

The Companies Act 2006
Company Limited by Guarantee

ARTICLES OF ASSOCIATION
THE BRITISH SOCIETY FOR HAEMATOLOGY

Incorporated the 13th day of September, 1991.

Adopted on 19 April 2010
(and revised by special resolutions of 21 April 2015 and 20 April 2016)

COMPANY NUMBER 2645706

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF
THE BRITISH SOCIETY FOR HAEMATOLOGY

GENERAL

- 1 The name of the Company (hereinafter called “the Society”) is The British Society for Haematology.
- 2 In these Articles the following words shall have the following if not inconsistent with the subject or context.

WORDS

MEANINGS

Address	means a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Society
the Articles	the Articles of Association of the Society, as amended from time to time.
Chairman	the chairman of the Trustees appointed in accordance with the Articles
Charity Commission	the Charity Commission for England and Wales
clear day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect
Companies Acts	the Companies Acts (as defined by section 2 of the Companies Act 2006) insofar as they apply to the Society
Connected Person	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm or body corporate (including a limited liability partnership) of

	which a Trustee is a partner, member or employee and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital
Co-opted Trustees	those Trustees co-opted by the Trustees in accordance with Article 70
document	includes, unless otherwise specified, any document sent or supplied in electronic form
General Meeting	a general meeting of the Society held in accordance with the Companies Acts
Member	a member of the Society for the time being whether an Ordinary Member, Biomedical Scientist Member, Nurse Member, Developing World Member, Honorary Member, Associate Member, Senior Member or member of any other class of Members of the Society determined by the Trustees
Month	calendar month
Office of the Society	the Office of the Society at which membership records are kept as from time to time notified to Members
Ordinary Trustees	those Trustees elected in accordance with the Articles and the Regulations of the Society
Register of Members	the register of Members of the Society kept pursuant to the Companies Acts
the Regulations	the Regulations of the Society made by the Trustees pursuant to Article 107 or any other Article
the Seal	the Common Seal of the Society
the Society	the above-named company regulated by the Articles
the Trustees	the Trustees for the time being of the Society, including the Officers, Ordinary Trustees and any Co-opted Trustees
the United Kingdom	Great Britain and Northern Ireland
In Writing	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 (but excluding text messages).

2.1 Unless specifically stated otherwise:

2.1.1 other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Society.

2.1.2 words importing the singular number only shall include the plural number, and vice versa.

2.1.3 words importing any one gender include all genders

2.1.4 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

LIABILITY OF MEMBERS

3 The liability of the Members is limited.

4 Every Member undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a Member, or within the year after he ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

OBJECTS

5 The objects for which the Society is established are to advance the practice and study of haematology and to facilitate contact between persons interested in haematology.

POWERS

6 In furtherance of the above objects but not further or otherwise the Society shall have the following powers:-

6.1 To provide facilities, buildings, staff, equipment, material, books and libraries to facilitate and promote the objects of the Society

6.2 To publicise and educate the public in and provide information about the work of the Society

- 6.3 To hold exhibitions, meetings, conferences, lectures and classes; to publish or distribute newspapers, books, magazines, journals or other literary works in connection with the activities in furtherance of the objects of the Society
- 6.4 Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects
- 6.5 To undertake and execute any trusts conducive to its objects which may lawfully be undertaken by the Society
- 6.6 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
- 6.7 To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that the moneys subject or representing property subject to the jurisdiction of the Charity Commission shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law
- 6.8 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects
- 6.9 To do all such other things as are necessary or conducive to the attainment of the above objects or any of them.

APPLICATION OF INCOME AND PROPERTY

- 7 The income and property of the Society shall be applied solely towards the promotion of the objects of the Society
- 8 A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Society.
- 9 A Member may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 10 A Trustee may receive an indemnity from the Society in the circumstances specified in Article 103.

- 11 None of the income or property of the Society may be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee receiving:
 - 11.1 a benefit from the Society in the capacity of a beneficiary of the Society; or
 - 11.2 reasonable and proper remuneration for any goods or services supplied to the Society.
- 12 No Trustee or Connected Person may:
 - 12.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;
 - 12.2 sell goods, services or any interest in land to the Society;
 - 12.3 be employed by, or receive any remuneration from, the Society
 - 12.4 receive any other financial benefit from the Society, unless:
 - 12.4.1 the payment is permitted by Articles 13 or 14; or
 - 12.4.2 the Trustees obtain the prior written approval of the Charity Commission and fully complies with any procedures it prescribes.
- 13 A Trustee or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society.
- 14 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- 15 Subject to Article 19, a Trustee or a Connected Person may provide the Society with goods that are not supplied in connection with the services provided to the Society by the Trustee or Connected Person.
- 16 A Trustee of Connected Person may receive interest on money lent to the Society at a reasonable rate.
- 17 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society if the amount of the rent and the other terms of the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- 18 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- 19 The Society and the Trustees may only rely on the authority provided by Article 14 if each of the following conditions is satisfied:
- 19.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Trustee or Connected Person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Society;
- 19.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of goods in question;
- 19.3 the other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of not doing so;
- 19.4 the supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
- 19.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Trustees is present at the meeting;
- 19.6 the reason for their decision is recorded by the Trustees in the minute book; and
- 19.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 12.

