

# Women's Engineering Society



**THE COMPANIES ACTS 1908 to 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF THE WOMEN'S ENGINEERING SOCIETY**

**Incorporated under the Companies Act 1908 to 1917**

**on 24 December 1919**

**under No 00162096**

As amended by special resolutions dated 27 September 1970 with the sanction of the Board of Trade, 19 October 1991, 3 September 2006 and 20 June 2020

**The Companies Acts 1908 to 2006**  
**A COMPANY LIMITED BY GUARANTEE**  
**Articles of Association**  
**of**  
**THE WOMEN'S ENGINEERING SOCIETY**  
**PART 1**

**1. NAME**

The name of the Society is "The Women's Engineering Society".

**2. REGISTERED OFFICE**

The Office of the Society will be situated in England.

**3. OBJECTS**

3.1 The objects for which the Society is established are:

- 3.1.1 to promote the education of women in engineering sciences and other skills, the better to fit women for the practice of engineering;
- 3.1.2 to advance the education of the public concerning the study and practice of engineering among women; and
- 3.1.3 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 Directors to be complementary, their dependants and (if they are deceased) their former dependants.

**4. POWERS**

4.1 In furtherance of such objects, but not further or otherwise, the Society shall have the following powers:

- 4.1.1 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 Directors may from time to time prescribe;

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- 4.1.2 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;
- 4.1.3 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;
- 4.1.4 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;
- 4.1.5 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;
- 4.1.6 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;
- 4.1.7 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 4.1.8 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;
- 4.1.9 to co-operate and enter into arrangements with any authorities, national, local, or otherwise;
- 4.1.10 to co-operate with other societies engaged in activities undertaken with a view to the same or substantially the same objects;
- 4.1.11 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;
- 4.1.12 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;
- 4.1.13 to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

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- 4.1.14 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;
- 4.1.15 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;
- 4.1.16 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.17 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act;
- 4.1.18 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;
- 4.1.19 to make any charitable donation either in cash or assets for the furtherance of the objects of the Society;
- 4.1.20 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;
- 4.1.21 to employ and pay any person to supervise, organise, carry on the work of and to advise the Society;
- 4.1.22 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;
- 4.1.23 subject to the provisions of Article 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 dependants;
- 4.1.24 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 these Articles;
- 4.1.25 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;

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- 4.1.26 to do all such other lawful things as shall further the objects or any of them;
- 4.1.27 To provide indemnity insurance to cover the liability of the Directors of the Society:
- (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;

and any such insurance in the case of Article 4.1.27(a) shall not extend to:

- (i) any liability resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Society, or which the Directors did not care whether it was in the best interests of the Society or not;
- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
- (iii) any liability to pay a fine;

and any insurance in the case of Article 4.1.27(b) shall not extend to any liability to make such a contribution where the basis of the Directors' 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:

- 4.2 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; and
- 4.3 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.

### **5. APPLICATION OF INCOME AND PROPERTY**

- 5.1 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in these Articles 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:

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- 5.1.1 of reasonable and proper remuneration to any Member, officer or servant of the Society not being a Director for any services rendered to the Society;
  - 5.1.2 of interest on money lent by any Member of the Society or Director 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;
  - 5.1.3 of reasonable and proper rent for premises demised or let by any Member of the Society or Directors;
  - 5.1.4 of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a Member holding not more than one- hundredth part of the capital of that company; and no Director 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;
  - 5.1.5 to any Director of reasonable out-of-pocket expenses;
  - 5.1.6 of any premium in respect of any indemnity insurance to cover the liability of the Directors 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 Directors knew, or must be assumed to have known, was not in the best interests of the Society, or which the Directors 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 wilful or reckless misconduct of the Directors; or
  - 5.1.7 to any Director or Connected Person of payments permitted by Article 5.4, the court of where the prior written consent of the Commission has been obtained.
- 5.2 No Director or Connected Person may:
- 5.2.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;
  - 5.2.2 sell goods, services to the Society;
  - 5.2.3 be employed by, or receive any remuneration from, the Society; or
  - 5.2.4 receive any other financial benefit from the Society;
- unless the payment is permitted by Article 5.4, or authorised by the court or the prior written consent of the Commission has been obtained.

