

THE COMPANIES ACTS 1985 to 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
BROMLEY MENCAP**

November 2001

BROMLEY MENCAP LTD
THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

BROMLEY MENCAP

1 The name of the company (hereinafter called "the Society") is BROMLEY MENCAP.

2 The registered office of the Society will be situate in England and Wales.

3 Objects

The objects of the Society are:

3.1 The relief of people with a learning disability in particular by the provision of help and support for them and for their families, dependants and carers, and to prevent learning disabilities for the public benefit; and

3.2 To provide or assist in the provision of facilities for the recreation or other leisure time occupation for people who have need thereof by reason of learning disability with the object of improving their conditions of life.

"learning disability" means any developmental disability of the mind and any associated condition howsoever caused and whether mild, moderate or severe.

Powers

4 In order to attain its objects but not for any other purpose the Society may (but need not):-

- 4.1 increase public awareness and understanding of the abilities of people with a learning disability, their problems and needs and those of their families, dependants and carers in order to assist their integration in society;
- 4.2 encourage mutual help and co-operation between families, dependants and carers of people with learning disabilities (particularly within the geographical vicinity of the Society) and also between them and other agencies and individuals who work for and with them;
- 4.3 assist and promote the Royal Society, its members and groups (taking into account the work and resources of the Society) in order to achieve mutual or similar objects;
- 4.4 co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Society or of similar charitable objects and exchange information and advice with them;
- 4.5 raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided that in raising funds the Society shall not undertake any permanent activities of a trading nature except those allowed by charity law;
- 4.6 invest the money of the Society not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit;
- 4.7 employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Council of Management shall decide provided that no paid member of staff shall be a member of the Council of Management;
- 4.8 appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Council of Management shall think fit;
- 4.9 borrow or raise money in such manner and upon such terms as the Society shall think fit and may, for the purpose of securing any debt or other obligation of the Society, mortgage or charge all or part of the property of the Society;

- 4.10 buy, take on lease or in exchange any buildings and/or land and maintain and equip such buildings and/or land for use and sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law;
- 4.11 undertake or accept any trusts or obligations;
- 4.12 provide indemnity insurance to cover the liability of the Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: provided that any such insurance shall not extend to any claim arising from any act or omission which the Council of Management knew to be a breach of trust or breach of duty or which was committed by the Council of Management in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Council of Management in their capacity as directors of the Association;
- 4.13 do all such other lawful things as shall further the attainment of the objects of the Society.
- 5 The income and property of the Society shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Society except for payment in good faith of:-
- 5.1 reasonable and proper wages to any employee (not being an Council of Management member) for any services given to the Society and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Society;
- 5.2 interest on money lent to the Society at a reasonable and proper rate per annum;
- 5.3 reasonable and proper rent for premises let to the Society;

5.4 fees, or other benefits to any company of which a member of the Council of Management is also a member holding not more than 1/100th part of the capital;

provided that nothing in this Clause 5 nor in Clause 6 below shall prevent any Council of Management members or their relatives from obtaining any charitable services from the Society provided that the members do not take part in or vote on decisions to provide benefits specifically to them or their families. (Even if members of the Committee or their families would benefit from a service they may decide to provide that service in principle but may not then vote on provision to them or their family members of that particular service.)

6 Subject to Clause 5 of this Memorandum and Article 56 of the Articles, except with the prior written approval of the Charity Commissioners no member of the Council of Management may:

6.1 receive any benefit in money or in kind from the Society; or

6.2 have a financial interest in the supply of goods or services to the Society; or

6.3 acquire or hold any interest in property of the Society (except in order to hold it as a trustee of the Society);

provided that nothing herein shall prevent the payment, in good faith, of any premium in respect of indemnity insurance to cover the liability of the Council of Management.

