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**THE WOMEN'S ENGINEERING
SOCIETY**

**MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Amended and Approved 2012

2012 | 2012

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution passed on 27th September, 1970, with the sanction of the Board of Trade, and as further amended by Special Resolution passed on 19th October 1991. As further amended by Special Resolution at the AGM on 3rd September 2006 (changes in bold) and on the recommendations of the Charities Commission) and further amended **by Special Resolution 11 at the AGM** of 17th November 2012.

1. The name of the Association is "The Women's Engineering Society".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - (a) to promote the education of women in engineering sciences and other skills, the better to fit women for the practice of engineering;
 - (b) to advance the education of the public concerning the study and practice of engineering among women; and
 - (c) to relieve poverty amongst women who are or have been professional or technician engineers or technologists in allied sciences or educated in science or technology or in the art and techniques of engineering and allied sciences or in other disciplines considered by the Council to be complementary, their dependents and (if they are deceased) their former dependents.
- 4.0 In furtherance of such objects, but not further or otherwise, the Society shall have the following powers:
 - 4.1 to form an organised body of individuals who have practised or are practising as professional or technician engineers and technologists in allied sciences, and generally to assist those who have been or are being educated with a view to carrying on such practice, and who have such educational qualifications as the Council may from time to time prescribe;
 - 4.2 to encourage by all appropriate means the education and training of women in engineering and allied sciences in Universities and Colleges and in specialist practical training establishments and to promote the admission of such women to membership of all suitable Institutions and other societies of engineers;

- 4.3 to educate the public and employers and advise employers in the extension of employment opportunities for women engineers and technologists in positions appropriate to their abilities and for which their education and training have fitted them;
- 4.4 to enable women engineers to meet and correspond and to facilitate the exchange of ideas respecting the education, training and employment of such women and to promote the dissemination of information on engineering and related subjects;
- 4.5 to admit any persons to be associates or honorary members of the Society in such terms and to confer on them such rights and privileges as may seem expedient;
- 4.6 to cause to be printed or otherwise reproduced and circulated gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded digital media or other devices appropriate to the technology of the day;
- 4.7 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 4.8 to foster and undertake research into any aspect of the objects of the Society and its work and to disseminate the results of such research;
- 4.9 to co-operate and enter into arrangements with any authorities, national, local, or otherwise;
- 4.10 to co-operate with other societies engaged in activities undertaken with a view to the same or substantially the same objects;
- 4.11 to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for the objects of the Society and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 4.12 to issue appeals, hold public meetings and take such other steps as may be required for procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise;
- 4.13 to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

- 4.14 to borrow or raise money for the objects of the Society on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Society shall not undertake any permanent trading activities in raising funds for the objects of the Society;
- 4.15 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the objects of the Society;
- 4.16 to invest the money of the Society not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such consents (if any) and such conditions (if any) as may for the time being be imposed by law and subject also as provided below;
- 4.17 to make any charitable donation either in cash or assets for the furtherance of the objects of the Society;
- 4.18 to establish or support any charitable society or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Society;
- 4.19 to employ and pay any person to supervise, organise, carry on the work of and to advise the Society;
- 4.20 to insure and arrange insurance for its officers, servants, and voluntary workers and those of its members from and against, all such risks as may be incurred in the course of the performance of their duties as may be thought fit;
- 4.21 subject to the provisions of clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Society or their dependents;
- 4.22 to amalgamate with any companies, institutions, associations or societies which are charitable at law and which have objects altogether or mainly similar to the Society, and prohibit the payment of any dividend or profit to, and the distribution of any assets among, their members at least to the same extent as such payments and distributions are prohibited in the case of members of the Society by the memorandum of association;
- 4.23 to obtain an Act of Parliament for the dissolution of the Society and the reincorporation of its members for the objects, and any other Act which may seem conducive to any of these objects;
- 4.24 to do all such other lawful things as shall further the objects or any of them;

4.25 (1) To provide indemnity insurance to cover the liability of the members of the Council:

- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society;
- (b) to make contributions to the assets of the Society in accordance with the provisions of section 214 of the Insolvency Act 1986.

