

**Company No: 1160052**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**OF**

**SURREY ARCHAEOLOGICAL SOCIETY**

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**Incorporated on 13 February 1974**  
**as amended by special resolution dated 18 November 2017**

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**1 THE COMPANY'S NAME IS: SURREY ARCHAEOLOGICAL SOCIETY**

(and in this document it is called the "Society").

**2 REGISTERED OFFICE**

The registered office of the Society will be situated in England.

**3 INTERPRETATION**

In the Articles:

**"Annual General Meeting"** means the annual general meeting of the Society;

**"address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address, in each case registered with the Society;

**"the Articles"** means the Society's articles of association;

**"Board of Trustees"** means the board of trustees/board of directors of the Society;

**"the Chair"** means the chair of the Board of Trustees, elected in accordance with Articles 17 and 19;

**"the Charities Act"** means the Charities Act 2011;

<b>“clear days”</b>	<p>in relation to the period of a notice means a period excluding:</p> <p>the day when the notice is given or deemed to be given; and</p> <p>the day for which it is given or on which it is to take effect;</p>
<b>“the Commission”</b>	means the Charity Commission for England and Wales;
<b>“Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Society;
<b>“connected person”</b>	<p>means any of the following:</p> <ol style="list-style-type: none"> <li>a) any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Trustee;</li> <li>b) the spouse or civil partner of a Trustee or of any person in (a), including anyone living as the spouse or civil partner of any of the above;</li> <li>c) any person carrying on business in partnership with a Trustee or any person in a) to b) above;</li> <li>d) any institution which is controlled either by a Trustee alone or in combination with any one or more of the persons in a) to c) above;</li> <li>e) any body corporate in which a Trustee, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20% of the share capital or more than 20% of the voting rights in the body corporate.</li> </ol> <p>Any person who is a connected person in relation to any Trustee is referred to in these Articles as ‘connected’ to that Trustee;</p>
<b>“Council”</b>	means the Council of the Society;
<b>“Court”</b>	means the High Court of Justice of England & Wales, and particularly the Chancery Division or any Division which has jurisdiction over charities;

<b>“Deputy Chair”</b>	means the deputy chair of the Board of Trustees, if any;
<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>“Elected Members”</b>	means those Members elected to the Council pursuant to Article 23.1;
<b>“electronic form”</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>“Investment Manager”</b>	an Investment Manager authorised to carry on investment business under the provisions of the Financial Services Act 1986 or the Financial Services and Markets Act 2000 as amended from time to time or any legislation enacted in substitution thereof;
<b>“Members”</b>	the Members of the Society in accordance with Article 11;
<b>“Objects”</b>	means the objects of the Society as described in Article 5;
<b>“Officers”</b>	means initially the vice-presidents, editors, librarian and archivist;
<b>“President”</b>	means the president of the Society for the time being;
<b>“the seal”</b>	means the common seal of the Society if it has one;
<b>“Secretary”</b>	means the secretary of the Society for the time being;
<b>“Society”</b>	means the company intended to be regulated by these Articles;
<b>“Treasurer”</b>	means the treasurer of the Society for the time being;
<b>“Trustee”</b>	means a trustee of the Society. The Trustees are

charity trustees as defined by section 177 of the Charities Act and also company directors and company Members;

**“the United Kingdom”** means Great Britain and Northern Ireland.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

#### **4 LIABILITY OF THE MEMBERS**

4.1 The liability of the Members, as defined in Article 11, is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for

4.1.1 payment of the Society's debts and liabilities incurred before he or she ceases to be a Member;

4.1.2 payment of the costs, charges and expenses of winding up; and

4.1.3 adjustment of the rights of the contributories among themselves.

#### **5 OBJECTS**

5.1 The Society's Objects are restricted to the following:

To promote the study of archaeology and antiquities in the County of Surrey within the boundaries existing in 1854 (being the year in which the Surrey Archaeological Society was founded) and as may be enlarged by any extension of the present Administrative County, by the collection and publication of material and information of archaeological, antiquarian or historical interest concerning the County, including antiquities; buildings; records and manuscripts; cartographic, iconographic and pictorial material; heraldry and genealogy; costume; numismatics; ceramics; ecclesiastical history; charitable foundations; and any other matters or things relating to the pre-history and history of the County.