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- 5.3 In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **Scope and powers permitting Directors' or Connected Persons' benefits**

- 5.4 A Director or Connected Person may:
- 5.4.1 receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Directors do not benefit in this way.
  - 5.4.2 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, sections 185 and 186 of the Charities Act.
  - 5.4.3 Subject to Article 5.5, provide the Society with goods that are not supplied in connection with services provided to the Society by the Director or Connected Person.
  - 5.4.4 take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

### **Payment for supply of goods only – controls**

- 5.5 The Society and its Directors may only rely upon the authority provided by Article 5.4.3 if each of the following conditions is satisfied:
- 5.5.1 the amount or maximum amount of the payment for the goods is set out in an agreement in Writing between the Society and the Director 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;
  - 5.5.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
  - 5.5.3 the other Directors 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 Director or Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so;
  - 5.5.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with her or him or it with regard to the supply of goods to the Society;
  - 5.5.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
  - 5.5.6 the reason for their decision is recorded by the Directors in the minute book; and

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5.5.7 a majority of the Directors then in office are not in receipt of remuneration or payments authorised by this Article 5.

5.6 In this Article 5:

5.6.1 'Society includes any company in which the Society:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

### **6. ALTERATIONS**

No addition, alteration or amendment shall be made to the Articles that would cause the Society to cease to be a charity.

### **7. MEMBERS' LIABILITY**

7.1 The liability of the Members is limited.

7.2 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.

### **8. DISSOLUTION**

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 Article 5 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.

### **9. ACCOUNTS**

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

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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 these Articles.

### 10. NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

10.1 The names, Addresses and descriptions of the original subscribers to the memorandum of association are recorded below:

Eleanor G Shelley-Rolls, The Hendre, Monmouth Wife of Sir John Shelley-Rolls Bt.

Rachel M Parsons, 1 Upper Brook Street, W Spinster

Katharine Parsons, 6 Windsor Terrace, Wife of Sir Charles Parsons  
Newcastle-on-Tyne

Janetta Mary Ornsby, 7 Osborne Terrace, Wife of R.E. Ornsby Mining Engineer  
Newcastle-on-Tyne

Margaret D Rowbotham Spinster  
c/o The Galloway Engineering Co Ltd, Kirkcudbright

Margaret Moir, 54 Hans Place, London SW1 Wife of Sir Ernest Moir Bt.

Laura Annie Willson, 22 Savile Park, Halifax Wife of G H Willson Machine Tool  
Maker

10.2 It is hereby recorded that the Memorandum was dated 23<sup>rd</sup> day of June 1919, the application for incorporation was dated 19<sup>th</sup> day of December 1919 and the Society was incorporated and registered with the Registrar of Joint Stock Companies on 24<sup>th</sup> December 1919.

10.3 In 2019 the Directors created a time capsule to be opened by the Directors of the Society in 2119 including letters from the President and the Chief Executive Officer to their successors in 100 years' time. The time capsule is located in the archive of the Institution of Engineering and Technology (registered as a charity in England & Wales (no 211014) and Scotland (no SC038698). This Article shall not be deleted from the Articles without the prior written consent of the board of trustees of the said Institution of Engineering and Technology or their successors in title.

**PART 2**

**11. INTERPRETATION**

11.1 In these Articles 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:

<b>Words</b>	<b>Meaning</b>
<b>Address</b>	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society
<b>Act</b>	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
<b>Articles</b>	part 1 and part 2 of the Society's articles of association
<b>Associate Fellow</b>	a person appointed as an Associate Fellow in accordance with Article 13.1
<b>Associate Member</b>	a person admitted as an Associate Member in accordance with Article 13.1
<b>Associate Student Member</b>	a person admitted as an Associate Student Member in accordance with Article 13.1
<b>Ballot</b>	means a postal or electronic ballot or poll held in accordance with these Articles and any rules established under Article 44
<b>Charities Act</b>	the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force
<b>Chief Executive Officer</b>	the most senior employee of the Society
<b>Clear Days</b>	in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>Commission</b>	the Charity Commission for England and Wales
<b>Connected Person</b>	(a) a child, parent, grandchild, grandparent, brother or sister of the Director;

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(b) the spouse or civil partner of the Director or of any person falling within (a) above;

(c) a person carrying on business in partnership with the Director or with any person falling within (a) or (b) above;

(d) an institution which is controlled by the Director or any Connected Person falling within (a), (b) or (c) above or by two or more such persons when taken together; and