7 The liability of the members is limited.

8 Every member of the Society undertakes to contribute such amount as may be required, not exceeding £1, to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-

8.1 for the payment of the Society's debts and liabilities contracted before he or she ceased to be a member;

- 8.2 for the costs, charges and expenses of winding up; and
- 8.3 for the adjustment among themselves of the rights of persons who have contributed to the Society's assets.
- 9 If any property remains after the Society has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Society. It shall instead be given or transferred to the Royal Society upon trust for people with learning disabilities (and those amongst their families, dependants and carers in need) in accordance with the Society's wishes and subject thereto for the general charitable purposes of the Royal Society.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Guarantee

1. Signature:

Name:

£1

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

Name:

£1

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

3. Signature:

Name:

£1

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BROMLEY MENCAP

INTERPRETATION

1 In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "Articles"	these Articles of Association of the Society
1.3 "the Chair"	the Chair of the Society for the time being appointed in accordance with Article 65
1.4 "clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.5 "Council of Management"	the board of directors of the Society (as defined in the Act) for the time being

- 1.6 "the Honorary Officers" means the Chair, one or more Vice-Chair, the Treasurer and Secretary and such other officers as the Society may decide as may be appointed under Article 65
- 1.7 "Memorandum" the Memorandum of Association of the Society
- 1.8 "Office" the registered office of the Society
- 1.9 "Royal Society" The Royal Society for Mentally Handicapped Children and Adults
- 1.10 "the Secretary" the secretary of the Society for the time being appointed in accordance with Article 65
- 1.11 "Society" Bromley Mencap
- 1.12 "the Treasurer" the treasurer of the Society for the time being appointed in accordance with Article 65
- 1.13 "the Vice Chair(s)" the Vice Chair(s) of the Society for the time being appointed in accordance with Article 65

2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Society.

MEMBERSHIP

3 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society.

- 4 Membership of the Society shall be open to all people (whether with or without a learning disability) who declare their support for and are in sympathy with the objects stated in the Memorandum.
- 5 Membership shall be granted to those individuals who submit an application in a form prescribed by the Council of Management provided that applicants meet the membership criteria contained in Article 4 above and pay any subscriptions or payments required under Article 6 below. Membership lists may, however, be closed at the Council of Management's discretion if facilities for members would otherwise become inadequate.
- 6 The Council of Management may (but need not) decide an annual subscription or other payment(s) for membership provided that in individual cases of hardship it may waive the requirement to pay the subscription or payment(s). It may also make provision for life, honorary and group memberships at its discretion.
- 7 A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Council of Management). Entry in that list shall be conclusive evidence that any person is or is not a member.
- 8 Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.
- 9 The Council of Management may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Council of Management, accompanied by a relative, friend or advocate (if wished), before a final decision is made.
- 10 The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Council of Management or who has failed without good reason to pay a subscription six calendar months or more after a request for its payment has been made or who has resigned in writing from membership.

- 11 Family subscriptions may be approved by the Council of Management. The list of members will be marked to show the voting rights (as laid down in Article 28) of each family member once the first subscription, if any, has been paid. Families shall mean members of a household living at one address and may, at the discretion of the Council of Management, include group homes.
- 12 Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

Annual General Meeting

- 13 The Society shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Council of Management shall think suitable.

Other General Meetings

- 14 The Council of Management may call a general meeting at any time. The Council of Management shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

- 15 Unless Article 16 applies, general meetings shall be called by at least 21 clear days' written notice.
- 16 A general meeting may be called by shorter notice if it is so agreed:-
- 16.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 16.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together

represent at least 95% of the total voting rights at that meeting of all the members.

- 17.1 A general meeting for the purpose of considering a proposal that a member of the Council of Management should be removed from office may be called by a majority of the Council of Management (excluding the member whom it is proposed should be removed). (For the avoidance of doubt Article 14 shall apply to such meeting.) At least 21 days' notice of such meeting must be given to the Council of Management member whom it is proposed should be removed. If the Council of Management member has been suspended from office under Article 54.6 the general meeting must be held no more than 42 days after that suspension. The Council of Management member concerned shall have the right to be heard either in writing or in person at the general meeting.
- 17.2 The Royal Society acting through its Chair may call a general meeting for the purpose of appointing members of an investigations committee and/or considering the recommendations of an investigations committee under Article 55. At least 21 days' notice must be given to all of the members in each case.

Contents of Notice

- 18 Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. Every notice of an annual general meeting shall invite nominations for election to the Council of Management at the annual general meeting from the members.

Service of Notice

- 19 Notice of general meetings shall be given to every member and to the Council of Management and to the auditors of the Society.