## **6 POWERS**

The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:

- 6.1 to watch for the discovery of antiquities and to endeavour to secure their preservation if desirable and to maintain a careful record of the same and of all the circumstances attending their discovery;
- 6.2 to carry out excavations, fieldwork and surveys and to encourage those qualified to do so;
- 6.3 to encourage, where desirable, the preservation of any site, building, monument or record of archaeological or historical interest in the County and to co-operate with public or private bodies or individuals in safe-guarding such sites, buildings, monuments or records;
- 6.4 to arrange meetings, lectures, exhibitions, and visits to archaeological sites, monuments, antiquities and places of historical interest;
- 6.5 to collect material for, and compile, histories of places, parishes, buildings and families in or connected with the County, and to publish (including online and in digital format) volumes relating to the history and antiquities of the County entitled Surrey Archaeological Collections and from time to time publish or assist in publishing (including online and in digital format) other volumes, local histories, special articles, papers, drawings, engravings, maps or other printed or pictorial matter;
- 6.6 to maintain a library and formulate rules for the running thereof;
- 6.7 to purchase or accept gifts or loans of antiquities, manuscripts, books, drawings, engravings, plans, maps or other articles or to exchange them or dispose thereof;

- 6.8 to deposit or lend for exhibition any antiquities or specimens acquired by the Society subject to any agreement relating thereto;
- 6.9 to donate to any museum open to the public or to any body with objects similar to those of the Society any antiquities or specimens acquired by the Society subject to any agreement relating thereto;
- 6.10 to undertake and execute any charitable trusts which may lawfully be undertaken by the Society;
- 6.11 to collect funds whereby financial assistance may be granted to achieve the aforesaid Objects;
- 6.12 to borrow or raise money for the purpose of the Society;
- 6.13 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way, connected with the purposes of the Society or calculated to further its Objects;
- 6.14 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of fees, subscriptions, donations, contributions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to a special trust or not Provided always that any moneys so received by the Society shall be used or applied by the Society for or towards its charitable Objects and, in relation to any contributions subject to any special trusts or conditions, the Society shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or apply the same in such manner allowed by law, having regard to such trusts;
- 6.15 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary for the promotion of the Objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections necessary or conducive to the Objects, subject to such consents as may be required by law;

- 6.16 to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, develop, grant easements or other rights, manage and improve all or any part of the property or assets of the Society and to exercise any rights, privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Society may be obliged or required or ought to do as the owner of such property or assets or to otherwise deal with any of the property and rights of the Society as may be necessary or conducive to the Objects. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act;
- 6.17 to borrow and raise money and to enter into any derivative arrangement relating to such borrowing and in particular by the issue of debentures or debenture stock charged upon all or any of the Society's property; to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 to 126 of the Charities Act if it wishes to mortgage land;
- 6.18 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.19 to confer, co-operate and enter into arrangements with, and to obtain charters, rights, orders and concessions from, such other bodies as may be necessary or conducive to the Objects;
- 6.20 to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to, or aid in the establishment or support of, any charitable trusts, associations, institutions or societies established for charitable purposes only;
- 6.21 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies, social enterprises or voluntary bodies with similar charitable purposes provided that the Society shall not amalgamate, affiliate with or subscribe to any organisation which shall not prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Society under or by virtue of Article 7 hereof;
- 6.22 in exchange for full consideration, and subject to Part 7 of the Charities Act, to grant licences or make any disposition of the property or assets of the Society to a trading company or subsidiary company formed and operated for the purpose of benefiting the Society, provided that the Society shall not undertake any permanent taxable trading activity and must comply with relevant statutory regulations. No licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Society for non-charitable purposes;