(2) Any such insurance in the case of (1)(a) shall not extend to:

- (a) any liability resulting from conduct which the members of the Council knew, or must be assumed to have known, was not in the best interests of the Society, or which the members of council did not care whether it was in the best interests of the Society or not;
- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or willful or reckless misconduct of the members of the Council;
- (c) any liability to pay a fine.

(3) Any insurance in the case of (1)(b) shall not extend to any liability to make such a contribution where the basis of the members of the Councils' liability is their knowledge prior to the insolvent liquidation of that Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

PROVIDED that:

4.26 in case the Society shall take or hold any property which may be subject to any trusts, the Society shall deal with or invest the same only in such manner as allowed by law having regard to such trusts;

4.27 the objects of the Society shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers;

4.28 in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Society shall be chargeable for any such property as shall come into its hands, and shall be

answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Council would have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Governing Body but it shall as regards any such property be liable jointly and separately to such control as if the Society were not incorporated.

5. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in the memorandum of association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society, provided that nothing shall prevent any payment in good faith by the Society;
 - 5.1 of reasonable and proper remuneration to any member, officer or servant of the Society not being a member of its Council for any services rendered to the Society;
 - 5.2 of interest on money lent by any member of the Society or of its Council at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Governing Body or 3% whichever is the greater;
 - 5.3 of reasonable and proper rent for premises demised or let by any member of the Society or of its Council;
 - 5.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council may be a member holding not more than one-hundredth part of the capital of that company; and no member of the Council of the Society shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society, other than reasonable out-of-pocket expenses.
 - 5.5 to any director of reasonable out-of-pocket expenses:
 - 5.6 of any premium in respect of any indemnity insurance to cover the liability of the members 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 Society: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the members of Council knew, or must be assumed to have known, was not in the best

interests of the Society, or which the members of the Council did not care whether it was in the best interests of the Society or not and provided also that any such insurance shall not extend to any claim arising from liability for the cost of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or willful or reckless misconduct of the members of the Council.

6. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or Articles of Association for the time being in force unless the same have been previously submitted to and approved by the Board of Trade.
7. The fourth and fifth paragraphs of the Memorandum contain conditions to which a license granted by the Board of Trade to the Society in pursuance of Section 20 of the Companies (Consolidation) Act 1908 is subject.
8. The liability of the members is limited.
9. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that s/he is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one pound.
10. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects 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 under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
11. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may

be imposed in accordance with the regulations of the Society for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by a person suitably qualified to undertake the work necessary to satisfy the minimum statutory requirements for the control of accounts that apply at any given time.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Society in pursuance of the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

E G Shelley-Rolls, The Hendre, Monmouth	<i>Married Woman</i>
Rachel M Parsons, 1 Upper Brook Street, W	<i>Spinster</i>
Katharine Parsons, 6 Windsor Terrace, Newcastle-on-Tyne	<i>Wife of Sir Charles Parsons</i>
Janetta Mary Ornsby, 7 Osborne Terrace, Newcastle-on-Tyne	<i>Married Woman</i>
Margaret D Rowbotham, c/o The Galloway Engrs Co Ltd, Kirkcudbright	<i>Spinster</i>
Margaret Moir, 54 Hans Place, SW	<i>Married Woman</i>
Laura Annie Willson, 22 Savile Park, Halifax	<i>Married Woman</i>

Dated the 23rd day of June, 1919.