(e) a body corporate in which the Director or any Connected Person falling within sub-clauses (a) to (c) has a substantial interest or two or more such persons who, when taken together, have a substantial interest

Sections 350 – 352 of the Charities Act apply for the purposes of interpreting this definition

### **Co-opted Director**

a Director appointed by the Directors to fill a vacancy or to introduce additional expertise to the Society

### **Directors**

the President, the Elected Directors and the Co-opted Directors of the Society elected or appointed in accordance with the Articles. All Directors are charity trustees as defined by section 177 of the Charities Act

### **Document**

includes, unless otherwise specified, any document sent or supplied in Electronic Form

### **Elected Director**

a Director elected by the Society at a general meeting

### **Election Period**

a period of 14 Clear Days ending seven days before a general meeting

### **Electronic Form**

has the meaning given in section 1168 of the Act

### **Fellow**

a person appointed as a Fellow in accordance with Article 13.1

### **Full Member**

a person admitted as a Full Member in accordance with Article 13.1

### **Honorary Member**

a person appointed as an Honorary Member in accordance with Article 13.1

### **Office**

the registered office of the Society

### **Member**

a Member of the Society for the purposes of the Act and shall include Fellows, Full Members, Student Members, Associate

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	Members, Associate Student Members and Associate Fellows and includes Honorary Members
<b>Month</b>	calendar month
<b>Nomination Period</b>	a period of 21 Clear Days beginning not less than two calendar months before a general meeting
<b>President</b>	the Director appointed to be the President of the Society pursuant to Article 25.6.1
<b>Register</b>	the register of Members of the Society which shall include a register of Members and Honorary Members
<b>Scheme of Delegation</b>	a governance document setting out the terms upon which the Directors delegate authority to the Chief Executive Officer
<b>Seal</b>	the common seal of the Society
<b>Society</b>	The Women's Engineering Society being the company regulated by the Articles
<b>Student Member</b>	a person admitted as a Student Member in accordance with Article 13.1
<b>in Writing</b>	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

11.2 Words including the singular includes the plural and vice versa.

11.3 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 Articles.

## **12. MEMBERS**

12.1 For the purposes of the Act the number of the Members is unlimited.

12.2 The provisions of Sections 113 and 114 of the Act shall be observed by the Society, and every Member shall either sign a written consent to become a Member or sign the Register on becoming a Member.

12.3 The persons who were Members at the date of the adoption of these Articles and such other persons as the Directors shall admit to be a Member, are and shall be the Members of the Society together with such Honorary Members as the Directors shall from time to time appoint.

**13. CLASSES OF MEMBERSHIP**

13.1 There shall be six classes of Members of the Society namely:

Honorary Members	The Directors, at their sole discretion, may appoint to the class of Honorary Member any woman or man or 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 (save that such Honorary Member shall not be a Member for the purposes of the Act).
Fellows	Upon application, the Directors may appoint to the class of Fellows any woman whom the Directors 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 or who are or have been assisting the Society in the advancement of its work and its aims and objects.
Full Members	Upon application, the Directors may admit to the class of Full Members any woman who has received recognised education and training in the theory and practice of engineering or related sciences and is occupying or has occupied in a professional or administrative capacity a position of responsibility associated with engineering provided that if a position of exceptionally high responsibility has been held the Directors may in their discretion waive the education and training requirement.
Student Members	Upon application, the Directors may admit to the class any woman who shall satisfy the Directors 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 Directors as a qualification for appointment to the class of Student Members.
Associate Members	Upon application, the Directors may admit to the class of Associate Member any woman or man or 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.
Associate Fellows	Upon application, the Directors may appoint to the class of Associate Fellows any woman or man or who by their connection with engineering, the sciences or arts or otherwise the Directors feel should be recognised for their meritorious achievements in assisting the Society in the general advancement of its work and its aims and objects.

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Associate Student Members Upon application, the Directors may admit to the class any woman or man or who shall satisfy the Directors that they are undergoing a course of education and/or training approved by the Directors as a qualification for appointment to the class of Associate Student Members.

13.2 An Honorary Member shall be entitled to the use after their name the initials "HonMWES".

13.3 A Fellow shall be entitled to the use after their name the initials "FWES".

13.4 A Full Member shall be entitled to the use after their name the initials "MWES".

13.5 An Associate Fellow shall be entitled to use after their name the initials "AFWES".

13.6 An Associate Member shall be entitled to the use after their name the initials "AMWES".

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

13.8 The appointment of candidates for Honorary Memberships and Fellowships of the Society shall be by the Directors.

13.9 Fellowship of the Society shall be offered automatically to a Director on election to the Board and any Member who is also a fellow of a professional engineering institution or equivalent. Fellowship offered in this manner may be accepted or declined.