PROCEEDINGS AT GENERAL MEETINGS

- 20 No business shall be transacted at any meeting unless a quorum is present. Ten members shall be a quorum.
- 21 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Management may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
- 22 Before any business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. At subsequent and other general meetings the Chair, if any, of the Council of Management shall preside as chair of the meeting, but if the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the persons present shall choose one of their number to be chair of the meeting.
- 23 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 24 A resolution put to the vote of a meeting shall be decided on a show of hands by those present or by proxy, unless before or on the declaration of the result of the show of hands a poll or a secret ballot is duly demanded. Subject to the provisions of the Act, a poll or a secret ballot may be demanded:-
- 24.1 by the chair; or
- 24.2 by one third of the members present; or

- 24.3 by at least five members present and having the right to vote at the meeting;
or
- 24.4 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- 24.5 in the case of the election of the Honorary Officers and other Council of Management members, by one of the members present and having the right to vote.
- 25 Unless a poll or secret ballot is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 26 A poll or secret ballot shall be taken at the meeting as the chair directs. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot was demanded.
- 27 The proceedings at any meeting or on the taking of any poll or secret ballot shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

Votes of members

- 28 On a show of hands and a poll or secret ballot every member aged 18 or over present in person shall have one vote. In the case of family subscriptions each family member aged 18 or over present in person shall have one vote.
- 29 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.
- 30 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in

due time shall be referred to the chair whose decision shall be final and binding.

Proxy votes

- 31 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy must be a member.
- 32 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 33 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 34 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimidation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

Number of members of the Council of Management

- 37 Unless otherwise decided by ordinary resolution the maximum number of members of the Council of Management shall be twelve.

Powers of the Council of Management

- 38 Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Society shall be managed by the Council of Management who may exercise all the powers of the Society. No alteration of the Memorandum or Articles shall invalidate any prior act of the Council of Management 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 Council of Management by the Articles and a meeting of the Council of Management at which a quorum is present may exercise all powers exercisable by the Council of Management.
- 39 The Council of Management may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.

Regulations

- 40 The Council of Management shall have power from time to time to make, repeal or alter regulations as to the management of the Society and its affairs, as to the duties of any officers or employees of the Society, as to the conduct of business by the Council of Management or any committee and as to any of the matters or things within the powers or under the control of the Council of Management provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of the Council of Management's powers

- 41 The Council of Management may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- 41.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);and
 - 41.2 each such committee shall comprise at least three or more persons (at least one of whom must be a member of the Council of Management) and subject thereto shall be entirely in the discretion of the members of the Council of Management; and
 - 41.3 the deliberations of any such committee shall be reported regularly to the members of the Council of Management and any resolution passed or decision taken by any such committee shall be reported forthwith to the members of the Council of Management and for that purpose every committee shall appoint a secretary; and
 - 41.4 all delegations under this Article shall be revocable at any time; and
 - 41.5 the members of the Council of Management may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 42 For the avoidance of doubt, the members of the Council of Management may (in accordance with Article 41) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any member of the Council of Management, provided always that no committee shall incur expenditure on behalf of the Society except in accordance with a budget which has been approved by the members of the Council of Management.

43 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Council of Management so far as the same are applicable and are not superseded by any regulations made by the Council of Management.

Appointment and retirement of members of the Council of Management

44 The first members of the Council of Management shall be the subscribers to the Memorandum.

45 The Council of Management shall consist of the following persons, any of whom may have learning disabilities:

(i) the Honorary Officers for the time being

(ii) at least four and no more than eight members of the Society who shall be elected at an Annual General Meeting and

(iii) co-opted members (who may but need not be members of the Society) being persons having a special interest in and qualifications for furthering the work of the Society appointed in accordance with Article 52.

46 At the first Annual General Meeting and at the Annual General meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

47 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

48 If a vacant position on the Council of Management is not filled through election or re-election at the Annual General Meeting the following provisions apply:

