

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, 20 April 2016 and 17 April 2018)

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.

Associate Member

Those members who are not Members of the Society and who are appointed by the Trustees pursuant to these Articles.

Chairman

the chairman of the Trustees appointed in accordance with the Article

Charities Act

the Charities Act 2011 as amended, extended or re-enacted from time to time.

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 to fill a vacancy in the Ordinary Trustees and Officers in accordance with these Articles
document	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form
Electronic Form and Electronic Means	have the meanings respectively given to them in Section 1168 of the Companies Act 2006
General Meeting	a general meeting of the Society held in accordance with the Companies Acts
Hard Copy and Hard Copy Form	have the meanings respectively given to them in the Companies Act 2006
Lay Trustees	those Trustees appointed to the board by the Trustees in accordance with these Articles
Member	a member of the Society for the purposes of the Articles and the Companies Acts admitted by the Trustees pursuant to these Articles
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
Officers	those Trustees elected to the roles of President, Vice President, Secretary and Treasurer in accordance with these Articles and the Regulations of the Society;
Ordinary Trustees	those Trustees elected in accordance with these 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 these Articles
the Society	the above-named company regulated by the Articles
the Trustees	the Trustees for the time being of the Society, which includes the Officers, Ordinary Trustees, any Lay Trustees and any person co-opted to fill a vacancy among the Officers and Ordinary Trustees in accordance with these Articles
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.

LIMITATION OF LIABILITY

3. Liability of members

- 3.1 The liability of the Members is limited.
- 3.2 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 AND POWERS

4. Objects

- 4.1 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.

5. Powers

- 5.1 In furtherance of the above objects but not further or otherwise the Society shall have the following powers:-
- 5.1.1 To provide facilities, buildings, staff, equipment, material, books and libraries to facilitate and promote the objects of the Society
- 5.1.2 To publicise and educate the public in and provide information about the work of the Society
- 5.1.3 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
- 5.1.4 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
- 5.1.5 To undertake and execute any trusts conducive to its objects which may lawfully be undertaken by the Society
- 5.1.6 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
- 5.1.7 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
- 5.1.8 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
- 5.1.9 To do all such other things as are necessary or conducive to the attainment of the above objects or any of them.

LIMITATION ON PRIVATE BENEFITS

6. Application Of Income And Property

- 6.1 The income and property of the Society shall be applied solely towards the promotion of the objects of the Society
- 6.2 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.
- 6.3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in the Charities Act.
- 6.4 A Trustee may receive an indemnity from the Society in the circumstances specified in Article 39.

6.5 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:

6.5.1 a benefit from the Society in the capacity of a beneficiary of the Society; or

6.5.2 reasonable and proper remuneration for any goods or services supplied to the Society.

Permitted benefits to Trustees and Connected persons

6.6 No Trustee or Connected Person may:

6.6.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;

6.6.2 sell goods, services or any interest in land to the Society;

6.6.3 be employed by, or receive any remuneration from, the Society

6.6.4 receive any other financial benefit from the Society, unless:

(a) the payment is permitted by Articles 6.7 or 6.8; or

(b) the Trustees obtain the prior written approval of the Charity Commission and fully complies with any procedures it prescribes.

6.7 A Trustee or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society.

6.8 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 the Charities Act.

6.9 Subject to Article 6.13, 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.

6.10 A Trustee or Connected Person may receive interest on money lent to the Society at a reasonable rate.

6.11 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.

6.12 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.

6.13 The Society and the Trustees may only rely on the authority provided by Article 6.8 if each of the following conditions is satisfied:

6.13.1 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;

- 6.13.2 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;
- 6.13.3 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;
- 6.13.4 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 with regard to the supply of goods to the Society.
- 6.13.5 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;
- 6.13.6 the reason for their decision is recorded by the Trustees in the minute book; and
- 6.13.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 6.6.

MEMBERS

Becoming and ceasing to be a Member

7. Becoming a Member

- 7.1 The Members of the Society shall be the subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership by the Trustees in accordance with the Articles. There shall be no fewer than seven Members.
- 7.2 With the exception of the subscribers to the Memorandum, no person may become a Member of the Society unless:
 - 7.2.1 that person has applied for membership in a manner approved by the Trustees or by a committee of the Trustees; and
 - 7.2.2 the Trustees have approved the application. The Trustees may in their absolute discretion decline to accept any person as a Member and need not give reasons for so doing.
- 7.3 The Trustees may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as Members.
- 7.4 Subject to the provisions of the Articles, the Trustees shall from time to time 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.
- 7.5 Notwithstanding Article 7.2, no Lay Trustee shall be required to apply to be admitted as a Member of the Society and instead shall be automatically admitted as a Member on his or her appointment to the board by the Trustees in accordance with Article 24.1.

