

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE BRITISH ECOLOGICAL SOCIETY**

(As amended by a Special Resolution passed  
on 20 December 1999)

1. The name of the Company (hereinafter called "the Society") is THE BRITISH ECOLOGICAL SOCIETY.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Society is established are to advance the education of the public and to advance and support research in the subject of ecology as a branch of natural science, and to disseminate the results of such research. In furtherance of its said objects but not otherwise the Society shall have the following powers:-
  - (A) To hold, promote or support conferences, seminars, meetings, symposia demonstrations and lectures.

(B) 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 of the Society.

(C) To encourage the study and understanding of the subject of ecology or associated activities by provision of grants or scholarships or other financial assistance to any charitable organisations, societies, associations, companies or persons undertaking such studies.

(D) To co-operate with any organisations, societies, associations, companies or persons (whether national or international) whose objects in the opinion of the Council of the Society are or include the advancement of the study and understanding of the subject of ecology.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Council or governing body of the Society may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Society.

(F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient.

(G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society.

(H) Subject to such consents as shall be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.

(I) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(J) 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.

(K) To provide indemnity insurance to cover the liability of the members of the Council or governing body of the Society by which 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 company: provided

that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council or governing body of the Society knew to be a breach of trust or breach of duty or not or which was committed by the members of the Council or governing body of the Society in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Council or governing body of the Society in their capacity as members of the Council or governing body of the Society of the company.

(L) To do all such things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:-

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

(ii) The objects of the Society shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or governing body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council or governing body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council or governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. Members of the Council or governing body of the Society not to have a personal interest. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Society and no member of the Council or governing body 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. Provided that nothing

herein shall prevent any payment in good faith by the Society:

(a) of reasonable and proper remuneration to any Member, officer or servant of the Society (not being a member of its Council or governing body) for any services rendered to the Society;

(b) of interest on money lent by any Member of the Society or of its Council or governing body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent. whichever is the greater;

(c) of reasonable and proper rent for the premises demised or let by any Member of the Society or of its Council or governing body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Council or governing body may be a member holding not more than 1/100th part of the capital of that company;

(e) to any Member of the Society or member of its Council or governing body of out-of-pocket expenses incurred in connection with the Society's activities:

(f) (i) to any Member of the Society (not being a member of its Council or governing body) being an Editor of the Journals of the Society or any similar publication of the Society, or being a convener of a conference, symposium or seminar of the Society of reasonable and proper remuneration in respect of his services in that capacity; or

(ii) to any member of the Council of an honorarium of such reasonable amount (if any) as the Charity Commissioners may from time to time approve in respect of his services in that capacity.

(g) of any premium in respect of any indemnity insurance to cover the liability of the members of the Council or governing body of the Society 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 members of the Council or governing body of the Society knew to be a breach of trust or breach of duty or which was committed by the members of the Council or governing body of the Society in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs an unsuccessful defence to a criminal prosecution brought against the members of the Council or governing body of the Society in their capacity as members of the Council or governing body of the Society.

5. The liability of the members is limited.
6. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same 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, such amount as may be required not exceeding £1.
7. 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 to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 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 some other charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BRYAN DENNIS TURNER, University Lecturer,  
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DATED this 26th day of September, 1980

WITNESS to the above signatures:-

J L MARLOW  
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London WC1V 7JX

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BRITISH ECOLOGICAL SOCIETY**

(As amended by Special Resolutions passed  
on 17th December 1991, 20 December 1994, 20 December 1995, 17 December 1997,  
6 January 1999, 4 January 2001 and 8 September 2004)

**INTERPRETATION**

1. In these Articles unless there is something in the subject or context inconsistent therewith

"The Society" means the above named company.

"The Officers" means the officers referred to in Article 10 hereof.

"The Council" means the Council for the time being of the Society.

"Subscription Date" and "Subscription Period" have the meanings ascribed thereto by Article 8(5) hereof.

"Society Year" means a period between close of business at one Annual

General Meeting of the Society and close of business at the immediately succeeding Annual General Meeting of the Society.

"In writing" means written, printed, lithographed or typewritten, or partly written, printed, lithographed or typewritten and other modes of representing or reproducing words in a visible form.

Words importing the singular number also include the plural and vice versa and words importing the masculine include the feminine.

## **MEMBERS**

2. (1) The provisions of Section 110 of the Companies Act 1948 shall be observed by the Association and every Member of the Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.  
  
