

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

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**ARTICLES OF ASSOCIATION  
OF  
THE SOCIETY FOR EXPERIMENTAL BIOLOGY**

**Incorporated on 24<sup>th</sup> May 1977  
Company no. 01314879**

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**Adopted by Special Resolution dated 1 July 2011**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**

**of**  
**THE SOCIETY FOR EXPERIMENTAL BIOLOGY**

**NAME**

**1** The Society's name is **The Society for Experimental Biology**.

**INTERPRETATION**

**2** In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

<b>Words</b>	<b>Meanings</b>
<b>Address</b>	a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Society;
<b>Annual Main Meeting</b>	means the Annual Main Meeting of the Society held each calendar year;
<b>the Articles</b>	the Articles of Association of the Society, as amended from time to time;
<b>Charity Commission</b>	the Charity Commission for England and Wales;
<b>clear day</b>	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;
<b>Connected Person</b>	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Member of Council, any firm or body corporate (including a limited liability partnership) of which a Member of Council is a partner, member or employee and any company of which a Member of Council is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;
<b>Co-opted Members of Council</b>	those Members of Council co-opted by the Council in accordance with Article 67;
<b>the Council</b>	the directors and charity trustees of the Society (as defined in section 97 of the Charities Act 1993);
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic form</b>	as defined in section 1168 of the Companies Act 2006;

<b>Financial Expert</b>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
<b>Financial Year</b>	the Society's financial year;
<b>General Meeting</b>	a general meeting of the Society held in accordance with the Companies Acts;
<b>Honorary Officers</b>	those Members appointed pursuant to Article 61;
<b>a Member of Council</b>	a director and charity trustee of the Society;
<b>Members</b>	the members of the Society for the purposes of the Companies Acts;
<b>the Memorandum</b>	the Memorandum of Association of the Society;
<b>Month</b>	calendar month;
<b>Objects</b>	the objects of the Society as defined in Article 5;
<b>the Office</b>	the registered office of the Society;
<b>President</b>	the president of the Society appointed in accordance with the Articles;
<b>the Register</b>	the register of Members of the Society kept pursuant to the Companies Acts;
<b>Regulations</b>	the regulations of the Society made by the Council pursuant to Article 87;
<b>Services</b>	(in the context of remuneration for services as stipulated in Article 14) includes goods that are supplied in connection with the provision of those services;
<b>the Society</b>	the company regulated by the Articles;
<b>United Kingdom</b>	Great Britain and Northern Ireland;
<b>Vice-President</b>	the vice-president of the Society appointed in accordance with the Articles;
<b>in writing or written</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
<b>Year</b>	calendar year.

2.1 Unless specifically stated otherwise:

2.1.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Society.

2.1.2 Words denoting the singular include the plural and vice versa.

2.1.3 Words denoting any one gender include all genders.

2.1.4 Each reference to "person" includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.1.5 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.2 The relevant model articles for a company limited by guarantee are expressly excluded.

### **LIABILITY OF MEMBERS**

3 The liability of the Members is limited.

4 Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Society in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

### **OBJECTS**

5 The Society's objects are specifically restricted to promote the art and science of experimental biology in all its branches.

### **POWERS**

6 The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:

6.1 To advance and support research in or connected with experimental biology;

6.2 To afford opportunities for the interchange of opinions and for the discussion of matters relating to research connected with experimental biology and to the teaching of experimental biology;

6.3 To hold, promote or support conferences, seminars, meetings, symposia, demonstrations and lectures of matters relating to the purposes of the Society;

6.4 To arrange for the publication, and dissemination of, the records and reports of the proceedings of the Society, or associated activities, in the form of books, pamphlets, and bulletins, or any other form of record which would promote the purposes or interests of the Society;

6.5 To raise funds provided that, in doing so, the Society must not undertake any trading activity in respect of which some or all of the profits are liable to tax;

6.6 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

6.7 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

6.8 To borrow money and 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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

6.9 To co-operate with other bodies and to exchange information and advice with them;

6.10 To establish or support any body formed for any of the charitable purposes included in the Objects;

6.11 To acquire or merge with any other Society;

6.12 To enter into any partnership or joint venture arrangement with any body;

- 6.13 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.14 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Member of Council only to the extent it is permitted to do so by Articles 7 to 19 and provided it complies with the conditions in those Articles;
- 6.15 To:
  - 6.15.1 deposit or invest funds;
  - 6.15.2 engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager; and
  - 6.15.3 arrange for the investments or other property of the Society to be held in the name of a nominee;
- 6.16 To provide indemnity insurance for the Member of Councils in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- 6.17 To enter into contracts to provide services; and
- 6.18 To establish or acquire subsidiary companies.