8. Register of members

8.1 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.

9. Categories of membership

9.1 Subject to Article 9.2 the Trustees may establish such different categories of membership as they think fit. The Trustees may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

9.2 The Trustees may not create different classes of Members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

10. Associate Members

10.1 The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such Associate Members in accordance with such regulations as the Trustees shall make, provided that no such Associate Members shall be Members of the Society for the purposes of the Articles or the Companies Acts. The rights and obligations of each Associate Member shall be personal to him or her, and shall not be transferable

11. Fees And Subscriptions

11.1 The Trustees may at their discretion levy such fees and subscriptions on Members and Associate Members of the Society and shall set such rate or rates as the Trustees shall decide. The Trustees may set different rates for different classes of Members and Associate Members and, for the avoidance of doubt, may decide to levy no subscription fee at their discretion.

11.2 A Member or Associate 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.

11.3 A Member or Associate Member shall remain liable to pay to the Society all fees and subscriptions due up to the date on which he or she ceased to be a Member or Associate Member.

11.4 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 at any General Meeting or in any written resolution as provided at Article 20.2.

11.5 A Member or Associate Member who is in arrears with any fee or subscription or other sum due from him to the Society may have his privileges of membership suspended in accordance with the Regulations.

11.6 Where any Member or Associate Member has ceased to be a Member or Associate Member under Article 11.2, the Regulations may prescribe circumstances in which such a person could be reinstated as a Member or Associate Member.

12. **Termination of Membership**

12.1 The rights and privileges of every Member shall be personal to him or her, and shall not be transferable.

12.2 A Member shall cease to be a Member if:

12.2.1 the Member, being an individual, dies;

12.2.2 the Member, being an individual, is made bankrupt or seeks to make any voluntary arrangement with or composition or arrangement with or for the benefit of his creditors generally;

12.2.3 the Member resigns by giving at least 30 days' notice in writing to that effect to the Society at the Office of the Society;

12.2.4 the Member, being an Officer, Ordinary Trustee or Co-opted Trustee, ceases to hold such office pursuant to Article 26;

12.2.5 the Member, being a Lay Trustee, ceases to be a Lay Trustee of the Society pursuant to Article 24.5;

12.2.6 if the Member is removed as a Member under Article 11.2 as a result of arrears with any fee or subscription due from him to the Society; or

12.2.7 the Trustees, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Society. A Member expelled by such a resolution shall nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her. Termination of a Member's membership pursuant to this clause will be subject to a process set out in the Regulations.

12.3 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 or she will not be entitled to describe himself as being a Member or to any privileges of a Member.

ORGANISATION OF GENERAL MEETINGS

13. **Calling a General Meeting**

13.1 The Trustees, or the Chairman, may call a General Meeting:

13.1.1 whenever they, or he or she, thinks fit including, but not limited to, convening a General Meeting during the scientific conference held by the Society each calendar year (the Annual Conference); and

13.1.2 on the requisition of the Members pursuant to the provisions of the Companies Acts, in accordance with those provisions.

13.2 Notwithstanding 13.1, 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.

14. Length of Notice

14.1 A General Meeting shall be called by at least fourteen clear days' notice.

14.2 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.

15. Contents of Notice

15.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

15.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

15.3 In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a meeting of the Society.

15.4 If the Society gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

16. Service of notice

16.1 Notice of general meetings must be given to every Member, to the Trustees, to any patron(s) and to the auditors of the Society.

17. Appointment of Proxies

17.1 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 or she is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Trustees may determine.

17.2 The Trustees may require proxy notices to be delivered in a particular form.

17.3 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.

17.4 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.

17.5 The appointment of a proxy and any other authority under which it is executed may:

- 17.5.1 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
- 17.5.2 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:
- (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Society in relation to the meeting, or
 - (c) 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;
- 17.6 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.
- 17.7 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.
- 17.8 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.
- 17.9 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.
- 17.10 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.

18. **Proceedings at General Meetings**

- 18.1 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.
- 18.2 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.

- 18.3 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.
- 18.4 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.
- 18.5 Associate Members shall be invited to attend General Meetings of the Society and may speak at General Meetings, in the discretion of the Chair. Associate members may not vote at General Meetings.
- 18.6 The chair of the meeting may permit other persons who are not Members of the Society (or otherwise entitled to exercise the rights of Members in relation to general meetings) to attend and speak at a general meeting.
- 18.7 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.
- 18.8 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

19. **Voting at General Meetings**

- 19.1 Only Members of the Society shall be entitled to attend, speak and vote (either personally or by proxy) at General Meetings.
- 19.2 Associate Members shall be invited to attend General Meetings of the Society under Article 18.5 but shall not be entitled to vote at General Meetings.
- 19.3 Every Member shall have one vote to be cast by the Member either personally or by proxy.
- 19.4 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.

20. **Written Resolution**

General

- 20.1 Subject to this Article 20, a written resolution agreed by:
- 20.1.1 Members representing a simple majority; or

- 20.1.2 (in the case of a special resolution) Members representing not less than 75%;
of the total voting rights of eligible Members shall be effective.
- 20.2 On a written resolution each Member shall have one vote provided that no Member shall be entitled to vote on a written resolution unless all fees or subscriptions or other sums presently payable by him or her to the Society have been paid.
- 20.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 20.4 A Members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 20.5 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 20.6 In relation to a resolution proposed as a written resolution of the Society the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 20.7 The required majority of eligible Members must signify their agreement to the written resolution within the period of at least 28 days beginning with the Circulation Date.
- 20.8 Communications in relation to written resolutions must be sent to the Society's auditors in accordance with the Companies Acts.

Signifying agreement

- 20.9 A Member signifies his or her agreement to a proposed written resolution when the Society receives from him or her (or from someone acting on his or her behalf) an authenticated document:
- 20.9.1 identifying the resolution to which it relates; and
- 20.9.2 indicating the Member's agreement to the resolution.
- 20.10 For the purposes of Article 20.9:
- 20.10.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 20.10.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Society; or
 - (b) where no such manner has been specified by the Society, if the communication contains or is accompanied by a statement of the identity of the sender and the Society has no reason to doubt the truth of that statement.

- 20.11 If the Society gives an electronic Address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the document).

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

21. Number of Trustees

- 21.1 There shall be no fewer than 12 Trustees.
- 21.2 The board of Trustees shall consist of the following:
- 21.2.1 the Vice President;
- 21.2.2 the President;
- 21.2.3 the Treasurer;
- 21.2.4 the Secretary;
- 21.2.5 eight Ordinary Trustees; and
- 21.2.6 up to four persons appointed by the Trustees as Lay Trustees;
- 21.3 The Vice President, President, Secretary and Treasurer shall be the Officers of the Society.

22. Appointment and Retirement of Officers and Ordinary Trustees

- 22.1 The Officers and the Ordinary Trustees shall be elected by the **M e m b e r s**.
- 22.2 The procedures for the nomination and election (which may include by postal or electronic ballot) of Ordinary Trustees and Officers shall be defined in Regulations.
- 22.3 To be eligible for nomination as an Ordinary Trustee or to any Officer role a candidate must be a Member of the Society entitled under Article 19.1 to vote at General Meetings (other than a Member admitted pursuant to Article 7.5) and must comply with such other criteria as the Trustees may specify in the Regulations.
- 22.4 The appointment of both Ordinary Trustees and Officers shall take effect from the close of the Trustees meeting during the Annual Conference in each calendar year at which retiring Officers and Ordinary Trustees shall be deemed to retire.
- 22.5 No person shall be appointed as an Ordinary Trustee and an Officer simultaneously.
- 22.6 No person may be elected to more than one Officer position during the same term of office.

Officers' Terms of Office

- 22.7 The Vice President shall be appointed for a term of two years after which he or she shall be automatically appointed as President for a further term of 2 years. Notwithstanding Article 22.11, no person shall serve more than one term as Vice President or President.
- 22.8 The Secretary and the Treasurer shall each be appointed for a term of three years.
- 22.9 For transitional purposes, notwithstanding Article 22.7, the Vice President in post at the adoption of these Articles shall automatically be appointed as President from the close of the Trustees meeting during the Annual Conference at which these Articles are adopted by the Members. The President in post at the adoption of these Articles shall retire at the Trustees meeting during the Annual Conference at which these Articles are adopted by the Members, but he will be immediately eligible for co-option to the board by the Trustees under Article 23.1, even if this will result in a third term of office, on the basis that the adoption of these Articles shall be an exceptional circumstance for the purpose of Article 22.13. In the 12 months following the Adoption of these Articles, and solely for the purpose of co-opting the President in post at the adoption of these Articles to the board, the maximum number of Ordinary Trustees to be appointed to the board in accordance with Article 21.2.5 shall be read as nine rather than eight.
- 22.10 An Ordinary Trustee shall hold office for a term of three years.

Maximum Term

- 22.11 A retiring Officer may be reappointed but shall not serve more than two terms as an Officer in any position. A retiring Officer may be reappointed to the board as an Ordinary Trustee, subject to Article 22.12 and 22.13.
- 22.12 A retiring Ordinary Trustees may be reappointed to the board as an Ordinary Trustee or as an Officer, but shall not usually serve more than two terms.
- 22.13 Where there are exceptional circumstances, the Members may permit a Trustee who has served for two terms as an Ordinary Trustee and/ or an Officer to be reappointed for a further term (or terms).
- 22.14 If the retirement of a Trustee causes the number of Trustees to fall below that set out in Article 21.1 then the retiring Trustee shall remain in office until a new appointment is made.

23. Co-opted Trustees

- 23.1 The Trustees may at any time co-opt a person (who must be a Member who is eligible pursuant to Article 22.3) to fill a vacancy in the Officers or Ordinary Trustees.
- 23.2 In addition to Article 23.1, the Trustees may co-opt a person who is a Member of the Society admitted pursuant to Article 7.5 to fill a vacancy in the role of Treasurer.
- 23.3 Any Trustee co-opted pursuant to Article 23.1 or 23.2 shall retire at the appointment of a new Trustee to the vacant role or at the Trustees meeting during the next Annual Conference at which retiring Officers and Ordinary Trustees shall be deemed to retire.

23.4 Any Trustee co-opted pursuant to Article 23.1 shall be eligible for nomination to the role of Officer or Ordinary Trustee at this meeting and his or her period of office as a Co-opted Trustee shall not be taken into account in determining the length of his or her service on the board for the purposes of Article 22.12, 22.13 or 22.13.

24. **Lay Trustees**

24.1 The Trustees shall have power to appoint up to four persons as Lay Trustees.

24.2 To be eligible for appointment as a Lay Trustee a candidate must not be a Member of the Society at the time of his or her appointment and must comply with such other criteria as the Trustees may specify in the Regulations. An Associate Member may be appointed as a Lay Trustee.

24.3 A person appointed to the board under Article 24.1 shall be admitted as a Member of the Society for the duration of his or her term as a Lay Trustee.

24.4 The Ordinary Trustees and Officers may appoint a Lay Trustee at any time and a Lay Trustee shall be appointed for such term of office as the Trustees shall determine provided that no Lay Trustee shall serve for a period of more than six years in total.

24.5 The Ordinary Trustees and Officers may remove a Lay Trustee at any time subject to such procedure as may be specified by the Trustees in the Regulations.

25. **Observers**

25.1 The Trustees shall have power to invite Observers to attend and speak at meetings of the Trustees on such terms as the Trustees think fit. Observers may be Members or Associate Members of the Society, or such other persons as the Trustees consider appropriate. Observers shall not be Trustees of the Society, shall not have any right to vote at meetings of the Trustees and shall not count towards the quorum for meetings of the Trustees.

26. **Disqualification and removal of Trustees**

26.1 The office of a Trustee shall be vacated:-

26.1.1 if he or she dies;

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

26.1.3 if, being an Officer, Ordinary Trustee or Co-opted Trustee, he or she ceases to be a Member;

26.1.4 if by notice in writing to the Society he or she 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);

26.1.5 He or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law

26.1.6 He or she is disqualified under the Charities Act from acting as a trustee of a charity

- 26.1.7 if he or she has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
- 26.1.8 if he or she is removed by a resolution of the Trustees at a meeting. A resolution to remove a Trustee in accordance with this Article 26.1.8 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;
- 26.1.9 if he or she is absent without permission of the Trustees for three consecutive meetings of the Trustees and the Trustees resolve that his office be vacated; or
- 26.1.10 if he or she is removed by a resolution of the Members pursuant to section 168 of the Companies Act 2006.

POWERS OF THE TRUSTEES

27. Trustees' powers and responsibilities

- 27.1 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.
- 27.2 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.

28. Subcommittees

- 28.1 The Trustees may delegate any of their powers to Subcommittees consisting of such persons who must be Members or Associate Members of the Society appointed by the Trustees as they may think fit but at least one member of every Subcommittee must be a Trustee. Any Subcommittee 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 Subcommittee 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 Subcommittees shall fully report their acts and proceedings to the Trustees as soon as is reasonably practicable.
- 28.2 The Subcommittee may co-opt persons to be members of such Subcommittee, subject to such persons and the terms of their co-option being first approved by the Trustees, and may remove such persons. The Subcommittee shall revoke any such appointment of a co-opted member on the direction of the Trustees.
- 28.3 Only those members of a Subcommittee who are Members or Associate Members of the Society shall be entitled to vote on any matter to be decided by that Subcommittee.

All other members of such Subcommittee, including co-opted members, shall not be entitled to vote on such a matter.

- 28.4 All acts bona fide done by any meeting of the Trustees or of any Subcommittee, 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 Subcommittee.
- 28.5 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 Subcommittees 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.
- 28.6 A resolution in writing signed or approved by all the Trustees for the time being who are duly entitled to receive notice of a meeting of the Trustees, or by all the members of any Subcommittee who are duly entitled to receive notice of a meeting of such Subcommittee and to vote on any matter to be decided by such Subcommittee pursuant to Article 28.3, shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such Subcommittee duly convened and constituted.

29. Delegation of investment management

- 29.1 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:
- 29.1.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Trustees;
- 29.1.2 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;
- 29.1.3 The Trustees shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
- 29.1.4 The Trustees will be bound to review the arrangements for delegation at least once in every 24 months; and
- 29.1.5 The Manager shall keep the Trustees informed on a regular basis of the performance of the investment portfolio managed by the Manager.
- 29.2 The Trustees may:
- 29.2.1 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

29.2.2 pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this Article.

30. **Special Interest Groups**

30.1 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.

30.2 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.

30.3 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.

PROCEEDINGS OF THE TRUSTEES

31. **Trustees' meetings**

31.1 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 no more than 2 may be Lay Trustees). 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.

31.2 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.

31.3 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 or she 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.

31.4 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.

32. **Regulations**

32.1 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.

32.2 Regulations may concern the following subjects:

32.2.1 the procedure at General Meetings and Trustees' meetings and their Subcommittees insofar as such procedure is not regulated by the Articles;

32.2.2 the procedure for, and the conduct of, nominations and elections of Officers and other Trustees insofar as not regulated by the Articles;

32.2.3 provisions for the management of Trustees' potential and actual conflicts of interest and loyalty, subject to Article 33;

32.2.4 any other subjects which the Articles provide may be covered by Regulations;

32.2.5 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.

33. **Trustees' Interest and management of conflicts of interest**

33.1 Unless Article 33.2 applies, a Trustee must declare the nature and extent of:

33.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Society; and

33.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Society or his or her duties to the Society.

33.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

33.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Society, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

33.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Society, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

33.4.1 the decision could result in the Trustee or any person who is a Connected Person to him or her receiving a benefit other than:

(a) any benefit received in his, her or its capacity as a beneficiary of the Society (as permitted under Article 6.7) and which is available generally to the beneficiaries of the Society;

- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 6.3;
- (c) payment under the indemnity set out at Article 39; and
- (d) reimbursement of expenses in accordance with Article 6.2; or

33.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 33.5.

33.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 33.5, he or she must:

33.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

33.5.2 not be counted in the quorum for that part of the process; and

33.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Society

33.6 Where a Trustee or person who is a Connected Person to him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

33.6.1 the Trustee shall not be in breach of his or her duties to the Society by withholding confidential information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

33.6.2 the Trustee shall not be accountable to the Society for any benefit expressly permitted under these Articles which he or she or any person who is a Connected Person to him or her derives from any matter or from any office, employment or position.

34. Register of Trustees' interests

The Trustees must ensure a register of Trustees' interests is kept.

35. Validity of Trustees' actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

36. Records and Accounts

36.1 The Trustees shall cause proper books of account to be kept with respect to:-

- 36.2 all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place,
- 36.3 all sales and purchases of goods by the Society; and
- 36.4 the assets and liabilities of the Society.
- 36.5 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.
- 36.6 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.
- 36.7 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.
- 36.8 .The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 36.8.1 annual reports;
- 36.8.2 annual statements of account; and
- 36.8.3 annual returns or confirmation statements.
- 36.9 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Members of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member.
- 36.10 Trustees shall be entitled to inspect any of the Society's accounting or other records or documents.

37. **Audit**

- 37.1 The Society shall comply with the requirements under the Companies Acts and the Charities Act in relation to the preparation and filing of accounts, annual reports and annual returns.
- 37.2 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.

38. **Notices**

- 38.1 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 Subcommittees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.

- 38.2 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.
- 38.3 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.
- 38.4 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 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.
39. **Indemnity**
- 39.1 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.

WINDING UP

40. **Dissolution**
- 40.1 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 6.1 to 6.13, 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.