- 6.23 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Society;
- 6.24 to lend and advance money or give credit on any terms, with or without security, to any person, firm or company, including a trading company formed and operated in accordance with Article 6.22, to enter into contracts of indemnity and guarantees of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation;
- 6.25 to make any charitable donation either in cash or assets for the furtherance of the Objects;
- 6.26 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.27 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert when considered appropriate by the Trustees, and having regard to the suitability of investments and the need for diversification) provided that the Society shall have power to retain any investments donated to it;
- 6.28 to delegate the management of investments to an Investment Manager, but only on terms that:
  - 6.28.1 the investment policy, as determined by the Trustees, is set down in writing for the Investment Manager;
  - 6.28.2 the performance of the investments is reviewed regularly with the Board of Trustees and the investment policy and the delegation arrangement are reviewed at least once a year;
  - 6.28.3 the Trustees are entitled to cancel the delegation arrangement at any time;
  - 6.28.4 all payments due to the Investment Manager are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
  - 6.28.5 the Investment Manager must only operate within the powers of the Trustees;

- 6.29 to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of an Investment Manager acting under their instructions and to pay any reasonable fee required;
- 6.30 to insure at the expense of the Society and arrange insurance cover for and to indemnify its Trustees, Officers, staff, voluntary workers and Members from and against all such risks incurred in the course of their duties as may be thought fit and, in relation to the Trustees (or any of them), so far as is permitted by Article 6.33;
- 6.31 to provide indemnity insurance for the Trustees in accordance with Article 7.1.6 below;
- 6.32 to insure the Society and the Society's property and any property on loan to the Society against such risks as the Trustees shall consider it prudent or necessary to insure;
- 6.33 to do all such other lawful things as shall further the Objects of the Society.

PROVIDED always and it is hereby declared that the Society exists only for those purposes which are charitable and, notwithstanding anything contained in these Articles, nothing shall be an object of the Society which is not a charitable object.

## **7 APPLICATION OF INCOME AND PROPERTY**

- 7.1 The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Society, and no Trustee shall be appointed to any office of the Society and be paid by salary or fees, or receive any remuneration or other benefit in money, or money's worth from the Society

Provided that nothing in these Articles shall prevent payment in good faith by the Society:

- 7.1.1 of reasonable and proper remuneration for any services rendered to the Society by any Member, Officer or servant of the company who is not a Trustee;
- 7.1.2 of interest on money lent by any Member or Trustee at a reasonable or proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees;

- 7.1.3 of the payment of reasonable fees for the supply of professional services to the Society by any partnership, limited liability partnership or company of which a Trustee is a partner, member or shareholder or by any Trustee in his or her professional capacity, subject in each case to the provisions of section 185 of the Charities Act;
- 7.1.4 of reasonable and proper rent for property demised and let by any Member or Trustee to the Society;
- 7.1.5 to any Trustee of reasonable out-of-pocket expenses;
- 7.1.6 of any premium in respect of any indemnity insurance to cover the liability of the Trustees 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 any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Society.

7.2 In this Article 7 "Society" shall include any company in which the Society:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the board.

7.3 All money received by the Treasurer on behalf of the Society shall be paid into accounts in the name of the Society in such clearing banks as the Trustees may direct. Every cheque drawn on a bank account of the Society shall be signed by two persons authorised by the Trustees.

## **8 INDEMNITY**

8.1 The Company shall indemnify any relevant Trustee against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

8.2 In this Article a "relevant Trustee" means any Trustee or former Trustee of the Company.

## **9 DECLARATION OF TRUSTEES' INTERESTS**

- 9.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she or any connected person 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 Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal or other interest (including but not limited to any personal financial interest).

## **10 CONFLICTS OF INTEREST**

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

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

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

10.1.3 the un-conflicted Trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

- 10.2 In this Article a conflict of interest 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 Trustee.

## **11 MEMBERS**

- 11.1 There shall be five classes of membership:-

11.1.1 Ordinary Members

11.1.1.1 The Trustees may at their discretion admit any Ordinary Member as a Life Member upon such terms as the Trustees may decide.