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

- 7** The income and property of the Society shall be applied solely towards the promotion of the Objects.
- 8** A Member of Council is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Society.
- 9** A Member of Council may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 10** A Member of Council may receive an indemnity from the Society in the circumstances specified in Article 98.
- 11** None of the income or property of the Society may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Member of Council receiving:
  - 11.1 A benefit from the Society in the capacity of a beneficiary of the Society; or
  - 11.2 Reasonable and proper remuneration for any goods or services supplied to the Society.

#### **COUNCIL'S BENEFITS**

- 12** No Member of Council or Connected Person may:
  - 12.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;
  - 12.2 sell goods, services, or any interest in land to the Society;
  - 12.3 be employed by, or receive any remuneration from, the Society;
  - 12.4 receive any other financial benefit from the Society, unless:
    - 12.4.1 the payment is permitted by Articles 13 to 18; or
    - 12.4.2 the Council obtains the prior written approval of the Charity Commission and fully complies with any procedures it prescribes.

- 13** A Member of Council or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society.
- 14** A Member of Council or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- 15** Subject to Article 19, a Member of Council or Connected Person may provide the Society with goods that are not supplied in connection with the services provided to the Society by the Member of Council or Connected Person.
- 16** A Member of Council or Connected Person may receive interest on money lent to the Society at a reasonable rate.
- 17** A Member of Council or Connected Person may receive rent for premises let by the Member of Council or Connected Person to the Society if the amount of the rent and the other terms of the lease are reasonable and provided that the Member of Council concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 18** A Member of Council or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- 19** The Society and its Council may only rely on the authority provided by Article 15 if each of the following conditions is satisfied.
- 19.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
- 19.1.1 the Society; and
- 19.1.2 the Member of Council 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.
- 19.2 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.
- 19.3 The other Members of Council 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 Member of Council or Connected Person. In reaching that decision, the Council must balance the advantage of contracting with the Member of Council or Connected Person against the disadvantages of not doing so.
- 19.4 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 him or her or it with regard to the supply of goods to the Society.
- 19.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Council is present at the meeting.
- 19.6 The reason for their decision is recorded by the Council in the minute book.
- 19.7 A majority of the Council then in office are not in receipt of remuneration or payments authorised by Article 12.

## **MEMBERS**

- 20** The Members shall consist of such classes of Members with different rights and obligations as the Council shall from time to time determine.
- 21** Subject to the provisions of the Articles, the Council shall by Regulations prescribe the eligibility criteria and the conditions for acceptance for each class of Members.

- 22 Membership is not transferable.
- 23 The Council must keep a Register in accordance with the Companies Acts.

#### **FEES AND SUBSCRIPTIONS**

- 24 The fees and subscriptions for the different categories of Members shall be such sums (if any) as shall be set by the Council in Regulations.

#### **TERMINATION OF MEMBERSHIP**

- 25 Membership is terminated if:
- 25.1 the Member dies;
- 25.2 the Member resigns by written notice to the Society unless, after the resignation, there would be less than the number of Members required for a quorum at a General Meeting;
- 25.3 any sum due from the Member to the Society is not paid in full within three months of it falling due (unless the Council resolves to the contrary); or
- 25.4 the Council or a committee of them, after due enquiry, resolve that the interests of the Society so require.
- 26 In the event of a person ceasing to be a Member, the date of his cessation as a Member shall be entered in the Register of Members and he will not be entitled to describe himself as being a Member or to any privileges of a Member.

#### **GENERAL MEETINGS**

- 27 The Council, or the President, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Council capable of acting to form a quorum any Member of Council may call a General Meeting.

#### **NOTICE OF GENERAL MEETINGS**

- 28 A General Meeting shall be called by at least 14 clear days' notice.
- 29 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 meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Members.
- 30 The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006.
- 31 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 32 No business shall be transacted at any General Meeting unless a quorum of Members is present. Five Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 33 If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls

on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the President, or the Council, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.

- 34** The President shall preside as chairman at every General Meeting of the Society or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice-President (if any) shall, if present and willing to act, preside as chairman failing which the Members present shall elect one of their number to be chairman of that meeting.
- 35** The chairman of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 36** When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 37** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 37.1 by the chairman of the meeting;
- 37.2 by at least two Members present in person or by proxy having the right to vote on the resolution; or
- 37.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 38** Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 39** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 40** A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 41** No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

- 42 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 43 A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).