13.10 With the exception of the Honorary Members, Members of the Society shall pay an annual subscription the amount of which shall be determined in accordance with Article 44.

13.11 Subscriptions shall be due on acceptance of application and thereafter on the same date annually. Subscriptions shall entitle Members to "The Woman Engineer" journal of the Society. Where in their opinion it is desirable to do so, the Directors may in any particular case or class of case, reduce or remit the annual subscription specified above.

13.12 The Directors 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.

13.13 Any Member or Honorary Member who shall desire to retire shall signify such desire in Writing to the Society, whereupon her/his name shall be removed from the Register, 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 as signifying such desire to retire.

### **14. TERMINATION OF MEMBERSHIP**

14.1 If any Member or Honorary Member shall:

14.1.1 have a receiving order made against her/him or make any arrangement or composition with creditors;

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14.1.2 be convicted of any criminal offence; or

14.1.3 continue to owe any sum to the charity that is not paid in full within six months of it falling due,

the Directors may decide that her/his name shall be removed from the Register, and the Society shall communicate such decision to her/him. S/he shall nevertheless continue to be liable to pay every subscription and other sum (if any) which shall be due and payable to the Society in respect of the membership. If any Member or Honorary Member shall engage in activities which are considered by the Directors to be prejudicial to the interests of the profession or of the Society, the Directors may, after giving her/him a proper opportunity to appear before the Directors to defend such action, request her/his resignation; and in the event of non-compliance with such request the Directors may decide to expel her/him from the Society, and the Society shall communicate such decision to her/him.

### **15. GENERAL MEETINGS**

15.1 An annual general meeting must be held in each year and not more than fifteen Months may elapse between successive annual general meetings.

15.2 The Directors may call a general meeting at any time.

15.3 A general meeting may also be called by the Members, if agreed by at least 5% of Members eligible to attend and vote at the general meeting.

15.4 A general meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

### **16. NOTICE OF GENERAL MEETINGS**

16.1 The minimum periods of notice required to hold a general meeting of the Society are:

16.1.1 twenty-one Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution; or

16.1.2 fourteen Clear Days for all other general meetings.

16.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the general meeting, being a majority who together hold not less than 90 percent of the total voting rights.

16.3 The notice must specify the date time and place of the general meeting and the general nature of the business to be transacted. If the general meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Act and Article 20.

16.4 The notice must be given to all the Members and to the Directors and auditors.

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16.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

### 17. PROCEEDINGS AT GENERAL MEETINGS

17.1 No business shall be transacted at any general meeting unless a quorum is present.

17.2 A quorum is 15 Members present in person or by proxy and entitled to vote upon the business to be conducted at the general meeting. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

17.3 If a quorum is not present within half an hour from the time appointed for the general meeting, or during a general meeting a quorum ceases to be present, the general meeting shall be adjourned to such time and place as the Directors shall determine.

17.4 The Directors must reconvene the general meeting and must give at least seven Clear Days' notice of the reconvened general meeting stating the date, time and place of the general meeting.

17.5 If no quorum is present at the reconvened general meeting within thirty minutes of the time specified for the start of the general meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

17.6 General meetings shall be chaired by the President. If there is no such person or s/he is not present within thirty minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the general meeting.

17.7 If there is only one Director present and willing to act, s/he shall chair the general meeting.

17.8 If no Director is present and willing to chair the general meeting within thirty minutes after the time appointed for holding it, the Members present in person and entitled to vote must choose one of their number to chair the general meeting.

17.9 The Members present in person or by proxy at a general meeting may resolve by ordinary resolution that the general meeting shall be adjourned.

17.10 The person who is chairing the general meeting must decide the date, time and place at which the general meeting is to be reconvened unless those details are specified in the resolution.

17.11 No business shall be conducted at a reconvened general meeting unless it could properly have been conducted at the general meeting had the adjournment not taken place.

17.12 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened general meeting stating the date, time and place of the general meeting.