- 11.1.2 Associate Members who must be relatives or partners of Ordinary or Life Members and resident with them. Associate Members will not be entitled to receive copies of any notices, reports, bulletins, the Collections or other publications or documents issued to Ordinary Members.
- 11.1.3 Junior Members who must normally be more than sixteen and less than twenty-one years of age.
- 11.1.4 Student Members who shall be full time students at a recognised educational establishment and who shall be more than twenty and less than twenty-six years of age.
- 11.1.5 Institutional Members who are entitled from time to time to nominate one representative and may be permitted upon application to the Secretary to nominate additional representatives to attend meetings, lectures and visits. Provided that an unincorporated association may as such become a Member of the Society, but if any unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and, be subject to the same obligations as any other individual Member, except that if the nomination is revoked by the body nominating them the person shall forthwith cease to be a Member of the Society.
- 11.2 Persons eminent either for their services to archaeology, to the Society or in the County may be nominated by the Council at the Annual General Meeting for election either as Patron, Honorary Vice-Presidents or as Honorary Members. Such persons need not be Members and, if not, they shall have all the rights of Ordinary Members except that of voting.
- 11.3 Every person wishing to join the Society shall complete a form to confirm they agree to be bound by the Objects, regulations and bye-laws of the Society which shall be available on the Society's website and on request.
- 11.4 Annual Subscriptions shall be decided at an Annual General Meeting. Annual Subscriptions shall become due on joining the Society and on the first day of April in each year, provided that an initial subscription due in January or later in the calendar year shall cover membership until 31 March in the next calendar year.
- 11.5 Any Member may resign his or her membership of the Society on written notification to the Secretary and shall return to the Trustees any of the Society's property which may be in his or her possession.

- 11.6 A Member whose subscription is in arrears may be suspended at the discretion of the Treasurer until such time as it is paid. A Member whose subscription is more than one year in arrears, provided that at least one application for the payment thereof shall have been made by the Treasurer, may be removed from the register of Members by the Trustees, but if subsequently in the opinion of the Trustees a satisfactory explanation is given the person may be re-instated.
- 11.7 Membership is not transferable.
- 11.8 The Trustees must keep a register of names and addresses of the Members.
- 11.9 The Trustees will issue to the Members once in every year an annual report of the proceedings, activities and state of the Society and this report and the Society's annual accounts shall be submitted to the Annual General Meeting.
- 11.10 Members whose subscriptions are not in arrears shall be entitled to attend and vote at Annual General Meetings and general meetings.

## **12 TERMINATION OF MEMBERSHIP**

- 12.1 Membership is terminated if:
- 12.1.1 the Member dies;
  - 12.1.2 the Member resigns by written notice to the Society;
  - 12.1.3 a majority of at least two thirds of the Elected Members present and voting at a meeting of the Council vote to remove from the register of Members any Member in their discretion provided that such Member shall have been given reasonable opportunity to attend the meeting and speak on their own behalf.

## **13 GENERAL MEETINGS**

- 13.1 The Society shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the preceding Annual General Meeting.
- 13.2 The Society may hold such general meetings as it considers necessary.
- 13.3 At least twenty-one clear days' notice of the Annual General Meeting and any general meeting shall be given.

- 13.4 The Trustees may call a general meeting at any time and shall be bound to do so within fourteen clear days of receiving the written request of not less than ten Members.
- 13.5 All general meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 13.6 The accidental omission to give notice of a general meeting to or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate any resolution passed or proceedings held at any meeting.
- 13.7 No business shall be transacted at a general meeting unless a quorum is present.
- 13.8 A Member shall not be counted in the quorum on any matter on which they are not entitled to vote.
- 13.9 A quorum shall be fourteen Members present in person and entitled to vote upon the business to be conducted at the meeting.
- 13.10 In respect of a quorum, if a quorum is not present within half an hour from the time appointed for the meeting or, during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees then present shall determine.
- 13.11 General meetings shall be chaired by the President or, in his or her absence, by the Deputy Chair and, if there be no President or Deputy Chair at the meeting concerned, the Members shall appoint such member of the Board of Trustees as the majority of those present may determine.
- 13.12 If a meeting is adjourned for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting, stating the date, time and place of the meeting. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 13.13 There shall be no voting by proxy.
- 13.14 At every Annual General Meeting one or more Chartered Accountants shall be appointed for one year to examine the financial statements of the Society in accordance with the requirements of the Companies Acts and the Charities Act and to report thereon at the next Annual General Meeting.

## **14 VOTES OF MEMBERS**

- 14.1 Every Member shall have one vote.

- 14.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 14.3 The following shall require a special resolution of the Members:
- 14.3.1 the removal of a Trustee;
  - 14.3.2 the amendment of these Articles of Association;
  - 14.3.3 a change of name for the Society.
- 14.4 A resolution put to the vote at a meeting shall be decided on a show of hands by a simple majority (or such other majority as may be stipulated by the Articles) unless a poll is called for. A poll on a resolution may be demanded:
- 14.4.1 in advance of the general meeting where it is to be put to the vote, or
  - 14.4.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 14.5 A poll may be demanded by:
- 14.5.1 the chair of the meeting;
  - 14.5.2 the Trustees;
  - 14.5.3 five or more persons having the right to vote on the resolution; or
- 14.6 A demand for a poll may be withdrawn if:
- 14.6.1 the poll has not yet been taken, and
  - 14.6.2 the chair of the meeting consents to the withdrawal.
- 14.7 Polls must be taken immediately and in such manner as the chair of the meeting directs.
- 14.8 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.

## **15 TRUSTEES**

- 15.1 A Trustee must be a natural person aged sixteen years or older.

- 15.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 18.
- 15.3 No member of staff or anyone in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Society (save as permitted by Article 7) shall be eligible to be a Trustee.
- 15.4 The number of Trustees shall be not less than five nor more than nine.
- 15.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

## **16 POWERS OF TRUSTEES**

- 16.1 The Trustees 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 Companies Act, the Articles, any special resolution, or by charity law. In the exercise of such powers, and all other powers conferred on the Trustees by these Articles, decisions or actions required by the Trustees must be made by the Board of Trustees in accordance with the provisions of these Articles.
- 16.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 16.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **17 APPOINTMENT OF TRUSTEES**

- 17.1 The Council or any two Members may nominate any member of the Council for appointment as a Trustee. Such nomination shall be put to the Annual General Meeting for approval by a simple majority of those present and entitled to vote.
- 17.2 The Board of Trustees shall include the President, the Secretary and the Treasurer.
- 17.3 The Trustees shall all be members of the Council and shall hold office for one year but shall be eligible for re-election.
- 17.4 The President shall be eligible for re-election for a maximum of four consecutive years.
- 17.5 The Secretary and Treasurer shall be eligible for re-election as Secretary or Treasurer for a maximum of eight consecutive years.

## **18 DISQUALIFICATION, REMOVAL AND RETIREMENT OF TRUSTEES**

- 18.1 A Trustee shall cease to hold office if he or she:
- 18.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 18.1.2 is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of that provision);
  - 18.1.3 in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
  - 18.1.4 resigns as a Trustee by giving one month's written notice to the Society (but only if at least five Trustees will remain in office when the notice of resignation is to take effect).
- 18.2 A Trustee shall be eligible for re-election for consecutive periods not exceeding twelve years in office from the date of his or her original appointment or 10 November 2012, whichever is later.
- 18.3 A retiring Trustee shall be eligible for re-election for further consecutive periods not exceeding twelve years in total after two years have elapsed from the date of his or her retirement.

## **19 CHAIR**

- 19.1 The President shall act as Chair of the Board of Trustees.
- 19.2 The Trustees may appoint a Trustee to act as Deputy Chair and may at any time revoke such appointment
- 19.3 The Deputy Chair, if any, shall be appointed by a simple majority of the Trustees and shall be appointed or re-appointed annually.
- 19.4 The Chair and Deputy Chair shall have no functions or powers except those conferred by the Articles or delegated to them by the Trustees.

## **20 APPOINTMENT OF OFFICERS**

- 20.1 The Council or any two Members may nominate any Member for appointment as an Officer. Such nomination shall be put to the Annual General Meeting for approval by a simple majority of those present and entitled to vote.

- 20.2 The Officers shall be initially the vice-presidents, editors and the librarian and archivist.
- 20.3 Officers shall be members of the Council and shall hold office for one year but shall be eligible for re-election.

## **21 PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 21.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles, but they shall hold at least four Trustees' meetings a year.
- 21.2 Any Trustee may call a meeting of the Trustees.
- 21.3 The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 21.4 A Trustees' meeting must be called by at least twelve clear days' notice unless either:
- 21.4.1 all the Trustees agree; or
  - 21.4.2 urgent circumstances require shorter notice.
- 21.5 Notice of Trustees' meetings must be given to each Trustee but may be sent by electronic form to an electronic address provided by the Trustee for that purpose;
- 21.6 Every notice calling a Trustees' meeting must specify:
- 21.6.1 the place, day and time of the meeting; and
  - 21.6.2 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 21.7 Questions arising at a meeting shall be decided by a majority of votes.
- 21.8 In the case of an equality of votes the chair shall have a second or casting vote.
- 21.9 A meeting may be held by suitable electronic means agreed by the Board of Trustees in which each participant may communicate with all the other participants.
- 21.10 No decision may be made by a meeting of the Board of Trustees 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 Board of Trustees in which a participant or participants may communicate with all the other participants.

- 21.11 The quorum shall be five Trustees or such larger number as may be decided from time to time by the Trustees.
- 21.12 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 21.13 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 21.14 If the number of Trustees is less than the minimum number, the Trustees must proceed to ensure that additional Trustees are appointed as soon as possible.
- 21.15 If the Chair is not present within ten minutes after the time appointed for the meeting, or is conflicted or is unwilling to preside and has not otherwise appointed a chairman for the meeting, the Deputy Chair, if any, shall chair the meeting. If the Deputy Chair is not present within ten minutes after the time appointed for the meeting, or is conflicted, or is unwilling to preside, the Trustees may appoint one of their number to chair that meeting.
- 21.16 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice (and notified in accordance with Article 29) of a meeting of the Board of Trustees or of a committee of Trustees and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held.
- 21.17 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

## **22 DELEGATION**

- 22.1 The Board of Trustees may delegate any of its powers or functions to the Council or to committees or groups including one or more Trustees. The terms of any delegation must be recorded in the minute book.
- 22.2 The Trustees may impose conditions when delegating, including the conditions that:
- 22.2.1 the relevant powers are to be exercised exclusively by the Council or the committee to whom the Trustees delegate (as the case may be);
- 22.2.2 no expenditure may be incurred on behalf of the Society except in accordance with a budget previously approved by the Trustees.

- 22.3 The Trustees may revoke or alter a delegation at any time.
- 22.4 All acts, resolutions and recommendations of the Council or of any committee must be reported to the next meeting of the Trustees, or earlier if appropriate.
- 22.5 The President and the Secretary shall be ex officio members of each committee and group.
- 22.6 Decisions of the Council and committees or groups shall not be binding on the Trustees.

### **23 COUNCIL**

- 23.1 The Council shall consist of the Trustees, Officers and twenty-four Elected Members, six of whom shall be elected at each Annual General Meeting for a period of four years and shall then retire and be ineligible for re-election or co-option for one year.
- 23.2 The President shall be the Chair of the Council.
- 23.3 The Secretary and the Treasurer shall serve as secretary and treasurer of the Council.
- 23.4 The quorum for the Council shall be seven Elected Members, two Trustees and two Officers.
- 23.5 In addition to the Elected Members the Council may co-opt annually for a period of one year not more than six additional Members.
- 23.6 Every person whom it is intended to nominate as a candidate for election as a Trustee, Officer or Elected Member (other than candidates nominated by the Council) shall be nominated in writing by two Members of the Society. Nominations must reach the Secretary not less than seven days before the next Annual General Meeting and shall be accompanied by the written consent of the person so nominated to serve if elected.
- 23.7 No person who is not a Member shall be eligible for membership of the Council.
- 23.8 Matters arising at any meeting of the Council shall be decided by a majority of the votes.
- 23.9 Upon the death or resignation or vacation of office of a Trustee or Officer the Council may co-opt another Council member to serve in his or her place until the next Annual General Meeting.

23.10 Any Elected Member who after notification and without reasonable excuse shall be absent from four consecutive meetings of the Council shall be deemed to have resigned from the Council immediately after the fourth such meeting and notified accordingly.

23.11 The office of a member of the Council shall be vacated:

23.11.1 if a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors;

23.11.2 if he or she becomes of unsound mind;

23.11.3 if he or she ceases to be a Member of the Society;

23.11.4 if by notice in writing to the Society he or she resigns;

23.11.5 if he or she ceases to hold office by reason of any order made under the Companies Acts;

23.11.6 if he or she is removed from office by a resolution duly passed pursuant to the Companies Acts.

## **24 VALIDITY OF TRUSTEES' DECISIONS**

24.1 Subject to Article 24.2, all acts done by a meeting of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who was disqualified from holding office, who had previously retired or who had been obliged by these Articles to vacate office or who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, or it being afterwards discovered that there was some defect in the appointment of that Trustee, if without the vote of that Trustee, and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

24.2 Article 24.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 24.1, the resolution would have been void, or if the Trustee has not complied with Article 9.

## **25 SEAL**

25.1 If the Society has a seal, it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, it shall be signed by two Trustees.

## **26 MINUTES**

26.1 The Trustees must keep minutes of all:

26.1.1 proceedings at general meetings of the Society;

26.1.2 proceedings at meetings of the Board of Trustees and committees of Trustees;  
and

26.1.3 appointments made by the Trustees or by the Members.

26.2 Meeting minutes should include:

26.2.1 the names of the Trustees present at the meeting;

26.2.2 the decisions made at the meetings; and

26.2.3 where appropriate, the reasons for the decisions.

26.3 Minutes of the meetings of the Board of Trustees shall be circulated to members of the Council as soon as practicable after the relevant meeting.

## **27 ACCOUNTS**

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

27.2 The Trustees must keep accounting records as required by the Companies Acts and submit such annual returns and accounts as are required by company law.

## **28 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

28.1 The Trustees must comply with the requirements of the Charities Act with regard to the:

28.1.1 transmission of the statements of account to the Commission;

28.1.2 preparation of an Annual Report and its transmission to the Commission;

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

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

## **29 MEANS OF COMMUNICATION TO BE USED**

29.1 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 Acts 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.

29.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

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

29.3.1 must be in writing; or

29.3.2 must be given in electronic form.

29.4 The Society may give any notice to a Trustee or Member either:

29.4.1 personally; or

29.4.2 by sending it by post in a prepaid envelope addressed to the Trustee or Member at his or her address; or

29.4.3 by leaving it at the address of the Trustee or Member; or

29.4.4 by giving it in electronic form to the electronic address provided by the Trustee or Member.

29.5 A Trustee or 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.

29.6 A Trustee or 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.

29.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

29.8 Proof that an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

29.9 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

29.9.1 48 hours after the envelope containing it was posted; or

29.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

### **30 RULES**

30.1 The Trustees 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.

30.2 The bye laws may regulate the following matters but are not restricted to them:

30.2.1 the conduct of the Society;

30.2.2 the operation of the Council and any sub-committees;

30.2.3 the conduct of Members of the Society in relation to one another, and to the Society's employees and volunteers;

30.2.4 the procedure at general meetings and meetings of the Board of Trustees, or committee thereof, in so far as such procedure is not regulated by the Companies Acts or by these Articles;

30.2.5 generally, all such matters as are commonly the subject matter of company rules.

30.3 The Trustees have the power to alter, add to or repeal the rules or bye laws.

30.4 The rules and bye laws shall be binding on all Members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

30.5 Religious or political discussions shall not be permitted at meetings of the Society and reference to these or topics of a similar nature shall not be admitted in the Society's publications.

## **31 DISPUTES**

- 31.1 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 Court proceedings.

## **32 DISSOLUTION**

- 32.1 If, upon the winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members 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 among its or their Members to an extent at least as great as is imposed on the Society under or by virtue of Article 7 hereof, such 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 such provision, then to some charitable object.