C0-0PTEES**

- 33 The Council shall have the power at any time to co-opt to the Council any person. Any person so co-opted shall hold office until the next Annual General Meeting but (subject to the approval of Council) may then be co-opted at any time thereafter. A co-opted member of Council need not be a Member of the Society. Co-opted members of Council shall not be entitled to vote on matters brought before the Council.

#### **PROCEEDINGS OF THE COUNCIL**

- 34 Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. The President or any three members of Council may, and on the request of the President or any three members of Council, the Honorary Secretary shall, at any time summon a meeting of the Council by serving (except in the case of an emergency) at least seven days' notice on each member of Council at his address. In the case of an emergency, the period of notice shall be such as may be expedient. A member of Council who is absent from the United Kingdom shall not be entitled to have a notice of meeting sent to him abroad.
- 35 Questions arising at a meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 36 The quorum for the transaction of the business of the Council shall not be less than one half of the voting members of Council.

- 37 The President, or in his absence, a member of Council nominated by the President, shall chair all meetings of the Council at which he shall be present, but if at any meeting neither the President nor such nominee is willing to preside or neither is present within five minutes after the time appointed for holding the meeting, the Council present shall elect one of their number to chair the meeting.
- 38 The Council may delegate any of its powers to committees consisting of such persons as the Council may think fit. All such committees shall, in the exercise of powers so delegated, conform to any regulations imposed on them by the Council. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and except where these Articles or any regulations of the Council otherwise provide. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.
- 39 All acts bona fide done by the Council or any of its committees, or by any person acting as a member of Council, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any member of Council or of any committee or that he was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a member of Council or member of the relevant committee.
- 40 The Council shall cause proper minutes to be made of the proceedings of all meetings of the Society, the Council and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.
- 41 The Council may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of members of the Council, the Council may act for the purpose of increasing the number of members of Council to that number or of summoning a General Meeting of the Society but for no other purpose.
- 42 A resolution in writing of the Council or of any of its committees signed or approved by letter, telex, facsimile transmission or cable by all the members of Council or all the members of the committee entitled to receive notice of a meeting of the Council or

of its committees shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved by one or more members of Council or members of the committees of the Council, as the case may be.

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43.1 All or any of the members of Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.

43.2 A Council member must absent himself or herself from any discussions of the Council members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

#### **EXPENSES**

44 Members of the Council shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the Council or General Meetings of the Society or (subject to approval by the Council) otherwise incurred in or about the affairs of the Society provided that a valid receipt and claim form are submitted prior to the proposed reimbursement.

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

45 The office of a member of Council shall be vacated if he:

45.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

45.2 becomes incapable by reason of mental disorder, illness or injury of managing or administering his property or affairs; or

- 45.3 resigns his office by written notice to the Honorary Secretary; or
- 45.4 becomes disqualified by law from acting as the trustee of a charity or as a company director; or
- 45.5 is removed from office by a resolution of the Society duly passed pursuant to Section 303 of the Companies Act; or
- 45.6 is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest as required by Section 317 of the Companies Act; or
- 45.7 is absent without the permission of the Council for three consecutive meetings of the Council and the Council resolves that his office be vacated; or
- 45.8 ceases to be a Member of the Society.

#### **SPECIAL INTEREST GROUPS**

- 46 The Council may from time to time in accordance with the Regulations approve the affiliation of Special Interest Groups to the Society whose aims and objectives further the objects of the Society and are not contrary to the interests of the Society and such a Group shall be known as an Affiliated Special Interest Group. Members who are members of such an Affiliated Special Interest Group shall be bound by the Regulations governing such Groups. The Council may withdraw or suspend recognition of an Affiliated Special Interest Group in accordance with the Regulations.
- 47 The Council may from time to time in accordance with the Regulations establish and incorporate in the Society Special Interest Groups of the Society for purposes within the objects of the Society and which are comprised of Members and which shall be known as Society Special Interest Groups. The Council may suspend or dissolve a Society Special Interest Group or dismiss or suspend any officer or member of a Society Special Interest Group in accordance with the Regulations.