MEMBERS

- 20 There shall be the following classes of Members:

Ordinary Members;

Biomedical Scientist Members;

Nurse Members;

Developing World Members;

Associate Members;

Honorary Members;

Senior Members; and

Any other class of Members determined by the Trustees.

- 21 A person shall not be eligible to be elected as an Ordinary Member, Biomedical Scientist Member, Nurse Member, Developing World Member or Associate Member unless he is engaged in the practice or study of haematology.
- 22 A person of distinction in the field of haematology nominated by the Trustees may be elected as an Honorary Member.
- 23 Ordinary Members, Biomedical Scientist Members, Nurse Members, Developing World Members, Associate Members and Honorary Members shall be elected by the Trustees or a committee of the Trustees.
- 24 An Ordinary Member, Biomedical Scientist Member, Nurse Member or Developing World Member who has retired from remunerative practice in haematology may be admitted as a Senior Member in accordance with the Regulations.
- 25 Subject to the provisions of the Articles, the Trustees shall by Regulations prescribe the eligibility criteria and the conditions for the acceptance for each class of Membership and the procedures for application, nomination and election to each class of Membership.
- 26 The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death. The rights and privileges of any class of Members referred to in Article 20 shall be determined by the Trustees.
- 27 A Register of Members shall be kept at the Office of the Society in which shall be entered the name and address of every Member.
- 28 All Ordinary Members, Biomedical Scientist Members, Nurse Members, Developing World Members and Senior Members shall be entitled to attend, speak and vote at General Meetings of the Society and to attend any scientific meeting of the Society. In addition, the Trustees may in its absolute discretion decide that any such Members shall be entitled to other benefits and may offer, vary or withdraw those benefits and on such terms as the Trustees may think fit.
- 29 All Associate Members and Honorary Members shall be entitled to attend any scientific meeting of the Society and to receive notices of General Meetings and to attend and speak, but not vote, at General Meetings of the Society or on any ballot of the Members.

FEES AND SUBSCRIPTIONS

- 30 The fees and subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Trustees and shall be due on the date or dates prescribed by the Trustees. The Trustees may set different rates for different classes of Members.
- 31 A Member who is in arrears with any fee or subscription due from him and who has been notified in writing by the Trustees shall cease to be a Member in accordance with the Regulations and his name shall be removed from the Register of Members. The Trustees, if authorised to do so by the Regulations and in accordance with the terms thereof, may waive or lower the sum demanded.
- 32 A Member shall remain liable to pay to the Society all fees and subscriptions due up to the date on which he ceased to be a Member.
- 33 A Member, who is in arrears with any fee or subscription 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.
- 34 Where any Member has ceased to be a Member under Article 35, Regulations may prescribe circumstances in which such a person could be reinstated as a Member.

TERMINATION OF MEMBERSHIP

- 35 A member shall cease to be a Member if:
- 35.1 he dies;
- 35.2 he is made bankrupt or seeks to make any voluntary arrangement with or composition or arrangement with or for the benefit of his creditors generally;
- 35.3 he is suffering from mental disorder and is either admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 35.4 he resigns by giving at least 30 days' notice in writing to that effect to the Society at the Office of the Society;
- 35.5 (being a Trustee) he ceases to hold such office pursuant to Article 86; or
- 35.6 the Trustees, after due enquiry, resolves that the interests of the Society so require.

- 36 In the event of a person ceasing to be a Member, the date of his cessation as a Member shall be entered in the Register of Members and he will not be entitled to describe himself as being a Member or to any privileges of a Member.

GENERAL MEETINGS

- 37 The Trustees, or the Chairman, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee may call a General Meeting.

NOTICE OF GENERAL MEETINGS

- 38 A General Meeting shall be called by at least fourteen clear days' notice.
- 39 A General Meeting may be called by shorter notice if it is so agreed by the majority in number of Members having the right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights at that meeting of Members.
- 40 The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006. A proxy does not need to be a Member.
- 41 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Trustees may determine.
- 42 The Trustees may require proxy notices to be delivered in a particular form.
- 43 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 44 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and 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.
- 45 The appointment of a proxy and any other authority under which it is executed may:

- 45.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 45.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
- 45.2.1 in the notice convening the meeting, or
- 45.2.2 in any instrument of proxy sent out by the Society in relation to the meeting, or
- 45.2.3 in any invitation contained in a communication in electronic form to appoint a proxy issued by the Society in relation to the meeting,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 46 A Member who is entitled to attend, speak and 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 Society by or on behalf of that Member. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated.
- 47 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.
- 48 An appointment under a proxy notice may be revoked by delivering the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 49 If a proxy notice is not executed by the person 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.
- 50 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 51 No business shall be transacted at any General Meeting unless a quorum of Members is present when the meeting proceeds to business. Unless the Articles otherwise provide, seven Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 52 If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 53 The President of the Society shall preside as chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present shall choose some Trustee, or if no such Member is present, or if all the Trustees present decline to take the chair, they shall choose some Member entitled to vote on the business to be transacted who shall be present to preside.
- 54 The chairman of the General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place.
- 55 Whenever a meeting is adjourned for thirty 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.
- 56 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

- 57 A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).

VOTES OF MEMBERS

- 58 Only Ordinary Members, Biomedical Scientist Members, Nurse Members, Developing World Members and Senior Members shall be entitled to attend, speak and vote (either personally or by proxy) at General Meetings. All other Members shall be entitled to receive notice of General Meetings and to attend and speak, but not vote, at General Meetings.
- 59 Every Member shall have one vote to be cast by the Member either personally or by proxy.
- 60 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

ELECTION OF OFFICERS AND THE TRUSTEES

- 61 The Officers of the Society shall be a President, Vice President, immediate Past President, Secretary, Scientific Secretary and Treasurer.
- 62 The President will be appointed for a period of one year but shall not be eligible for reappointment as President. The Secretary, the Scientific Secretary and the Treasurer shall be appointed for a period of three years and shall be eligible for re-appointment, but shall not normally hold office for more than six consecutive years.
- 63 Election of Officers shall take place at the following times:
- 63.1 the President shall be elected one year in advance of taking up office. In the year immediately preceding his taking up office as President he shall be the Vice President of the Society. In the year after completing his term of office as President the immediate Past President will remain as a Trustee.
- 63.2 the Secretary, the Scientific Secretary and the Treasurer shall take office from the close of the Trustees meeting during the Scientific Meeting one year in advance of taking up their respective offices. During that year they will be known as the Proleptic Secretary, the Proleptic Scientific Secretary and the Proleptic Treasurer and shall be entitled to attend meetings of the committee but shall not be entitled to vote.

- 64 The Trustees shall consist of the Officers, eight Ordinary Trustees and any Co-opted Trustees.
- 65 A candidate for election as an Ordinary Trustee must have been a Member entitled under Article 58 to vote at General Meetings for at least two years prior to the date of his nomination.
- 66 The Officers (excluding the immediate Past President) and Ordinary Trustees shall be elected by the Ordinary Members, Biomedical Scientist Members, Nurse Members, Developing World Members and Senior Members.
- 67 The procedures for the nomination and election (which may include by postal or electronic ballot) of Officers (excluding the immediate Past President) and Ordinary Trustees shall be defined in Regulations.
- 68 The election of Officers (excluding the immediate Past President) and Ordinary Trustees shall take effect from the close of the Trustees meeting during the Scientific Meeting in each calendar year when retiring Officers and Ordinary Trustees shall be deemed to retire.
- 69 An Ordinary Trustee shall hold office for a term of three years from the date of his election, at the end of which he shall retire and (unless determined otherwise by the Trustees in respect of a particular candidate) shall not be eligible for re-election until he has been out of office for one year. For the purposes of this Article and Articles 62 and 63, a “year” shall mean the period between the Trustees meeting during the Scientific Meeting in one calendar year and the first such meeting in the next calendar year.
- 70 The Trustees shall have power to appoint persons as Trustees for such term of office as the Trustees shall determine and may remove such Co-opted Trustees at any time.
- 71 The Trustees shall have power to co-opt persons to assist the Trustees on such terms as they may consider appropriate and may remove such persons but so that in no circumstances shall any co-opted member be entitled to vote on any matter to be decided by the Trustees. Such a person shall not be a charity trustee or company director.
- 72 The Trustees may at any time appoint a person (who must have been a Member entitled pursuant to Article 58 to vote at General Meetings for a minimum of two years) to be a Trustee to fill a vacancy in the Officers or Ordinary Trustees. Any Trustee so appointed shall hold office only until the first Trustees meeting in the

following year when he shall then be eligible for re-election. Such a period of office shall not be taken into account in determining whether such a person is eligible for re-election. .