**18. VOTING AT GENERAL MEETINGS**

18.1 Any vote at a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

18.1.1 by the person chairing the meeting; or

18.1.2 by at least two Members present in person or by proxy and having the right to vote at the general meeting.

18.2 The result of the vote must be recorded in the minutes of the Society, but the number or proportion of votes cast need not be recorded.

**19. POLL VOTING**

19.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

19.2 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

19.3 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.

19.4 The result of the poll shall be deemed to be the resolution of the general meeting at which the poll is demanded.

19.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

19.6 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

19.7 The poll must be taken within thirty days after it has been demanded.

19.8 If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

19.9 If a poll is demanded the general meeting may continue to deal with any other business that may be conducted at the general meeting.

**20. CONTENT OF PROXY NOTICES**

20.1 Proxies may only validly be appointed by a notice in Writing (a 'proxy notice') which:

20.1.1 states the name and Address of the Member appointing the proxy;

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- 20.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 20.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 20.1.4 is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 20.2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 20.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 20.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 20.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 20.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the general meeting itself.

### **21. DELIVERY OF PROXY NOTICES**

- 21.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that general meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- 21.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in Writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 21.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.
- 21.4 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 appointer's behalf.

### **22. VOTES OF MEMBERS**

- 22.1 Every Member shall have one vote.
- 22.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

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22.3 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.

### **23. DIRECTORS**

23.1 A Director must be a natural person aged 18 years or older.

23.2 No one may be appointed a Director if s/he would be disqualified from acting under the provisions of Article 29.

23.3 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

### **24. POWERS OF DIRECTORS**

24.1 The Directors shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Act, the Articles or any special resolution of the Society.

24.2 No alteration of the Articles or any special resolution of the Society shall have retrospective effect to invalidate any prior act of the Directors.

24.3 Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

### **25. APPOINTMENT OF DIRECTORS**

25.1 Unless otherwise determined by an ordinary resolution of the Society, the minimum number of Directors shall be nine and the maximum number of Directors shall be twelve and shall include:

25.1.1 The President;

25.1.2 Elected Directors; and

25.1.3 Co-opted Directors.

25.2 The Directors shall determine the number of vacancies to be filled amongst Elected Directors and Co-opted Directors from time to time within the maximum and minimum number of Directors determined in accordance with Article 25.1.

25.3 The election or appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

**25.4 Elected Directors**

- 25.4.1 In each year, nominations shall be invited from the Members for any vacancy amongst the Elected Directors.
- 25.4.2 No person may be proposed to the Members for election as an Elected Director unless the Society has received a notice of nomination in writing during the Nomination Period that:
- (a) is signed by three Members entitled to vote at the meeting;
  - (b) states the Members' intention to nominate a Member for election as an Elected Director; and
  - (c) is signed by the person who is to be nominated to show his or her willingness to be nominated.
- 25.4.3 A Member shall only be eligible to nominate a candidate for election, vote in elections and stand for election if s/he has paid any and all subscriptions owing and due to the Society by the date of close of nominations.
- 25.4.4 An Elected Director:
- (a) shall serve for a term of three years (subject to Article 26), or until s/he is appointed as President;
  - (b) may stand for re-election for a further term of three years following the expiration of her or his previous term of office; and
  - (c) subject to Article 25.7, shall not be eligible for re-election for at least one year after serving two continuous terms in office.
- 25.4.5 In the event that the number of candidates for election are the same as or fewer than the number of vacancies, the candidates shall be declared elected at the AGM without a Ballot.
- 25.4.6 In the event that more candidates are nominated than there are vacancies a Ballot will be held. Members shall be invited to vote by Ballot on the first day of the Election Period and votes must be submitted to the Society within the Election Period to be valid. The results of any such Ballot shall be declared at the annual general meeting. In the event of an equal number of votes for two or more candidates the successful candidate shall be chosen by lot.

**25.5 Co-opted Directors**

- 25.5.1 The Directors may, subject to the maximum number of Directors set out in Article 25.1, co-opt individuals who are able and willing to act to be Directors to fill any vacancies or to introduce additional expertise to the Society.

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25.5.2 A Co-opted Director may be a Member but does not have to be a Member.

25.5.3 A Co-opted Director shall hold office for up to one year after which s/he must retire. A Co-opted Director may be re-co-opted save that no Co-opted Director may serve in office for a continuous period of more than 6 years without at least one year out of office.