The Companies Acts 1985/89

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE WOMEN'S ENGINEERING SOCIETY

(As amended by Special Resolution passed on Sunday 27th September 1970, with the Sanction of the Board of Trade and as amended by further Special Resolutions passed on 15th September 1979 and 4th June 1983 with the consent of the Department of Trade and as amended by further Special Resolutions passed on 27th January 1990 and 19th October 1991, Special Resolution at the AGM on 3rd September 2006 and on the recommendations of the Charities Commission and further amended by Special Resolutions passed at AGM on 17th November 2012 (changes in bold))

GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

<i>Words</i>	<i>Meanings</i>
The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
These presents	These Articles of Association, and the regulations of the Society from time to time in force
The Society	The Women's Engineering Society
The Council	The Council of Management for the time being of the Society
Office	The registered office of the Society
Seal	The common seal of the Society
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

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

Words importing the masculine gender only shall include the feminine gender and *vice versa*.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date at which these presents become binding on the Society shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. For the purposes of registration the number of the members of the Society was declared to be unlimited.
3. The Provisions of Sections 352 and 353 of the Act shall be observed by the Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Society is established for the purposes expressed in the Memorandum of Association.
5. The persons who were members of the Society at the date of the adoption of these Articles (who shall belong to the classes of members in Clause 6) and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained are and shall be members of the Society.
6. There shall be **seven** classes of Members of the Society namely:

Honorary Members: The Council, **at its sole discretion**, may elect to the class of Honorary Member any man or woman who is distinguished by work in science or engineering or one whom the Society wishes to honour for services rendered to the Society or to causes in which it is interested. Those representatives of other Institutions as may be invited to serve on the Council shall qualify for Honorary Membership during their tenure of such office.

Fellows: **Upon, application, the Council may elect to the class of Fellows women whom the Council feel should be recognised for their meritorious achievements in the theory and practice of engineering or related sciences or who are occupying senior professional or management capacity positions in fields associated with engineering or related sciences.**

- Members: **Upon application**, the Council may elect to the class of Members women who have received recognised education and training in the theory and practice of engineering or related sciences and are occupying or have occupied in a professional or administrative capacity positions of responsibility associated with engineering provided that if a position of exceptionally high responsibility has been held the Council may in their discretion waive the education and training requirement.
- Student Members: **Upon application**, the Council may elect to the class any woman who shall satisfy the Council that they are engaged upon work of an engineering or scientific character and/or that they are undergoing a course of education and/or training approved by the Council as a qualification for election to the class of Members.
- Associates: **Upon application**, the Council may elect to the class men or women who by their connection with engineering, the sciences or arts or otherwise will by their association with the Society assist in the general advancement of its work and its aims and objects.
- Group Members: The Council, **at its sole discretion**, may elect to the class Universities, Polytechnics, Technical Colleges and other such organizations where students are under training to become engineers.
- Corporate Members: The Council, **at its sole discretion**, may elect to the class Companies, Corporations, *Institutions* and other organizations which employ engineers *or* are interested in supporting the aims of the Women's Engineering Society.

An Honorary Member shall be entitled to the use after name of the initials "Hon.M.W.E.S."

Fellow shall be entitled to the use of after name of the initials "F.W.E.S."

Member of the initials "M.W.E.S".

No other class shall be entitled to the use of initials.

- The election of candidates for **memberships and fellowship** of the Society shall be by the Council. Candidates for election shall normally be proposed by a Member, **Fellow** or Associate Member of the Society having personal knowledge of the candidate and seconded by a member of the Society. A candidate who is not personally known to any member of the Society may be proposed and seconded by two corporate members of an Engineering

Institution or Scientific Society recognised for the purpose by the Council of the Society. A candidate for **student** membership may be proposed by the school/college Principal.