POWERS OF THE TRUSTEES

- 73 Subject to the provisions of the Companies Acts and the Articles, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 74 The Trustees may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number required to provide a quorum at meetings of the Trustees, the Trustees may act for the purpose of increasing the Trustees to that number.

PROCEEDINGS OF THE TRUSTEES

- 75 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum at any Trustees meeting shall be five (of whom at least one is an Ordinary Trustee). Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 76 A Trustee may, and on the request of a Trustee, the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the Trustees. A Trustee who is absent from the United Kingdom shall be entitled to notice of a meeting.
- 77 The President (or in his absence the Vice President) shall be the chairman who shall be entitled to preside at all meetings of the Trustees at which he shall be present, but if at any meeting neither the President nor Vice President is present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be chairman of the meeting.
- 78 Any of the Trustees can take part in a meeting of the Trustees by way of a video conference, telephone or other electronic means by which each participant can communicate with the others. Taking part in this way will be treated as being present at the meeting. Meetings will be treated as taking place where the largest group of

the participants are or, if there is no such group, where the chairman of the meeting is, unless the Trustees decide otherwise.

SUB-COMMITTEES

- 79 The Trustees may delegate any of their powers to Sub-committees consisting of such persons who must be Members of the Society appointed by the Trustees as they may think fit but at least one member of every Sub-Committee must be a Trustee. Any Sub-committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed upon it by the Trustees. The meetings and proceedings of any such Sub-committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees as aforesaid. All Sub-committees shall fully report their acts and proceedings to the Trustees as soon as is reasonably practicable.
- 80 The Sub-committee may co-opt persons to be members of such Sub-committee, subject to such persons and the terms of their co-option being first approved by the Trustees, and may remove such persons. The Sub-committee shall revoke any such appointment of a co-opted member on the direction of the Trustees.
- 81 Only those members of a Sub-committee who are Members of the Society shall be entitled to vote on any matter to be decided by that Sub-committee. All other members of such Sub-committee, including co-opted members, shall not be entitled to vote on such a matter.
- 82 All acts bona fide done by any meeting of the Trustees or of any Sub-committee of the Trustees, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee or Sub-committee.
- 83 The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Society and of the Trustees and of Sub-committees of the Trustees and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 84 A resolution in writing signed or approved by all the members for the time being of the Trustees or of any Sub-committee of the Trustees who are duly entitled to receive notice of a meeting of the Trustees or of such Sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such Sub-committee duly convened and constituted.

DISQUALIFICATION OF TRUSTEES

- 85 The office of a Trustee shall be vacated:-

85.1 if he dies;

85.2 if he becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;

85.3 if he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relation to mental health or mental capacity;

85.4 if he ceases to be a Member;

85.5 if by notice in writing to the Society he resigns his office (but only if the number of Trustees necessary for a quorum at a Trustees meeting will remain in office when the notice of resignation is to take effect);

85.6 if he becomes disqualified by law from acting as the trustee of a charity or as a company director;

85.7 if he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine;

85.8 if he is removed as a Co-opted Trustee under Article 70;

85.9 if he is removed by a resolution of the Trustees at a meeting. A resolution to remove a Trustee in accordance with this Article 85.9 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that meeting;

85.10 if he is absent without permission of the Trustees for three consecutive meetings of the Trustees and the Trustees resolve that his office be vacated; or

85.11 if he is removed by a resolution of the Members pursuant to section 168 of the Companies Act 2006.

CONFLICTS OF INTEREST

86 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

86.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

86.2 the unconflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum is present at the Trustee meeting; and

86.3 the unconflicted Trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit to a Trustee.

THE SEAL

87 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

THE SECRETARY

88 Scientific Secretary may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

89 In addition to the above, the Scientific Secretary shall assist the President and the Meeting Secretary in the organisation of any annual scientific meeting.

TREASURER AND BANK ACCOUNT

90 The duties of the Treasurer shall be to: -

90.1 receive all moneys on behalf of the Society and make all payments authorised by the Trustees; and

90.2 keep such books of account as are required; and

- 90.3 draw up the income and expenditure account and balance sheet as shall be required;
- 91 Any bank account or other account in which any part of the assets of the Society is deposited shall be operated under the control of the Trustees 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 Trustees shall from time to time determine.