(2) The number of Members with which the Society proposes to be registered is 6,000 but the Council may from time to time register an increase of Members.
3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to Membership in accordance with the provisions hereinafter contained shall be Members of the Society.
4. The Membership of the Society shall consist of Honorary, Ordinary and Student Members:
  - (a) Honorary Members shall be such individuals as have in the opinion of the Council rendered outstanding service to the subject of ecology or to the Society and as are upon nomination of the Council elected to be Honorary Members by the Society in General Meeting.
  - (b) Ordinary Members shall be the subscribers to the Memorandum of Association and the persons admitted as Ordinary Members in accordance with these Articles.
  - (c) Student Members shall be individuals who are bona fide students and who shall have been admitted to Student Membership in accordance with these Articles.
5. (1) No person shall be eligible for election as an Ordinary Member or Student Member unless he shall have been proposed by a Member and seconded by another Member or proposed by an Officer of the Society.  
  
(2) All applications for Membership shall be made to the Membership Office of the Society in the form approved by the Council from time to time and shall be

signed by the applicant. Application for Student Membership shall bear the endorsement of the Head of Department, Headmaster or Supervisor of the student.

(3) Election to Membership as Ordinary or Student Members shall be by resolution of the Council or a duly authorised Committee of the Council.

(4) Admission to Membership shall (unless the applicant elects for immediate admission) be with effect from the next Subscription Date after election but shall be conditional upon the applicant paying to the Society on or before that Subscription Date the appropriate subscription for the Subscription Period commencing on that Subscription Date. If the applicant elects for immediate admission such admission shall be with effect from the later of the date of election and payment by the applicant to the Society of the subscription payable pursuant to Article 8(3) and if such subscription is not paid before or within one month after his election such election shall be of no effect.

6. (1) Every Member shall be bound to further to the best of his ability the objects of interest and influence of the Society and shall observe all the provisions of the Articles of Association of the Society and all Rules of the Society made pursuant to the powers hereinafter contained.

(2) It shall be a condition of Membership of the Society that Members shall not within two years after publication loan or sell to any institution or library copies of any of the Society's Journals, symposium volumes or other publications which the Member has received from the Society, either by reason of the payment of his annual subscription or at Members' prices.

7. (1) A Member shall cease to be a Member:-

(a) if a notice of resignation signed by or on behalf of such Member is delivered to the Society.

(b) in the case of Student members, upon expiry of their registration as a student at a recognised institute of further or higher education. Student membership is available to those who are registered as a student at a recognised institute of further or higher education, provided their application is supported by a letter from the student's supervisor giving a date when the student's registration shall cease. Re-application for student membership is required every three years or full membership rates will be payable. Student membership may be extended for a further two years after the end of student registration.

(c) if the Council so resolves, in the case of:-

(I) any Member whose subscription has been in arrears for more

than one year

(ii) any Member whose subscription is paid by an institution or other body for the purpose of obtaining for itself the Society's Journals at Members' prices

(iii) any Member who is in breach of Article 6.

(2) The Council shall be entitled to request the resignation of a Member if in their opinion the interest of the Society require it. Should the Member refuse to resign then the question may be submitted to a General Meeting of the Society at which the Member shall be given a reasonable opportunity to attend and speak on his own behalf and he shall cease to be a Member if two-thirds of the Members present and voting so resolve.

8. (1) Honorary Members shall pay no annual subscription.

(2) Subject to (6) below Ordinary and Student Members of the Society shall pay to the Society the subscriptions as regards each Subscription Period at such rates as may be determined from time to time by the Council and approved by the Society in General Meeting. Subject to (3) of this Article all subscriptions shall be payable in advance on or before the 1st January of the Subscription Period in respect of which they are payable.

(3) Where an applicant for admission as an Ordinary or Student Member has elected for immediate admission in accordance with Article 5(5) and the date of his election to Membership is not a Subscription Date, such Member shall pay to the Society forthwith upon his election such subscription as would have been payable by him if he had been a Member on the Subscription Date immediately preceding his election.

(4) If a Member ceases to be a Member during the currency of a Subscription Period he shall nevertheless remain liable for payment of the full subscription in respect of that Subscription Period and of any arrears of subscription and shall not be entitled to recover any part of any subscription paid.

(5) The Subscription Period of the Society shall be the period from the 1st January to the 31st December in each calendar year. "Subscription Date" means 1st January in each year.

(6) An Ordinary Member who satisfies all the following conditions namely:-

(i) has reached the age of 55 years; and

(ii) has retired from full-time employment may, on application to the Membership Office, be permitted to pay a reduced rate of

annual subscription such rate to be determined from time to time by the Council.

(7) For the purposes of Article 9 an Ordinary Member who satisfies conditions (i) and (ii) in Article 8(6) shall be called a "Retired Member".

9. (1) Honorary Members shall be entitled to receive free of charge such of the Society's Journals as the Council may determine.

(2) Ordinary Members, Retired Members and Student Members shall be entitled during each Subscription Period to receive all issues published therein (including issues already published during that Subscription Period if admission to Membership takes effect within the Subscription Period pursuant to Article 5(4)) of the Society's Publications, at Ordinary Members' prices. Retired Members' prices, and Student members' prices (as the case may be) as determined by the Council from time to time provided that such Member has paid all subscriptions due.

(3) If an Ordinary Member or a Student Member ceases to be a Member during the currency of the Subscription Period in respect of which he has been in receipt of issues of Journals he shall remain liable for the full price for all that Subscription Period's issues of the relevant Journal or Journals and subject to payment thereof shall receive all remaining issues of the Relevant Journal at such price.

## **OFFICERS**

10. The Officers of the Society shall be the President, not more than three Vice-Presidents (one of whom may be titled "the President-elect" or "the Past-President" as appropriate in accordance with Article 12), the Treasurer, the Council Secretary and the Chairperson of Meetings Committee, the Chairperson of Journals Committee, the Chairperson of Public Affairs Committee and the Chairperson of Education, Training and Careers Committee. No person who is not an Honorary or Ordinary Member of the Society shall be eligible for appointment or election as an Officer of the Society.

11. Save as regards the President, the President-elect and the Past-President, the period for which each Officer is appointed shall expire at the close of the third Annual General Meeting after he took office.

12. (1) Elections to the office of President shall be made at the Annual General Meeting next before that at the close of which the term of office of the then President expires and the person so elected shall become the Vice-President with the title of "the President-elect". Each President elected as aforesaid shall (subject to Article 26) hold office during the period from the expiry of the preceding President's term of office until the close of the second Annual

General Meeting after he took office. Thereafter such retiring President will serve one year as Vice-President with the title "the Past-President" until the close of the next following Annual General Meeting.

(2) If for any reason the office of President shall become vacant otherwise than by expiry of term of office the President-elect (if any) shall assume the office of President and shall serve for the remainder of the term of office of the preceding President followed by the term of office for which the President-elect was elected. If there is no President-elect at the date of the vacancy the Council shall elect one of the Members of the Council to serve as President until the next Annual General Meeting.

(3) It shall normally be the duty of each President to deliver an address to the Society at the winter meeting of the Society during which the Annual General Meeting next after the commencement of his term of office is held.

13. (1) The Officers (other than the President, President-elect and Past-President) shall be elected to replace those retiring at the expiry of their term of office under this paragraph (1) by the Society at the Annual General Meeting at the close of which such retirement takes effect and an Officer so elected or elected pursuant to (2) below shall (subject to Article 26) hold office until the close of the third Annual General Meeting after he took office and shall be eligible for immediate re-election to the same office or to a different office (including President) or as an Ordinary Member of Council. It is expected that no Officer shall serve no more than three consecutive full terms (as defined in Article 11), except in special circumstances as decided by Council.

(2) The Council may from time to time appoint any Honorary or Ordinary Member to fill a vacancy occurring among the Officers otherwise than by expiry of term of office and any Officer so appointed shall hold office until close of the next following Annual General Meeting but shall be eligible for election at that Annual General Meeting.

14. (1) The business of the Society shall be conducted by a Council consisting of the President, the Vice-Presidents, the Council Secretary, the Treasurer, the Chairpeople of the Executive Committees and not more than twelve Ordinary Council Members. The Ordinary Council members shall be elected by the Society at the Annual General Meeting. No person who is not an Honorary or Ordinary Member of the Society shall be eligible for appointment or election as an Ordinary Council Member except for the Ordinary Council Member's post for postgraduate representative where the person may be a Student Member of the Society.

(2) With effect from the close of each Annual General Meeting of the Society all Ordinary Council Members having been in office for a period of four Society

years (in addition to any retiring under (3) below) shall retire from office and subject to (3) below, shall not be eligible for re-election as an Ordinary Council Member before the Annual General Meeting following such a retirement.

(3) The Council may at any time and from time to time appoint an Honorary or Ordinary Member of the Society to fill a vacancy in the Ordinary Council Members arising otherwise than by retirement pursuant to (2) above. An individual so appointed shall hold office until the close of the next Annual General Meeting at which Annual General Meeting he shall be eligible for re-election and in calculating thereafter the length of his period in office as an Ordinary Council Member for the purposes of (2) above it shall be deemed to have commenced when the last term of office of the person whose place he filled commenced or was deemed hereby to commence. If, when he retires pursuant to (2) above, his own period in office as an Ordinary Council Member, calculated from the date he was appointed by the Council up to the date of such retirement, does not exceed two Society Years, then he shall be eligible for immediate re-election as an Ordinary Council Member.

### **NOMINATION OF OFFICERS AND COUNCIL**

15. No person shall unless nominated by the Council be eligible for election as an Officer or Ordinary Council Member unless not less than four months before the date appointed for the Annual General Meeting there shall have been left at the registered office of the Society notice in writing signed by at least two persons who are either Honorary or Ordinary Members of their intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
16. Notwithstanding Article 14, the Society may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

### **PROCEEDINGS OF THE COUNCIL**

17. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The President or, in his absence, the President-elect or Past-President (as appropriate) shall act as Chairman to preside at meetings of the Council. If at any meeting neither the President nor the President-elect or Past-President (as appropriate) shall be present within fifteen minutes after the time appointed for holding the meeting and be willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A quorum of the

Council shall consist of nine members. On the request of a member of the Council the Secretaries shall summon a meeting of the Council by reasonable notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and from Eire shall not be entitled to notice of a meeting.

18. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Regulations of the Society for the time being vested in the Council generally.
19. The Council may delegate any of their powers to committees consisting of such member or members of their body or other persons as they think fit.
20. The names of applicants for membership of the Society may be circulated to members of the Council by post and if no intimation of objection from any member of the Council is received by the Society within two weeks of such posting the applicant shall be deemed to be elected on expiry of the said two weeks.

#### **POWERS OF THE COUNCIL**

21. (1) The Council shall have absolute control over and the management of all the affairs and property of the Society and shall prescribe, alter or cancel Rules for the regulation of the Society (such Rules not being inconsistent with or amounting to an alteration of these Articles) and shall exercise all such powers of the Society as they shall think fit except as otherwise provided by statute or these Articles.

(2) Without prejudice to the general powers conferred by sub-paragraph (1) hereof and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles it is hereby expressly declared that the Council shall have the following powers (that is to say) power:-

(a) To purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorised to acquire at or for such price or consideration, and generally on such terms and conditions as they think fit.

(b) To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary, or special services as they may from time to time think fit, and to determine their duties and powers, and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.

(c) To borrow or raise any moneys for the purposes of the

Society upon such terms and on such securities as may be deemed expedient.

(d) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Society or its officers, or otherwise concerning the affairs of the Society, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against Society.

(e) To set aside such sums as they think proper as a reserve fund to meet contingencies, or for repairing, improving and maintaining any of the property of the Society and for other purposes as the Council shall in their absolute discretion think conducive to the interests of the Society and to invest the several sums so set aside upon such investments as they may think fit, and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Society and to divide the reserve fund into such special funds as they think fit, and to employ the reserve fund or any part thereof in the business of the Society and that without being bound to keep the same separate from the other assets.

(f) To enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Society.

22. Any provision of the Companies Acts 1948 to 1976 or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Council Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as or in place of the Council Secretary.
23. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than that fixed by or in accordance with these Articles as the quorum for meetings of the Council, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.
24. In addition and without prejudice to the provisions of Section 184 of the Companies Act 1948, the Society may by Extraordinary Resolution remove any Officer or Ordinary Council Member from office before the expiration of his period of office, and (unless the officer is a President and there is a

President-elect to fill the vacancy) may be an Ordinary Resolution appoint another eligible person in his stead; but any person so appointed shall retain his office so long only as the Officer or Ordinary Council Member in whose place he is appointed would have held the same if he had not been removed, and in a case where he is appointed an Officer when he retires pursuant to this provision he shall be eligible for immediate re-election pursuant to Article 13(2) and in a case where he is appointed a Council Member and when he retires pursuant to this provision he shall not be eligible for re-election as an Ordinary Council Member before the Annual General Meeting next following such retirement unless his own period in office as an Ordinary Council Member calculated from the date he was appointed by the Society as aforesaid up to the date of such retirement does not exceed two Society Years in which case he shall be eligible for immediate re-election pursuant to Article 14(2).

25. All acts bona fide done by any member of the Council or of any committee of the Council or by any person acting as a member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

#### **DISQUALIFICATION OF OFFICER OR ORDINARY COUNCIL MEMBER**

26. The office of Officer or Ordinary Council Member shall be vacated by the holder:-
- (a) If a receiving order is made against him or if he makes any arrangement or composition with his creditors.
  - (b) If he becomes of unsound mind.
  - (c) If he ceases to be an Honorary or Ordinary Member of the Society.
  - (d) If by notice in writing to the Society he resigns his office.
  - (e) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1976.
  - (f) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Companies Act 1948 or pursuant to Article 24. Upon being appointed an Officer an Ordinary Council Member shall cease to be an Ordinary Council Member for the purposes of these Articles.

#### **GENERAL MEETINGS**

27. The Society shall hold a General Meeting in each calendar year in the United Kingdom as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
28. All General Meetings, other than Annual General meetings, shall be called Extraordinary General Meetings.
29. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition made pursuant to Section 132 of the Companies Act 1948 or by not less than 30 Members of the Society (being Honorary Members or Ordinary Members) and the provisions of Section 132 of the Act shall apply as if such requisition had been made thereunder.
30. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Companies Act 1948 to 1976 entitled to receive such notices from the Society.
31. The accidental omission to give notice of a General Meeting or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any such Meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

32. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the reports of the Secretaries, the Treasurer, the Council Secretary, the Committee Chairpersons and the Editors, the election of Officers and Ordinary Council Members in the place of those retiring, the election of Honorary Members of the Society and the appointment of and the fixing of the remuneration of the Auditors.
33. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided 30 Members entitled to vote and personally present shall be a quorum.

34. If within half an hour after the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to a time and place as may be determined by the President. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the Meeting the Members present shall be a quorum and may do all business which a quorum might have done.
35. The President, or in his absence the President-elect or Past-President (as appropriate), shall preside as Chairman at every General Meeting, but if there be no such President, President-elect or Past-President, or if at any Meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same and be willing to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Society who shall be present and entitled to vote to preside.
36. The Chairman 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 may have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person, or by a Member or Members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact.
38. Votes may be given personally only and no Member shall be entitled to appoint a proxy.
39. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second or casting vote.

## **VOTES OF MEMBERS**

40. Subject as herein provided, every Honorary Member, every Ordinary Member and every Student Member shall have one vote.
41. No Member, other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due to and payable to the Society in respect of his membership or his subscription for the Society's Journals, shall be entitled to notice of or attend or vote at any General Meeting.

### **THE SEAL**

42. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council one of whom must be an Officer, and the said members shall sign every instrument to which the seal shall be so affixed in their presence.

### **SECRETARY**

43. Subject to Section 21(5) of the Companies Act 1976 the Council Secretary shall be the Society's Secretary for the purposes of the Companies Acts 1948 to 1976 and the Council, subject to Clause 4 of the Memorandum of Association, may appoint any other Officer from time to time to be an assistant or deputy Secretary to exercise the functions of the Secretary at any time while the office of the Secretary is vacant or there is for any other reason no Secretary capable of acting. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

### **ACCOUNTS**

44. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.
45. The Accounting records shall be kept at the office or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council shall think fit and shall always be open to the inspection of the Members of the Council.
46. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

47. The Council shall from time to time in accordance with the provisions of the Companies Acts 1948 to 1976 cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in these Acts.
48. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Society in General Meeting together with a copy of the Auditors' report shall not less than twenty-one days before the date of the Meeting, subject nevertheless to the provisions of Section 158(1)(C) of the Companies Act 1948, be sent to the Auditors and to every Member of the Society entitled to receive notices of General Meetings of the Society provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.
49. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies Act 1948 as amended by the Companies Act 1967 and Sections 14 to 20 of the Companies Act 1967.

#### **NOTICES**

50. A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members.
51. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### **DISSOLUTION**

52. Clause 7 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

#### **INDEMNITY TO OFFICIALS**

53. Subject to the provisions of Section 205 of the Companies Act 1948 the members of the Council or other Officers for the time being of the Society shall be indemnified out of the funds of the Society against all costs, charges and losses, damages and expenses which they shall respectively incur or be put on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Society all reasonable

expenses incurred by them in or about any legal proceedings or arbitration on account of the Society or otherwise in the execution of their respective offices except such costs, losses and expenses as shall happen through their respective dishonest or wilful act, neglect or default.

54. Subject to the provisions of Section 205 of the Companies Act 1948 no member of the Council or other Officer shall be chargeable for any money, which he shall not actually receive or be answerable for the act, receipt, neglect or default of any other member of the Council or Officer, or any banker, broker, collector, agent or other person appointed by the Council or the Society with whom or into whose hands any property, funds or monies of the Society may be deposited or come, or for the insufficiency of any security or investments in or upon which any of the monies of the Society shall be invested by order of the Council or for any loss or damage which may happen in the execution of his office unless the same shall happen through his own dishonesty or wilful act, neglect or default.

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DATED this 26th day of September, 1980

WITNESS to the above signatures:-

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