### **25.6 The President**

25.6.1 The President shall be elected by the Members to serve for a term of three years. No Member may be eligible to serve as President unless they are a current or former Elected Director, or were a Director of the Society prior to 31 December 2019.

25.6.2 No person may be proposed to the Members for election as the President unless the Society has received a notice of nomination in writing during the Nomination Period that:

(a) is signed by three existing Directors;

(b) states the Directors' intention to nominate the eligible Member for election as the President; and

(c) is signed by the person who is to be nominated to show her willingness to be nominated

25.6.3 Subject to Article 25.7, the President shall be eligible for re-election as President for a further term of three years but may only be elected to hold office for two consecutive terms after which she must retire and may not be re-elected.

25.7 In the event that the number of candidates for election as the President is one the candidate shall be declared elected at the AGM without a Ballot.

25.8 In the event that more than one candidate is nominated for the role of President, a Ballot will be held. Members shall be invited to vote by Ballot on the first day of the Election Period and votes must be submitted to the Society within the Election Period to be valid. The results of any such Ballot shall be declared at the annual general meeting. In the event of an equal number of votes for two or more candidates the successful candidate shall be chosen by lot.

25.9 An Elected Director may only serve for a continuous period of more than 6 years if she is appointed as President. In no circumstances may an Elected Director who becomes the President serve for a continuous period of more than 12 years.

### **26. TRANSITIONAL PROVISIONS**

26.1 At the first annual general meeting after the adoption of these Articles (**AGM**), all Elected Directors currently in office, including the President, shall retire but may stand for re-election.

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26.2 Notwithstanding the provisions of Article 25.4.4, the candidates who are declared elected at the AGM to serve as Elected Directors shall be elected for the following transitional terms:

26.2.1 the candidate elected as President and the two candidates who otherwise receive the highest number of votes for election shall serve as Elected Directors for three years;

26.2.2 the three candidates who receive the next highest number of votes for election shall serve in office for two years; and

26.2.3 the three Elected Directors who receive the lowest number of votes for election shall serve in office for one year.

(together **the Transitional Elected Directors**).

26.3 In the event of a tie, the term of any tied candidates shall be determined by lot.

26.4 When a Transitional Elected Director has completed her or his first term in office s/he shall retire but may be re-elected for a second term of office which shall be three years. Following any second term, a Transitional Elected Director must retire and may not be re-elected for at least one year.

### **27. DECLARATION OF DIRECTORS' INTERESTS**

27.1 A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Director must absent herself or himself from any discussions of the Directors in which it is possible that a conflict will arise between her or his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

### **28. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

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

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

28.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

28.1.3 the unconflicted Directors consider it is in the best interests of the Society to authorise the conflict of interests in the circumstances applying.

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28.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

### **29. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

29.1 A Director shall cease to hold office if s/he:

29.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;

29.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act;

29.1.3 is an Elected Director or the President and ceases to be a Member;

29.1.4 in the written opinion, given to the Society, of a registered medical practitioner treating that Director, has become physically or mentally incapable of acting as a Director and may remain so for more than three Months;

29.1.5 resigns as a Director by notice to the Society (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or

29.1.6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive Months and the Directors resolve that her or his office be vacated.

### **30. REMUNERATION OF DIRECTORS**

The Directors must not be paid any remuneration unless it is authorised by Article 5.

### **31. PROCEEDINGS OF DIRECTORS**

31.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

31.2 Any Director may call a meeting of the Directors.

31.3 The Chief Executive Officer must call a meeting of the Directors if requested to do so by a Director.

31.4 Questions arising at a meeting shall be decided by a majority of votes.

31.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

31.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

**32. QUORUM - DIRECTORS**

- 32.1 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 32.2 The quorum shall be four or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- 32.3 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 32.4 If the number of Directors is less than the minimum number required by Article 25.1 or the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

**33. CHAIRING MEETINGS**

- 33.1 The Directors shall appoint the President to chair their meetings.
- 33.2 If the President is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 33.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to her or him by the Directors.

**34. WRITTEN RESOLUTIONS OF THE DIRECTORS**

- 34.1 A resolution in Writing or in Electronic Form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 34.2 The resolution in Writing may comprise several Documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

**35. DELEGATION**

- 35.1 The Directors may delegate any of their powers or functions to a committee of at least one Director, but the terms of any delegation must be recorded in the minutes or any other governance document.
- 35.2 The Directors may impose conditions when delegating, including the conditions that:

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- 35.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
- 35.2.2 no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Directors.
- 35.3 The Directors may revoke or alter a delegation.
- 35.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 35.5 The Board may co-opt any person or people who are not Directors to serve on a committee, but any such committee must have at least one Director on it at all times.