ACCOUNTS

- 92 The Trustees shall cause proper books of account to be kept with respect to:-
- 92.1 all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place,
- 92.2 all sales and purchases of goods by the Society; and
- 92.3 the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

- 93 The books of account shall be kept at the Office, or at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the Trustees. No Member (as such) shall have any right of inspecting the accounting or other records of the Society except as conferred by statute or authorised by the Trustees.
- 94 The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members of the Society, other than the Trustees, of the account and books of the Society which shall be open to the inspection of such Members of the Society at all reasonable times during business hours.
- 95 The Society shall send a copy of its annual accounts and reports for each financial year to an Address for every Member, every holder of the Society's debentures and every person who is entitled to receive notice of general meetings not later than the end of the period for filing accounts and reports or if earlier, the date on which it actually delivers its accounts and reports to the registrar of companies. Copies need not be sent to a person for whom the Society does not have a current address (as defined in the Companies Act 2006).

AUDIT

- 96 The Society shall comply with the requirements under the Companies Acts and the Charities Acts 1993 and 2006 in relation to the preparation and filing of accounts, annual reports and annual returns.
- 97 Auditors (if required by the Companies Acts) shall be appointed for each financial year by the Trustees in accordance with the provisions of the Companies Acts.

NOTICES

- 98 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees or of any of their Sub-committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 99 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 Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Society by the Member.
- 100 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 form was sent shall be conclusive where the Society can show that it was properly addressed and sent in accordance with Section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.
- 101 Notwithstanding any other provisions of the Articles, the Society may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Society under the Companies Acts or the Companies Act 2006 pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the Companies Act 2006, which apply when documents sent under the Companies Acts are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

DISSOLUTION

- 102 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to

some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society by virtue of Articles 7 to 19, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

INDEMNITY

- 103 The Society may indemnify a Trustee or former Trustee against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

CONDUCT OF SCIENTIFIC MEETINGS

- 104 When circumstances permit, Members of the Society may introduce visitors to the scientific meetings of the Society and a visitor may submit a scientific communication to the Society. Visitors' names shall be entered in the attendance book kept by the Meeting Secretary but no-one other than Members of the Society shall be entitled to attend any business meeting of the Society.
- 105 The Trustees may invite any other scientific society to participate in any scientific (but not business) meeting of the Society.
- 106 Business meetings of the Society whether scientific or business meetings are private and their conduct or any matters raised at or arising from such meetings shall not be communicated to the media (whether press radio or television) without the consent of the Trustees to both the subject and the content of the disclosure or communication concerned.

REGULATIONS

- 107 The Trustees 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 Trustees shall adopt such means as it may think fit to bring such regulations to the notice of Members.
- 108 Regulations may concern the following subjects:
- 108.1 the procedure at General Meetings and Trustees' meetings and their Sub-committees insofar as such procedure is not regulated by the Articles;
- 108.2 the procedure for, and the conduct of, nominations and elections of Officers and other Trustees insofar as not regulated by the Articles;

- 108.3 any other subjects which the Articles provide may be covered by Regulations;
- 108.4 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 Articles or the Companies Acts.

INVESTMENTS

- 109 The Trustees 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-enhancement 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 Trustees may see fit but always subject to the following:
- 109.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Trustees;
- 109.2 The Trustees shall give directions to the Manager as to the manner in which he is to report to them all sales and purchasers of investments made on their behalf:
- 109.3 The Trustees shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
- 109.4 The Trustees will be bound to review the arrangements for delegation at least once in every 24 months; and
- 109.5 The Manager shall keep the Trustees informed on a regular basis of the performance of the investment portfolio managed by the Manager.
- 110 The Trustees may:
- 110.1 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 nominee of the Society; and
- 110.2 pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this Article.

SPECIAL INTEREST GROUPS

- 111 The Trustees may in accordance with the Regulations establish as part of the Society Special Interest Groups of the Society for purposes within the objects of the Society. The conduct and activities of the Special Interest Groups shall be governed by the Articles and the Regulations.
- 112 The Trustees may suspend or dissolve a Special Interest Group, or dismiss or suspend any officer or member of the committee of a Special Interest Group, in accordance with the Regulations.
- 113 A Special Interest Group is not an independent organisation from the Society. Any rights, assets or funds acquired, received or used by or under the control of a Special Interest Group, its committee or members on behalf of it shall belong to the Society and, upon dissolution of the Special Interest Group, shall be transferred immediately to the Society.