#### **GENERAL MEETINGS**

- 48 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting in addition to any other General Meetings in the year. The Annual General Meeting shall be held on the date and at the time and place determined by the

Council, and it shall be specified to be the Annual General Meeting in the notice calling it. Not more than fifteen months shall elapse between one Annual General Meeting and 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.

49 All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.

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50.1 The President or the Council may whenever he or it thinks fit call General Meetings and, on the requisition of 10 percent of Ordinary Members, shall forthwith proceed to convene an Extraordinary General Meeting.

50.1.1 within 21 days from the date on which he or it becomes subject to the requirement;

50.1.2 the meeting must be held on a date not more than 28 days after the date of the notice calling the meeting or with the consent of a simple majority of those members calling the meeting within such longer period as may be agreed by mutual consent provided such period does not exceed 56 days;

50.1.3 if the requests received by the company identify a resolution either special or otherwise intended to be moved at the meeting, the notice of the meeting must include notice of such resolution whether special or otherwise;

50.1.4 the business that may be dealt with at the meeting includes a resolution whether special or otherwise of which notice is given in accordance with section 303 of the Act.

50.2 Any requisition shall express the object of the meeting proposed to be called and shall be left at the Registered Office.

50.3 Upon receipt of such requisition the Honorary Secretary shall forthwith proceed to convene an Extraordinary General Meeting. If he does not convene one within 28 days from the date of the requisition, the requisitioner or requisitionists may themselves convene an Extraordinary General Meeting.

## **NOTICE OF GENERAL MEETINGS**

- 51 All meetings including the Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least 14 clear days' notice.
- 51.1 A General Meeting, including the Annual General Meeting, may, however, be called by shorter notice if it is so agreed by 90% of the members entitled to attend and vote.
- 51.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
- 51.3 Notice of an Annual General Meeting shall be given to all members, the members of the Council and the Auditors (if any) of the charity. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.
- 52 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**

53

- 53.1 No business shall be transacted at any General Meeting of the Society unless a quorum is present at the time when the meeting proceeds to business. Fifty persons being Ordinary Members or Honorary Members or 10% of the Ordinary Members (whichever is the lesser), being persons present in person or by proxy (which shall exclude members of Council) entitled to vote upon the business to be transacted, shall be a quorum at any General Meeting.
- 53.2 A written Special Resolution must be passed by a 75% majority of the members present and voting including by proxy; a written Ordinary Resolution may be passed by a simple majority (more than 50%) of those members present and voting including by proxy.
- 54 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Members, shall be dissolved

and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day not less than seven and not more than twenty eight days after the meeting and at the time and place as the Council may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the meeting shall be dissolved.

- 55 The President, if any, or in his absence one of the other Officers present shall preside as the chairman at Annual General Meetings and Extraordinary General Meetings, but if neither the President nor any other Officer be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of Council present shall elect one of their number to be chairman but if there is no member of Council present and willing to act, the Ordinary Members and Honorary Members present shall elect one of their number to be chairman.
- 56 The chairman of any General Meeting may, with the consent of a 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 fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 57 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll or secret ballot is duly demanded. Subject to the provisions of the Companies Act, a poll or secret ballot may be demanded:
- 57.1 by the chairman of the meeting; or
- 57.2 by at least three Members having the right to vote at the meeting; or
- 57.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 58 Unless a poll or secret ballot is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the

meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 59 The demand for a poll or a secret ballot may be withdrawn before the poll or the secret ballot is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll or a secret ballot shall not invalidate the result of a show of hands declared before the demand for the poll or the secret ballot was made.
- 60 A poll or secret ballot shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll or the secret ballot. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot is demanded.
- 61 In the case of an equality of votes, whether on a show of hands or on a poll or a secret ballot the chairman of the General Meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 62 No poll or secret ballot shall be demanded on the election of a chairman of a meeting or on a question of adjournment. A poll or secret ballot demanded on any other question shall be taken at such time and place as the chairman directs not being more than thirty days after the poll or secret ballot is demanded. The demand for a poll or secret ballot shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll or secret ballot is demanded. If a poll or secret ballot 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.
- 63 No notice need be given of a poll or secret ballot 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 or secret ballot is to be taken.
- 64 A resolution in writing signed or approved by letter, telex or facsimile transmission by or on behalf of all the Members who would have been entitled to vote upon it if it had been proposed at a General Meeting shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held. Any such resolution may

consist of several documents in the like form each signed by or on behalf of one or more Members.