- 48.1 If the position is that of an Honorary Officer the person who has retired under Article 46 shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
- 48.2 This Article 48 does not apply to appointments by the Council of Management under Article 52.
- 49 Subject to Article 48 no person shall be appointed or re-appointed a member of the Council of Management at any general meeting:-
- 49.1 unless he or she has been nominated by one or more members by written nomination delivered to the Secretary at least seven days before the date appointed for the meeting, together with notice executed by the nominee of his or her willingness to be appointed or reappointed, provided that if no nominations for a particular vacancy are made within that period, nominations for the vacancy shall be accepted at the meeting; and
- 49.2 until he or she has signed in the minute book of the Council of Management a declaration of willingness to act as a member of the Council of Management.
- 50 No person may be appointed as a member of the Council of Management:
- 50.1 unless he or she has attained the age of 18 years; or
- 50.2 in circumstances such that, had he or she already been a member of the Council of Management, he or she would have been disqualified from acting under the provisions of Article 54.
- 51 Subject to the above Articles, the Society may by ordinary resolution appoint a person who is willing to act to be a member of the Council of Management either to fill a vacancy or as an additional member of the Council of Management.
- 52 The Council of Management may at any time appoint a co-opted member to fill a vacancy provided that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Council of Management would be co-opted members. Each appointment of a co-opted member shall

be made at a special meeting of the Council of Management called under Article 58 and shall take effect from the end of that meeting unless the appointment is to fill a place not then vacated in which case the appointment shall take effect on the date when the place becomes vacant.

- 53 Members of the Council of Management appointed at an annual general meeting shall take office from the end of that meeting.

Disqualification and removal of members of the Council of Management

- 54 The office of a member of the Council of Management shall be vacated if he or she:-

54.1 ceases to be a member of the Council of Management by virtue of any provision of the Act or he or she becomes prohibited by law from being a member of the Council of Management; or

54.2 is disqualified from acting as a member of the Council of Management by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

54.3 becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;

54.4 is absent without the permission of the Council of Management from all their meetings held within a period of six months provided that these constitute at least two consecutive meetings and the Council of Management resolve that his or her office be vacated;

54.5 notifies to the Executive Committee a wish to resign (but only if at least three members of the Council of Management will remain in office when the notice of resignation is to take effect);

54.6 if he or she is removed from office by resolution of a general meeting called under Article 17, provided that pending the holding of such general meeting a majority of the other members of the Council of Management shall have power to suspend the Council of Management member from office by written notice

served on him or her. If the Council of Management member is not removed from office at the general meeting his or her suspension will cease; or

54.7 if he or she is removed from office pursuant to Article 55.

Suspension from membership of the Council of Management by the Royal Society and subsequent removal

55.1 A member of the Council of Management may be suspended from office if written notice is served by the Chair of the Royal Society on the Society exercising the power of suspension contained in Article 55.2.

55.2 The power of suspension may be exercised if the Chair of the Royal Society considers that the individual member of the Council of Management has acted in such a way as might damage the reputation of the Society and either:

- (i) a member or members of the Council of Management of the Society invites the Royal Society to become involved; or
- (ii) the Royal Society becomes aware, by any means, of circumstances which cause its Chair to be of the opinion that the Royal Society's involvement is necessary to protect the reputation of the Society.

55.3 Immediately the power of suspension has been exercised, the grounds on which the power of suspension has been exercised and any other relevant issues shall be investigated by a committee comprising:-

- (iii) at least two trustees of the Royal Society (including if possible at least one member of the Royal Society's Governance Committee); and
- (iv) two members of the Society appointed by either the remaining members of the Council of Management of the Society or, if there are none, by the members of the Society at a general meeting called by the Royal Society.

The investigation shall be carried out in accordance with procedures drawn up by the Royal Society from time to time (which shall be available to all Council of Management members) subject to such amendments as the committee

shall decide. The procedures of the committee shall provide for a timetable and will include an opportunity for the individual Council of Management member(s) concerned to make representations either in person (where he or she may, if he or she wishes, be assisted by a friend, relative or advocate) or in writing.

55.4 Following the investigation the findings and recommendations of the committee shall be reported to the members of the Society at a general meeting called to decide whether to remove or reinstate the Council of Management member(s). Such general meeting may be called by the members of the Society or by the Royal Society under Article 17.2. The individual Council of Management member(s) concerned shall have the right to address the general meeting.

55.5 Any Council of Management member removed by the members as a result of this process may ask for the procedures of the investigating committee to be reviewed by a specially constituted committee appointed by the National Assembly of the Royal Society. Such committee shall report its findings and recommendations to the members of the Society.

55.6 If the Royal Society is of the opinion that the suspension of all of the Council of Management is necessary to protect the reputation of the Society, the Chair of the Royal Society may serve notice in accordance with this Article 56 on all members of the Council of Management. Prior to the replacement or reinstatement of the Council of Management the Royal Society shall have power to appoint any three individuals whom it considers appropriate to exercise the powers of the Council of Management.