## VOTES OF MEMBERS

- 44 Every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy.
- 45 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 46 Every Member shall be entitled to appoint another person as his proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
- 47 Proxies may only be validly appointed by a notice in writing (a "**proxy notice**") which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Council may determine.
- 48 The Council may require proxy notices to be delivered in a particular form.
- 49 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 50 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 51 The appointment of a proxy and any other authority under which it is executed may:
- 51.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 51.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
- 51.2.1 in the notice convening the meeting;
- 51.2.2 in any instrument of proxy sent out by the Society in relation to the meeting;  
or
- 51.2.3 in any invitation contained in a communication in electronic form to appoint a proxy issued by the Society in relation to the meeting,
- it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- 51.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 51.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the president of the meeting;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- In this Article, “**address**”, in relation to communications in electronic form, includes any number or address used for the purposes of such communications.
- In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.
- 52 A Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that Member. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated.
- 53 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 54 An appointment under a proxy notice may be revoked by delivering the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 55 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

## **THE COUNCIL**

- 56 A Member of Council must be a natural person aged 16 years or older and no one may be appointed a Member of Council if he or she would be disqualified from acting under the provisions of Article 70.
- 57 The Council shall consist of the Honorary Officers and up to seven additional Members of Council or Co-opted Members of Council.
- 58 The Council shall have power to appoint any person who is able and willing to do so to be an additional Member of Council subject to any maximum under Article 57 not being exceeded.
- 59 The Council may from time to time appoint any Member to be a Member of the Council to fill a casual vacancy in the Members of Council. Any Members so appointed shall hold office only until the close of the next following Annual Main Meeting, but shall then be eligible for re-election.
- 60 A Member of Council (excluding the President, Vice-President and any Co-opted Members of Council) shall hold office for four years from the date of his appointment at the end of which he shall be eligible for re-appointment for one further term of four years but no such Member of Council shall be eligible for re-appointment until the expiration of one year after completing their second term of office.

## **HONORARY OFFICERS**

- 61 The Honorary Officers of the Society shall be a President, a Vice-President, a Treasurer, four Section Chairs and a Publications Officer.

- 62 The President and Vice-President shall be appointed by the Council and the other Honorary Officers shall be appointed at the Annual Main Meeting. No person who is not a Member shall be eligible for appointment or election as an Honorary Officer.
- 63 The President and Vice-President shall be appointed for a term of two years. At the end of their term of office, no President or Vice-President shall be eligible for reappointment as President or Vice-President respectively until the expiration of one year after completing their term of office.
- 64 The Treasurer, the Section Chairs and the Publications Officer shall be elected by the Members and shall take office from the close of the Annual Main Meeting.
- 65 The Council may from time to time appoint any Member to fill a casual vacancy among the Honorary Officers. Any Honorary Officer so appointed shall hold office only until the next Annual Main Meeting but shall be eligible for re-election.
- 66 The procedure for the nomination and election (which may include by postal or electronic ballot) of Honorary Officers and other Members of Council shall be defined in Regulations.
- 67 The Council shall have power to appoint persons as Co-opted Members of Council for such term of office as the Council shall determine and may remove such Co-opted Members of Council at any time.
- 68 A person shall not be entitled to act as a Member of Council, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.

#### **POWERS AND DUTIES OF THE COUNCIL**

- 69 Subject to the provisions of the Companies Acts and the Articles, the business of the Society shall be managed by the Council who may exercise all the powers of the Society. No alteration of the Articles shall invalidate any prior act of the Council which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

#### **DISQUALIFICATION, REMOVAL AND RESIGNATION OF MEMBERS OF COUNCIL**

- 70 The office of a Member of Council shall be vacated if:
- 70.1 (other than a Co-opted Member of Council) he ceases to be a Member;
- 70.2 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
- 70.3 he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 70.4 by notice in writing to the Society he resigns his office (but only if the number of Members of Council necessary for a quorum at a Council meeting will remain in office when the notice of resignation is to take effect);
- 70.5 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;

- 70.6 he absents himself from the meetings of the Council during a continuous period of six months without special leave of absence from the Council and they pass a resolution that he has by reason of such absence vacated office;
- 70.7 he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006; or
- 70.8 he is directly or indirectly interested in any proposed or actual transaction or arrangement with the Society and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006.

#### **PROCEEDINGS OF THE COUNCIL**

- 71 Subject to the Articles, the Council may regulate their proceedings as they think fit.
- 72 Unless otherwise resolved by the Council, the Council shall meet at least two times each Year.
- 73 The President or Vice-President may, and on the request of two Members of Council shall, at any time call a meeting of the Council.
- 74 The quorum necessary for the transaction of business of the Council shall be eight Members of Council. Questions arising at any Council meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 75 The President shall be entitled to preside as chairman at all meetings of the Council. If there shall be no President or if at any meeting he is unwilling to do so or is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman of the meeting and if the Vice-President is unwilling to do so or is not present within fifteen minutes after the time appointed for holding the meeting, the Members of Council present shall choose one of their number to be chairman of the meeting.
- 76 Any of the Members of Council, or any committee of the Council, can take part in a Council meeting or committee meeting by way of a:
  - 76.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
  - 76.2 series of video conferences or conference telephone calls from the President.
 Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the President will be treated as taking place where the President is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the president of the meeting is, unless the Council decide otherwise.
- 77 The Council for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.
- 78 All acts bona fide done by any meeting of the Council, or of any committee of the Council, or by any person acting as a Member of Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member of Council, or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of Council and had been entitled to vote.

- 79** A resolution in writing signed or approved by all the Member of Council or all the members of any committee of the Council entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

#### **DECLARATION OF MEMBERS OF COUNCIL INTERESTS**

- 80** A Member of Council must declare the nature and extent of any interest, direct or indirect, which 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 Member of Council must absent himself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

#### **CONFLICTS OF INTEREST**

- 81** If a conflict of interests arises for a Member of Council 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 Members of Council may authorise such a conflict of interests where the following conditions apply:
- 81.1** the conflicted Member of Council is absent from the part of the meeting at which there is discussion of any matter affecting that other organisation or person;
- 81.2** the conflicted Member of Council does not vote on any such matter and is not to be counted when considering whether a quorum of Members of Council is present at the meeting; and
- 81.3** the unconflicted Members of Council consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

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 benefit to a Member of Council (as defined in section 64(2B) Charities Act 1993).

#### **COMMITTEES**

- 82** The Council may appoint one or more committees consisting of three or more individuals appointed by them at least one of whom must be a Member of Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.
- 83** Any committee of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.
- 84** A Committee may co-opt persons to be members of such committee, subject to such persons and the terms of their co-option being first approved by the Council, and may remove such persons. The Committee shall revoke any such appointment of a co-opted person on the direction of the Council.

#### **MINUTES**

- 85** The Council must keep minutes of all:
- 85.1** Appointments of Members of Council and officers made by the Council;
- 85.2** Proceedings at General Meetings of the Society;

- 85.3 Meetings of the Council and committees of the Council including;
- 85.3.1 the names of the persons present at the meeting;
  - 85.3.2 the decisions made at the meetings; and
  - 85.3.3 where appropriate the reasons for the decisions.
- 86 Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

## **REGULATIONS**

- 87 The Council may from time to time make such regulations as they may think fit and add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Council shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:
- 87.1 the procedure at General Meetings and meetings of the Council and its committees insofar as such procedure is not regulated by the Articles;
  - 87.2 any other subjects which the Articles provide may be covered by Regulations; and
  - 87.3 generally all such matters as are commonly the subject of company rules or bye-laws PROVIDED that no regulation shall contravene any of the provisions of the Articles or the Companies Acts.

## **ACCOUNTS**

- 88 The Council shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

## **ANNUAL REPORT**

- 89 The Council shall comply with their obligations under the Charities Acts 1993 and 2006 with regard to the preparation of any annual report and its transmission to the Charity Commission.

## **ANNUAL RETURN**

- 90 The Council shall comply with their obligations under the Charities Acts 1993 and 2006 with regard to the preparation of any annual return and its transmission to the Charity Commission.

## **NOTICES**

- 91 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Council or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 92 The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Society by the Member.
- 93 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Society can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of 48

hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.

- 94** Notwithstanding any other provisions of the Articles, the Society may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Society under the Companies Acts or the Companies Act 2006 (“**2006 Act**”) or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

## **DISSOLUTION**

- 95** The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

- 95.1 directly for the Objects;
- 95.2 to any charity or charities with purposes similar to the Objects; or
- 95.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 96** In no circumstances shall the net assets of the Society be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 95 is passed by the Members the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Charity Commission.

- 97** Nothing in the Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

## **INDEMNITY**

- 98** The Society may indemnify a Member of Council or former Member of Council against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.