7. On election members shall pay an entrance fee, the amount of which shall be determined from time to time by the Council, but which shall not exceed one year's annual subscription for the grade of membership to which the candidate is elected.
8. Members of the Society shall pay an Annual Subscription the amount of which shall be determined in accordance with Article 9.
9. Subscriptions shall be due on election, and thereafter on the 1st April each year, provided that members elected after 1st October shall pay only half subscription, and that members elected after 1st January shall pay full subscription to cover the period up to the end of the next financial year. Subscriptions shall entitle members to "The Woman Engineer" journal of the Society. Where in their opinion it is desirable to do so, the Council may in any particular case or class of case, reduce or remit the Annual Subscription specified above.
10. The Council may from time to time prescribe the qualifications required for, and the annual subscription to be paid by members in each class of membership, but no alteration in such qualifications or subscription shall be valid until confirmed by the Society in General Meeting.
11. Any member of the Society who shall desire to retire shall signify such desire in writing to the *Membership Officer*, whereupon **her/his** name shall be removed from the register of members, and s/he shall be deemed to have retired, but shall nevertheless continue liable to pay every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership at the time of signifying such desire to retire.
12. If any member shall leave subscription in arrear for one year and shall fail to pay such arrears within three months after a written application has been sent to him/her by the *Membership Officer*, name may be removed from the register by the Council at any time afterwards, and s/he shall thereupon cease to be a member of the Society, but shall nevertheless continue liable to pay every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership, provided always that the regulation shall not be construed to compel the Council to remove any name if they are satisfied the same ought to be retained
13. If any member of any class shall:
 - (a) have a receiving order made against him/her or make any arrangement or composition with creditors,

or (b) be convicted of any criminal offence,

the Council may decide that name shall be removed from the register of members, and the *Membership Officer* shall communicate such decision to him/her. If any member of any class shall engage in activities which are considered by the Council to be prejudicial to the interests of the profession or of the Society, the Council may, after giving the said member a proper opportunity to appear before the Council to defend action, request the resignation of such member; and in the event of non-compliance with such request the Council may decide to expel such member, and the *Membership Officer* shall communicate such decision to him/her.

GENERAL MEETINGS

14. An Annual General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every such Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting. All other General Meetings shall be called Extraordinary General Meetings.
15. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
16. Twenty-one days' notice in writing **or by other digital media means, such as website page** at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing **or by other digital media means, such as website page** at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given) specifying the place, the day, and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society; but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. The accidental omission to give notice to or the non-receipt of such notice by, any member, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the declaration of the results of the elections of the Honorary Officers and Ordinary Members of Council, and the appointment and fixing of the remuneration of the Auditors.
30. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members personally present shall be a quorum.

31. If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not 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, at the same time and place or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the members present shall be a quorum.
32. The President of the Society shall preside as Chairman at every General Meeting, but if there be no such President, or if at any meeting s/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose as Chairman a Vice-President who shall be present and willing to preside, or otherwise some member of the Council, if no such member be present, or if all the members of the Council present decline to take the chair, the members present shall choose some member of the Society who shall be present to preside.
33. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
34. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll or postal or electronic ballot be demanded as hereinafter provided, and unless a poll, postal or electronic ballot be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
35. A poll or postal ballot may be demanded by the Chairman or by at least three members present in person or by proxy and entitled to vote. A postal ballot may be demanded by the Chairman on a minute of the Council, or by not less than one-tenth of the members of the Society entitled to vote, who shall have given notice of such demand in writing to the Secretary before the time appointed for holding the meeting, or by a resolution of the

meeting, provided always that upon the submission of an extraordinary or special resolution a postal ballot may be not demanded or taken.

36. If a poll or postal ballot be duly demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll or postal ballot shall be deemed to be the resolution of the meeting at which the poll or postal ballot was demanded.
37. The Society in General Meeting shall appoint two members of the Society entitled to vote to act as scrutineers for a postal ballot.
38. No poll or postal ballot shall be demanded or taken on the election of a Chairman of a meeting, or on any question of adjournment.
39. In the case of an equality of votes, whether on a show of hands or on a poll or postal ballot, the Chairman of the meeting shall be entitled to a second or casting vote.
40. The demand of a poll or of a postal ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll or postal ballot has been demanded.