### **VOTES OF MEMBERS**

- 65 On a show of hands every Ordinary Member and Honorary Member present in person or by proxy shall have one vote and on a poll or secret ballot every Ordinary Member and Honorary Member present in person or by proxy shall have one vote. No other Members shall be entitled to vote. The Council may by Regulations prescribe other methods of voting.
- 66 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.

### **PATRONS OF THE SOCIETY**

- 67 The Council may from time to time invite persons who are eminent and distinguished to accept the office of Patron of the Society. Such persons shall enjoy such privileges as the Council may confer upon them, but shall not be entitled to vote on any motion at any of the meetings of the Council, of any committees or at any General Meeting.

### **DUTY OF CARE AND EXTENT OF LIABILITY**

- 68 When exercising any power (whether contained in the Memorandum and Articles of Association or provided by statute or any rule of law) to administer or manage the charity, each of the members of the Council must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he has or claims to have (the “duty of care”). No member of the Council and no-one exercising powers or responsibilities that have been delegated by the members of Council shall be liable for any act or failure to act unless, in acting or failing to act, he has failed to discharge the duty of care.

### **THE SEAL**

- 69 The common seal of the Society shall only be used by the authority of a resolution of the Council or of a committee of the Council authorised for the purpose by the Council. Every document to which the common seal is affixed shall be signed by at least two persons appointed by the Council for such purpose.

## **ACCOUNTS**

- 70 The Council shall cause proper accounting records to be kept in accordance with Section 221 of the Companies Act.
- 71 The accounting records of the Society shall be kept at the Registered Office, or subject to Section 222 of the Companies Act at such other place or places as the Council shall think fit, and shall always be open to inspection by the members of Council.
- 72 The Council may by Regulations impose reasonable restrictions as to the time and manner at and in which the accounting records of the Society may be inspected by the Members and subject to these restrictions the accounting records shall be open to inspection by the Members during usual business hours.

## **AUDIT**

- 73 Any appointment of Auditors required by the Companies Act and the duties of such auditors (if required) shall be regulated in accordance with Sections 236, 237, 241 and 384 of the Companies Act, the members of the Council being treated as the directors mentioned in those sections.

## **BANK ACCOUNT**

- 74 Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society. All cheques, negotiable instruments and orders for the payment of money from such account shall be signed in such manner as the Council shall from time to time determine and shall be signed by at least 2 signatories who shall be either members of the Council or persons duly authorised by the Council.

## **INVESTMENTS**

- 75 The Council shall have the power to employ as a professional investment manager for the Society any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager (“the Manager”) the exercise of all or any of the power of investments on such terms and at such reasonable remuneration as the Council may see fit but always subject to the following:-

- 75.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Council;
- 75.2 Every transaction carried out by the Manager under delegated powers shall be reported to the next meeting of the Council or any committee designated by the Council for such purpose;
- 75.3 The Council shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
- 75.4 The Council will be bound to review the arrangements for delegation at least once in every 12 months;
- 75.5 The Manager shall keep the Council informed on a regular basis of the performance of the investment portfolio managed by the Manager.
- 76 The Council may:
- 76.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England and Wales) as the Council's nominee;
- 76.2 and pay reasonable and proper remuneration to any corporate body acting as the Council's nominee in pursuance of this Article.

## **INDEMNITY**

- 77 Subject to the provisions of the Companies Act, every member of Council, or other officer or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

## **DISSOLUTION**

- 78 Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if its provisions were repeated in the Articles.

## NOTICES

- 79 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Council or of any of its committees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
- 80 The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Society by the member or by publishing it on the Society's website provided that Members have provided prior written consent for this. A Member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communication shall be entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive any notice from the Society.
- 81 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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. A notice shall be deemed to be given at the expiration of 48 hours (120 hours if sent by airmail) after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
- 82 In Articles 78 and 79 "address" in relation to electronic communications includes any number or address used for the purpose of such communications.