### **36. VALIDITY OF DIRECTORS' DECISIONS**

- 36.1 Subject to Article 36.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- 36.1.1 who was disqualified from holding office;
- 36.1.2 who had previously retired or who had been obliged by the Article to vacate office; or
- 36.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- 36.1.4 the vote of that Director; and
- 36.1.5 that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- 36.2 Article 36.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon her or him by a resolution of the Directors or of a committee of Directors if, but for Article 36.1, the resolution would have been void, or if the Director has not complied with Article 28.

### **37. SEAL**

The Society's Seal must only be used by the authority of the Directors or by a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and the Chief Executive Officer in her or his capacity as company secretary, or by a second Director, or by a Director and a witness.

**38. THE CHIEF EXECUTIVE OFFICER**

38.1 The Chief Executive Officer of the Society shall be appointed by the Directors.

38.2 Subject to the terms of the Scheme of Delegation, the Chief Executive Officer shall:

- 38.2.1 conduct the correspondence of the Society;
- 38.2.2 at the discretion of the Directors attend all general meetings of the Society, of the Directors, and of the principal Committees of the Directors;
- 38.2.3 take minutes of the proceedings of such meetings;
- 38.2.4 at the discretion of the Directors read all minutes and communications that may be ordered to be read;
- 38.2.5 have charge of the Society's library;
- 38.2.6 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;
- 38.2.7 assist in the presentation of the accounts to the Directors for inspection and approval; and
- 38.2.8 subject to the approval of the Directors, engage and be responsible for, all persons employed by the Society, and generally conduct the business of the Society.

**39. MINUTES**

39.1 The Directors must keep minutes of all:

- 39.1.1 appointments of officers made by the Directors;
- 39.1.2 proceedings at meetings of the Society;
- 39.1.3 meetings of the Directors and committees of Directors including:
  - (a) the names of the Directors present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

**40. ACCOUNTS**

40.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its

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successors and adhere to the recommendations of applicable Statements of Recommended Practice.

40.2 The Directors must keep accounting records as required by the Companies Act.

### **41. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

41.1 The Directors must comply with the requirements of the Charities Act with regard to the:

41.1.1 transmission of a copy of the statements of account to the Commission;

41.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission; and

41.1.3 preparation of an Annual Return and its transmission to the Commission.

41.2 The Directors must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

### **42. MEANS OF COMMUNICATION TO BE USED**

42.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.

42.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

42.3 Any notice to be given to or by any person pursuant to the Articles:

42.3.1 must be in Writing; or

42.3.2 must be given in Electronic Form.

42.4 The Society may give any notice to a Member either:

42.4.1 personally;

42.4.2 by sending it by post in a prepaid envelope addressed to the Member at her or his Address;

42.4.3 by leaving it at the Address of the Member;

42.4.4 by giving it in Electronic Form to the Member's Address; or

42.4.5 by placing the notice on a website and providing the person with a notification in Writing or in Electronic Form of the presence of the notice on the website. The

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notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- 42.5 A Member who does not register an Address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
- 42.6 A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 42.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 42.8 Proof that an Electronic Form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.
- 42.9 In accordance with section 1147 of the Act notice shall be deemed to be given:
  - 42.9.1 48 hours after the envelope containing it was posted; or
  - 42.9.2 in the case of an Electronic Form of communication, 48 hours after it was sent.

### **43. INDEMNITY**

- 43.1 The Society shall indemnify a relevant Director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.
- 43.2 In this article a 'relevant Director' means any Director or former Director of the Society.

### **44. RULES**

- 44.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- 44.2 The bye laws may regulate the following matters but are not restricted to them:
  - 44.2.1 the admission of Members of the Society and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 44.2.2 the conduct of Members of the Society in relation to one another, and to the Society's employees and volunteers;
  - 44.2.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

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- 44.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by the Articles; and
- 44.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 44.3 The Society in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 44.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Society.
- 44.5 The rules or bye laws shall be binding on all Members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

### **45. DISPUTES**

If a dispute arises between Members of the Society about the validity or propriety of anything done by the Members of the Society under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.