VOTES OF MEMBERS

41. Subject as hereinafter provided, every member of the Society shall have one vote.
42. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership, shall be entitled to be present and to vote on any question either personally, or by proxy, or as a proxy for another member, at any General Meeting, or to vote by postal ballot.
43. 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.
44. The instrument appointing a proxy shall be in writing under the hand of the appointer or attorney duly authorised in writing.
45. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified 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,

nominated from those members of the Society who are or who have been members of the Council.

51. Save as provided in Article 35, no person other than a member of the Society duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership shall in any circumstances be eligible to hold office as a member of the Council.
52. The Society may in General Meeting prescribe the term of office of Honorary Officers and Ordinary Members of Council, and may (within the limits hereinbefore prescribed) increase or reduce the number of members of the Council. Save as hereinafter expressly provided or otherwise determined, the Honorary Officers with the exception of the Immediate Past President shall hold office for one year, and shall be eligible for re-election; and Ordinary Members of Council shall hold office for three years, and shall be eligible for re-election.
53. The Honorary Officers (with the exception of the Immediate Past President) and the Ordinary Members of Council shall be elected by postal ballot before the Annual General Meeting in every year, provided that if one person only is nominated for any office, s/he shall be deemed to be duly elected, and no ballot papers shall be issued; and the result of such election shall be declared at the aforesaid Annual General Meeting.
54. No person other than a member of the Society duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership shall be entitled to nominate any other member for election as an Honorary Officer or Ordinary Member of Council, or to vote at such election.
55. Not less than two months before the date of the Annual General Meeting at which Honorary Officers and Ordinary Members of Council are due to retire, the Council shall notify to every member of the Society the vacancies about to occur, the names of the retiring members of the Council, and the names of persons nominated by the Council. Within twenty-one days of the issue of the Council's list, any three members of the Society entitled to vote, but not more than three, may nominate any other eligible person for any vacancy by submitting to the Honorary Secretary such nominations in writing, and also notice in writing, signed by the person to be proposed of willingness to serve if elected. Save as provided in Article 40, the Council shall at least twenty-one days before the date of the aforesaid Annual General Meeting send ballot papers to every member of the Society entitled to vote, and all such papers shall be returned to the Honorary Secretary not less than seven days before such meeting.
56. The Council shall appoint two members of the Society, not being members of the Council or candidates for election as Honorary Officers or as Ordinary Members of Council, to act as

scrutineers for a postal ballot on the election of Honorary Officers and Ordinary Members of Council. In the case of an equality of votes the President of the Society shall have a second or casting vote.

57. The Honorary Officers and Ordinary Members of Council shall take office at the dissolution of the Annual General Meeting at which their election is declared or if adjourned at the dissolution of the adjourned meeting and a retiring officer or Member of the Council shall retain office until such dissolution.

58. The Council may from time to time and at any time appoint any member of the Society as an Ordinary Member of Council, provided that the prescribed maximum be not thereby exceeded; further the Council may at any time elect Honorary Officers to any casual vacancies in those offices for such period or periods as may be thought fit. Any member so appointed to fill a casual vacancy shall retain office so long only as the Ordinary Member of Council or Honorary Officer in whose place s/he is appointed would have held the same. Any member appointed by way of addition to the Council shall retain office only until the next Annual General Meeting, but s/he shall be eligible for election as a member of the Council unless otherwise determined in accordance with Article 39. The number of members appointed as members of Council under the provisions of the Article shall not exceed one-third of the total membership of the Council.

59. The office of a member of the Council shall be vacated:

- a. If a receiving order is made against her/him or s/he makes any arrangement or composition with creditors.
- b. If s/he becomes incapable by reason of mental disorder, illness or injury of managing property and affairs.
- c. If not being a representative of another Institution s/he ceases to be a member of the Society.
- d. If by notice in writing to the Society s/he resigns office.
- e. If s/he ceases to hold office by virtue of any provision of the Act.
- f. If s/he is directly or indirectly interested in any contract with the Society and fails to declare the nature of interest as required by Section 317 of the Act.

60. The Society may by Ordinary Resolution of which special notice has been given in accordance with Section 303 of the Act, remove any member of the Council before the expiration of period of office, and may by Ordinary Resolution appoint another member in

stead; but any person appointed shall retain office so long only as the member in whose place s/he is appointed would have held the same if s/he had not been removed.

61. Each member of council is required to complete a Register of Interests, amend their entry to reflect developments as they occur and formally review the entry annually at the start of the Financial Year.
62. The Company Secretary of the society will maintain the register.

POWERS OF THE COUNCIL

63. The Council may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by the Act or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these present, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
64. The continuing members of the Council may act notwithstanding any vacancy in their body; provided always that in case the Ordinary Members of Council shall at any time be reduced in number to less than the minimum number prescribed by these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies amongst such members, or of summoning a General Meeting, but not for any other purpose.
65. The Council may establish branches of the Society, and may amalgamate or dissolve such branches, and all branches of the Society shall be subject to such regulations and generally to such terms as the Council may from time to time approve.

THE SEAL

66. The seal of the Society shall not be affixed to any instrument except by the authority of a Resolution of the Council, and in the presence of at least two members of the Council and of the Secretary or such other person as the Council may appoint for the purpose, and the said members and Secretary or other person aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

PROCEEDINGS OF THE COUNCIL

67. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, nine shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
68. At the request of the President or on any request in writing from not less than three other members of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council, or in default such officer or other members may call a meeting of the Council at any time in the same manner.
69. The President of the Society shall preside at all meetings of the Council at which she shall be present, and if at any meeting of the Council the President shall be absent or unwilling to preside, a Vice-President who shall be present and willing to preside shall preside as Chairman; and if there be no such Vice-President, the members of the Council present shall choose one of their number to be Chairman of the meeting.
70. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.
71. The Council may delegate any of their powers to committees consisting of such member or members of the Society as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
72. All acts bona fide done by any meeting of the Council or of any committee appointed by the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of 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 and was qualified to be a member of the Council.
73. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees appointed by the Council, 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.

74. A resolution in writing signed by all the members for the time being of the Council or of any committee appointed by the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

THE SECRETARY

75. The Secretary of the Society shall be appointed by the Council. Subject to the direction of the Council, it shall be the duty of the Secretary to conduct the correspondence of the Society, to attend all general meetings of the Society, and of the Council, and of the principal Committees of the Council; to take minutes of the proceedings of such meetings; to read all minutes and communications that may be ordered to be read; to have charge of the library; to direct the collection of the subscriptions and other amounts due to the Society and the preparation of the account of the expenditure of the funds and to assist the Honorary Treasurer in the presentation of all the accounts to the Council for inspection and approval. The Secretary shall also engage subject to the approval of the Council, and be responsible for, all persons employed on the Secretary's staff, and shall generally conduct the ordinary business of the Society, under the direction of the Council.

ACCOUNTS

76. The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.
77. The books of account shall be kept at the office, or subject to Section 222 of the Act at such other place or places as the Council shall think fit, and shall always be open during business hours to the inspection of the members of the Council.
78. The Society in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Society, or any of them, and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of members at all reasonable times during business hours.
79. Once at least in every year the Council shall lay before the Society in General Meeting an income and expenditure account for the period since the last preceding account made up to a date not more than ten months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the

Council and a report of the Auditors, and a copy of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 238 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

80. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained *by a person suitably qualified to undertake the work necessary to satisfy the minimum statutory requirements for the control of accounts that apply at any given time.*

NOTICES

81. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at registered address as appearing in the register of members.

82. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

83. Clause 9 of the Memorandum of Association relating to the winding-up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.



WES President 2012

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(WES)

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