55.7 If a member of the Council of Management is also an employee the suspension or termination of his or her membership of the Council of Management will be without prejudice to his or her employment rights as against the Society.

55.8 For the avoidance of doubt the procedures contained in this Article 56 override the Council of Management's and members' own powers of suspension and removal contained in Articles 17 and 54.6.

Expenses of members of the Council of Management

- 56 The members of the Council of Management may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of members of the Council of Management or committees of members of the Council of Management or other general meetings or separate meetings relevant to their work as charity trustees or the work of the Society or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF COUNCIL OF MANAGEMENT

- 57 Subject to the provisions of the Articles, the Council of Management may regulate their proceedings as they think fit.
- 58 The Council of Management shall hold at least four quarterly ordinary meetings each year. At least seven days notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Council of Management upon not less than 4 days' notice being given to other members of the Council of Management of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 59 There shall be a quorum when at least three members of the Council of Management are present at a meeting.
- 60 The continuing Council of Management members or a sole continuing Council of Management member may act notwithstanding any vacancies in their number, but, if the number of Council of Management members falls to less than three the continuing Council of Management member(s) may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
- 61 Every matter shall be determined by a majority of votes of the members of the Council of Management present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.

- 62 Whenever an Council of Management member has an allowable personal interest in any matter under discussion at any meeting, he or she shall declare it at the beginning of that meeting.
- 63 The Chair shall act as chair at meetings of the Council of Management. If the Chair is absent from any meeting, the members of the Council of Management present shall choose one of their number to be chair of the meeting before any other business is transacted.
- 64 All acts done by a meeting of the Council of Management, or of a committee of the Council of Management, or by a person acting as a member of the Council of Management shall, even if afterwards discovered that there was a defect in the appointment of any member of the Council of Management or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council of Management and had been entitled to vote.

GENERAL

Honorary Officers

- 65 The Honorary Officers shall consist of a Chair, one or more Vice-Chair, a Treasurer and Secretary, and such other officers as the Society may decide. They shall be elected from the membership at the annual general meeting in accordance with these Articles and shall hold office from the end of the annual general meeting at which they are elected until the next annual general meeting when they shall be eligible for re-appointment.

Patron, President and Vice-President

- 66 Patrons, a President and Vice-President(s) may be appointed by the Society. Any such appointments shall be decided by the membership at any general meeting. A person so appointed shall have no voting rights except where such a person is also a member of the Society. A person so appointed shall also not be eligible to stand for election to the Council of Management at an annual

general meeting but may be co-opted as an Council of Management member by the Council of Management in accordance with these Articles.

Affiliation

- 67 The Society shall seek affiliation to the Royal Society in accordance with the Articles of Association of the Royal Society and during affiliation the Society will observe the terms of affiliation for affiliated members published by the Royal Society from time to time.

Minutes

- 68 The Council of Management shall cause minutes to be made in a permanent form in books kept for the purpose:-

68.1 of all appointments of officers made by the Council of Management; and

68.2 of all proceedings at meetings of the Society and of the Council of Management, and of committees of the Council of Management, including the names of the members of the Council of Management present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or members of the Council of Management of the Society, be sufficient evidence of the proceedings.

Accounts and Reports

- 69 The Society may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Society may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

- 70 The Council of Management shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of

accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

- 70.1 annual reports;
- 70.2 annual returns;
- 70.3 annual statements of account.

Amendments

- 71 Notwithstanding the other provisions of these Articles:-
 - 71.1 No amendments may be made to clauses 1 (name), 3 (objects), 6 (Council of Management members not to be personally interested), or 9 (dissolution) of the Memorandum nor to Article 67 (affiliation) or to this Article 71 without the prior consent in writing of the Charity Commissioners;
 - 71.2 No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- 72 The Council of Management must promptly send to the Royal Society's Secretariat or other office, as requested by it, a copy of any amendment made to the Memorandum and/or Articles.

Notices

- 73 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the members of the Council of Management need not be in writing.
- 74 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 or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

- 75 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 76 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 77 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council of Management may otherwise be entitled, every member of the Council of Management or other officer or auditor of the Society may be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

- 78 The provisions of clauses 8 and 9 of the Memorandum relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in the Articles.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

1. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

3.

Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation: