

**The Companies Act 2006**  
**Company Limited by Guarantee**  
**and not having a Share Capital**

**Articles of Association**  
**of**  
**THE BRITISH ECOLOGICAL SOCIETY**  
**Company number: 01522897**  
**Registered charity number: 281213**

(as adopted by special resolution passed at an  
Annual General Meeting held on 13 December 2017)

**SK**

**STONE KING**  
BATH • LONDON • CAMBRIDGE

**THE COMPANIES ACT 2006**  
**Company Limited by Guarantee and not having a Share Capital**

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

**1 NAME**

1.1 The name of the company is The British Ecological Society (the "**Society**").

**2 REGISTERED OFFICE**

2.1 The registered office of the Society is to be in England and Wales.

**3 OBJECTS**

3.1 The objects for which the Society is established are to advance the education of the public in the subject of ecology as a branch of natural science and to advance and support research in that field, and to disseminate the results of such useful research (the "**Objects**").

3.2 This Article 3 may be amended by special resolution but only with the prior written consent of the Commission.

**4 POWERS**

The Society has the following powers, which may be exercised only in promoting the Objects:

4.1 to hold, promote or support conferences, seminars, meetings, symposia, demonstrations and lectures, both in the UK and worldwide;

4.2 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;

4.3 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, both in the UK and worldwide;

4.4 to promote the use and uptake of ecological research and knowledge in public and political forums so as to influence policy and practice by providing ecological advice and informed ecological opinion, both in the UK and worldwide;

4.5 to provide advice;

4.6 to carry out research and to publish and distribute the useful results;

4.7 to provide, publish or distribute information;

4.8 to advertise in such manner as may be thought expedient;

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

4.10 to support, administer or set up other charities, both in the UK and worldwide;

4.11 to establish charitable trusts for any particular purposes of the Society and to act as trustee of any charity or special charitable trust whether established by the Society or otherwise and

generally to undertake and execute any charitable trust which may lawfully be undertaken by the Society and may be conducive to its Objects;

- 4.12 to accept gifts and to raise funds (including by issuing debt instruments but not by means of Taxable Trading) and in its discretion to disclaim any particular contribution;
- 4.13 to receive and administer bequests and donations;
- 4.14 to borrow money and give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act) including entering into any related derivative arrangement, but only where the derivative arrangement is:
  - 4.14.1 ancillary to the transaction;
  - 4.14.2 an integral part of managing the Society's debt entered into in order to manage risk association with the transaction; and
  - 4.14.3 not a purely speculative transaction;
- 4.15 to acquire or hire property of any kind, and to alter and maintain any such property as may be required from time to time;
- 4.16 to sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.17 to make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Trustees;
- 4.18 to set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- 4.19 to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Trustees consider necessary 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;
- 4.20 to delegate the management of investments to a Financial Expert, but only on terms that:
  - 4.20.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
  - 4.20.2 timely reports of all transactions are provided to the Trustees;
  - 4.20.3 the performance of the investments is reviewed regularly with the Trustees;
  - 4.20.4 the Trustees are entitled to cancel the delegation arrangement at any time;
  - 4.20.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 4.20.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - 4.20.7 the Financial Expert must not do anything outside the powers of the Trustees;
- 4.21 to arrange for investments or other property of the Society to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 4.22 to deposit documents and physical assets with a company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 4.23 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;

- 4.24 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 4.25 subject to Article 5 to employ paid or unpaid agents staff or advisers;
- 4.26 to enter into contracts to provide services to or on behalf of other bodies;
- 4.27 to establish, hold shares in, or acquire subsidiary companies, other companies or entities and to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity for any of the Objects;
- 4.28 to operate nationally and internationally; and
- 4.29 to do anything else within the law which promotes, helps to promote or is conducive or incidental to the promotion of the Objects.

## **5 BENEFITS AND CONFLICTS FOR MEMBERS AND TRUSTEES**

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
  - 5.1.1 Members who are not Trustees may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied, in particular, Members who are not Trustees may receive reasonable and proper remuneration in respect of their services as an Editor of the Journals of the Society or any similar publication of the Society, or as a convener of a conference, symposium or seminar of the Society;
  - 5.1.2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
  - 5.1.3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity;
  - 5.1.4 individual Members (including Trustees) may receive charitable benefits (such as, in particular, grants) in their personal capacity; and
  - 5.1.5 Trustees may be paid an honorarium of such reasonable amount (if any) as the Charity Commission may from time to time approve in respect of their services in that capacity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
  - 5.2.1 as mentioned in clauses 4.24 (indemnity insurance), 5.1.2 (interest), 5.1.3 rent), 5.1.4 (charitable benefits), 5.1.5 (honorarium) or 5.3 (contractual payments);
  - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in managing and directing the Society;
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in managing and directing the Society (including the costs of a successful defence to criminal proceedings);
  - 5.2.4 payment to any company in which a Trustee has no interest other than a one per cent shareholding; and
  - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 A Trustee may not be an employee of the Society, but a Trustee or a connected person may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit if:
  - 5.3.1 the goods or services are actually required by the Society;

- 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4, and
- 5.3.3 no more than one half of the Trustees are interested in such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a Council Committee, the Trustee concerned must:
  - 5.4.1 declare an interest at the meeting or at the meeting before discussion begins on the matter;
  - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 5.4.3 not be counted in the quorum for that part of the meeting; and
  - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the written consent of the Charity Commission in advance

## **6 MEMBERSHIP**

- 6.1 The Society must maintain a register of the names and address of the Members.
- 6.2 Membership of the Society is open to any individual or organisation interested in promoting the Objects who:
  - 6.2.1 applies to the Charity in the form required by the Trustees;
  - 6.2.2 is approved by the Trustees; and
  - 6.2.3 signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.
- 6.3 Members of the Society agree to receive The Bulletin, and to receive Documents by Electronic Means, at the addresses provided for that purpose in their application form, or at such other address as the Member shall provide to the Society from time to time.
- 6.4 The Trustees may establish different classes of Membership (including those of Ordinary Members, Honorary Members and Student Members and informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 6.5 Membership is terminated if the Member concerned:
  - 6.5.1 gives written notice of resignation to the Society;
  - 6.5.2 dies or, if it is an organisation, ceases to exist;
  - 6.5.3 is more than twelve months in arrears in paying the relevant subscription, if any (but in such a case the Member may be reinstated on payment of the amount due); or
  - 6.5.4 is removed from Membership by resolution of the Trustees on the ground that in their reasonable opinion the Member's continued Membership is harmful to the Society. The Trustees may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen Clear Days after receiving notice.
- 6.6 Membership of the Society is not transferable.

- 6.7 Any corporate organisation that is a Member of the Society may nominate any person to act as its duly authorised representative at any meeting of the Society by resolution of its directors or other governing body provided that:
- 6.7.1 the organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society; and
  - 6.7.2 any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 6.8 Any unincorporated organisation that is a Member of the Society may nominate any person to act as its duly authorised representative at any meeting of the Society, provided that:
- 6.8.1 the organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society;
  - 6.8.2 any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation; and
  - 6.8.3 the duly authorised representative of an unincorporated organisation shall be entered in the register of Members as the Member, with the name of the unincorporated organisation which they represent noted next to them.

## **7 LIABILITY OF MEMBERS AND GUARANTEE**

The liability of Members 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, she or it is a Member or within one year after he, she or it ceases to be a Member for:

- 7.1.1 payment of those debts and liabilities of the Society incurred before he, she or it ceased to be a Member;
- 7.1.2 payment of the costs, charges and expenses of winding up the Society; and
- 7.1.3 the adjustment of rights of contributors among themselves.

## **8 GENERAL MEETINGS OF MEMBERS**

### **8.1 Attendance**

- 8.1.1 Members are entitled to attend general meetings.
- 8.1.2 A Trustee or Secretary shall, notwithstanding that he or she is not a Member, be entitled to attend and speak at any general meeting.
- 8.1.3 Nothing in these Articles is to be taken to preclude the holding and conducting of a general meeting by such suitable Electronic Means as the Trustees may decide which provide for all Members who are not present together at the same place to be able to communicate with all the other participants simultaneously, to speak and to vote during the general meeting.

## 8.2 **Notice**

- 8.2.1 A general meeting may be called at any time by the Trustees and must be called on a request from at least five per cent of the Members having the right to vote at general meetings of the Society if the request is issued in accordance with the Act.
- 8.2.2 Subject to Article 8.2.3, general meetings are called on at least fourteen Clear Days' notice (unless the Act requires a longer notice period) specifying:
- (a) the time, date and place of the meeting;
  - (b) the general nature of the business to be transacted;
  - (c) the terms of any proposed special resolution; and
  - (d) notifying Members of their right to appoint a proxy under section 324 of the Act.
- 8.2.3 A general meeting may be called by shorter notice if:
- (a) in the case of an AGM, all the Members entitled to vote upon the business to be transacted agree; or
  - (b) in the case of an EGM, ninety-five per cent of the Members entitled to vote upon the business to be transacted agree.
- 8.2.4 Notice of general meetings should be given to every Member and Trustee, and to the Society's auditors.
- 8.2.5 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

## 8.3 **Quorum**

- 8.3.1 No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the number of Members present in person or by the duly authorised representative of an organisation, is at least fifty or one per cent of the total Membership, whichever is the greater.
- 8.3.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
- 8.3.3 If at a general meeting adjourned pursuant to Article 8.3.2 a quorum is not present or ceases to be present, then the Member or Members present shall be a quorum.

## 8.4 **Chairperson of the Meeting**

- 8.4.1 The President or (if the President is unable or unwilling to do so) some other Member elected by those present presides at a general meeting.
- 8.4.2 If no Trustee is willing to act as chairperson, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson.

## 8.5 **Adjournment**

The chairperson may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen 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. If the meeting is adjourned for less than fourteen days it shall not be necessary to give any such notice.

## 8.6 **Voting General**

- 8.6.1 Except where otherwise provided by the Articles or the Act, every issue is decided by an ordinary resolution.
- 8.6.2 Except for the chairperson of the meeting, who has a second or casting vote, on a show of hands or a poll every Member who (being an individual) is present in person or (being an organisation) is present by a duly authorised representative, shall have one vote, unless the duly authorised representative is also a Member in their own right entitled to vote in which case they shall be entitled to a vote as a Member and as an authorised representative of a Member.
- 8.6.3 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental incapacity may vote, whether on a show of hands or on a poll, by his or her deputy, registered attorney, curator bonis or other person authorised in that behalf appointed by that court, and any such deputy, registered attorney, curator bonis or other person may, on a show of hands or on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the Society's registered office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than forty eight hours (excluding public holidays and weekends) before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 8.6.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

## 8.7 **Poll Voting**

- 8.7.1 A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the chairperson; or
  - (b) by at least five Members having the right to vote at the meeting; or
  - (c) by a Member or Members representing not less than ten per cent of the total voting rights of all the Members having the right to vote at the meeting;
- and a demand by a person as the duly authorised representative of a Member (being an organisation) shall be the same as a demand by the Member.
- 8.7.2 Unless a poll is duly demanded a declaration by the chairperson 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 meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.7.3 A demand for a poll may be withdrawn if the poll has not yet been taken; and the chairperson consents to the withdrawal. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 8.7.4 A poll shall be taken as the chairperson directs and he or she 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 meeting at which the poll was demanded.
- 8.7.5 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.7.6 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 any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

## 8.8 **Electronic Voting**

- 8.8.1 The Society may allow Members to vote by such suitable Electronic Means and according to such procedure as the Trustees shall decide ("**Electronic Voting**") to elect Trustees or towards any matter to be decided at a general meeting, in accordance with this Article 8.8.
- 8.8.2 Where Electronic Voting is used to elect Trustees:
- (a) the Trustees shall be elected only by Electronic Voting and, at the AGM next following, Members may not cast votes counting toward the election; and
  - (b) references in Articles 9.11 and 9.12 to Trustees being elected at an AGM shall be interpreted as references to Trustees being elected by Electronic Voting in advance of an AGM.
- 8.8.3 The Trustees must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of the ballot and the counting of votes cast by Electronic Means in the context of an election or resolution in respect of which Electronic Voting is permitted ("**Electronic Votes**").
- 8.8.4 If Electronic Voting is to be allowed on a matter the Society must send to all Members not less than 21 days before the deadline for receipt of Electronic Votes a notice by Electronic Means including an explanation of the purpose of the vote and the voting procedure to be followed by the Member, and containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 8.8.5 Electronic Votes cast by Members must be accessed only by a scrutineer.
- 8.8.6 The voting procedure must specify the closing date and time for receipt of Electronic Votes, and must state that any Electronic Votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 8.8.7 A scrutineer must keep a record of the names of Members that have cast valid Electronic Votes and that their vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 8.8.8 Electronic Votes must be counted by all the scrutineers before the general meeting at which the result of an election of Trustees is to be announced or a vote is to be taken. The scrutineers must provide to the person chairing the general meeting with written confirmation of the number of valid Electronic Votes and the number of Electronic Votes

received which were invalid. In the case of an election of Trustees, the scrutineers must also provide the person chairing the meeting with the result of the election but in the case of a vote on any other matter the scrutineers must not disclose the result of the Electronic Voting until after votes taken by hand or by poll at the general meeting, or by poll after the general meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid Electronic Votes received, and these votes shall be included in the declaration of the result of the vote.

8.8.9 Following the final declaration of the result of the vote at the general meeting, the scrutineers must provide to a Trustee or other authorised person evidence of Members submitting valid Electronic Votes and evidence of Members submitting invalid Electronic Votes.

8.8.10 Any dispute about the conduct of Electronic Voting must be referred initially to a panel set up by the Trustees, to consist of two trustees and two persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

## 8.9 **Written Resolutions**

Subject to the provisions of the Act:

8.9.1 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date the last Member expresses their agreement to the written resolution.

8.9.2 A Member indicates his or her agreement to a written resolution when the Society receives from the Member an authenticated document identifying the written resolution and indicating his or her agreement to it:

- (a) by the Member's signature if the document is in Hard Copy Form; or
- (b) by the Member's signature, or confirmation of the Member's identity in a manner specified by the Society, accompanied by a statement of the Member's identity which the Society has no reason to doubt, if the document is in Electronic Form;

and a written resolution signed by the duly authorised representative of a Member (being an organisation), shall be as valid as a written resolution signed by the Member.

8.9.3 A written resolution lapses if the required number of agreements has not been obtained by twenty eight days beginning with the Circulation Date of the resolution.

8.9.4 A Members' resolution under the Act removing a Trustee or an auditor before the expiration of his or her term of office may not be passed by a written resolution.

## 8.10 **AGMs**

8.10.1 The Society must hold an AGM in every year which all Members are entitled to attend.

8.10.2 At an AGM the Members:

- (a) receive the accounts of the Society for the previous financial year;
- (b) receive the Trustees' report on the Society's activities since the previous AGM;
- (c) accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
- (d) note the election by Electronic Voting of persons to be Trustees to fill vacancies arising;
- (e) appoint independent examiners or auditors for the Society; and

- (f) discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

#### 8.11 **EGMs**

Any general meeting which is not an AGM is an EGM.

### 9 **THE TRUSTEES**

- 9.1 The Trustees as Charity Trustees have control of the Society and its property and funds.
- 9.2 Subject to Article 9.3, from the date of adoption of these Articles until the end of the AGM held in the year 2020 the composition of the Board of Trustees shall be as set out in the Schedule to these Articles. Thereafter, the Board of Trustees when complete shall consist of:
  - 9.2.1 a President and a President-Elect or a Past President elected in accordance with Article 9.11.3(b);
  - 9.2.2 not more than two Vice-Presidents elected in accordance with Article 9.11.4(a);
  - 9.2.3 an Honorary Treasurer elected in accordance with Article 9.11.4(a);
  - 9.2.4 an Honorary Secretary elected in accordance with Article 9.11.4(a); and
  - 9.2.5 four Trustees who shall be the Chairpersons of the Education & Careers, Meetings, Policy and Publications Committees or such other equivalent Committees as may from time to time be established by the Board in accordance with Article 11.2,  
  
(together, the “**Officers**”); and
  - 9.2.6 not more than three Ordinary Board Members.
- 9.3 The Members at a general meeting may from time to time increase or reduce the number of Trustees on the Board and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any increase.
- 9.4 No one may be elected as a Trustee:
  - 9.4.1 if he or she would be disqualified from acting under the provisions of Article 9.6 or if he or she is not already a Member and does not agree in writing, following an invitation from the other Trustees, to become a Member;
  - 9.4.2 unless he or she is nominated by the Board of Trustees or not less than four months before the date appointed for the AGM 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, Ordinary, Reduced Rate or Retired Members of their intention to propose such person for election and also notice in writing signed by that person of his or her willingness to be elected.
- 9.5 Every Trustee must sign a declaration of willingness to act as a Charity Trustee of the Society before he or she is eligible to act as a Trustee and/or vote at any meeting of the Trustees.
- 9.6 A Trustee’s term of office automatically terminates if:
  - 9.6.1 he or she dies;
  - 9.6.2 he or she is disqualified under the Charities Act from acting as a Charity Trustee;
  - 9.6.3 a registered medical practitioner who is treating that person gives a written opinion to the Society stating that he or she has become physically or mentally incapable of acting as a Trustee and may remain so for three months;
  - 9.6.4 he or she is absent without permission of the Trustees from three consecutive meetings and is asked by a majority of the Trustees to resign;

- 9.6.5 he or she ceases to be a Member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming Membership of the Society before the next AGM);
- 9.6.6 he or she resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
- 9.6.7 he or she is removed by resolution passed by the Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 9.7 The Trustees may, by a resolution passed by two-thirds of their number eligible to vote on the matter, resolve that a Trustee's term of office be extended or shortened, so as to ensure that there is an appropriate rotation of Trustees.
- 9.8 The Trustees may at any time co-opt any person duly qualified to be appointed as an Officer or an Ordinary Board Member:
- 9.8.1 to fill a vacancy in the Board and such a co-opted Trustee shall hold office only until the next AGM; or
- 9.8.2 to provide the Board with such experience, skills, knowledge or specific abilities as it may from time to time require, and such a co-opted Trustee shall serve for such reasonable term of office as the Trustees shall in their discretion decide.
- 9.9 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.
- 9.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 9.11 **Officers**
- 9.11.1 In this Article 9.11, a 'year' means the period between one AGM and the next, and an Officer's term of office expires at the close of an AGM.
- 9.11.2 Only Honorary, Ordinary, Reduced Rate and Retired Members of the Society are eligible for election as an Officer of the Society.
- 9.11.3 President-Elect, President and Past President
- (a) Subject to Article 9.6, a person elected in accordance with Article 9.11.3(b) holds office for four years, as follows:
- (i) the first year as President-Elect;
- (ii) the second and third years as President; and
- (iii) the fourth year as Past President.
- (b) An election in accordance with this Article 9.11.3(b) shall be held at the AGM in the year preceding the AGM at which the term of the President then in office is due to expire.
- (c) The combined effect of Articles 9.11.3(a) and 9.11.3(b) is that, in the normal course of matters, a person serving their first year of office as President is supported during that year by a Past President, and a person serving their second year of office as President is supported by a President-Elect.
- (d) If for any reason the office of President becomes 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 Board shall elect one of its number to serve as President until the next Annual General Meeting, at which an election shall take place in accordance with Article 9.11.3(b).

- (e) A person elected in accordance with Article 9.11.3(b) may not be re-elected until one year after his or her retirement from the office of Past President.
- (f) It shall normally be the duty of each President to deliver an address to the Society at the Annual Meeting of the Society during which the Annual General Meeting next after the commencement of his/her term of office is held

#### 9.11.4 Other Officers

- (a) Except for the President, the President-Elect and the Past President, Officers are elected at an AGM for a term of office of three years.
- (b) Subject to Article 9.11.4(c), at the end of their first term Officers elected in accordance with Article 9.11.4(a) shall be eligible for immediate re-election for one further term to the same office or for election to a different office (including President) or as an Ordinary Board Member. Thereafter, such an Officer shall not be eligible for re-election until one year after his or her retirement.
- (c) A Vice-President shall not be eligible for immediate re-election to the same office.
- (d) The Honorary Secretary shall be the secretary for the purposes of the Companies Act. The Board may appoint any other Officer from time to time to be an assistant or deputy Honorary Secretary to exercise the functions of the Honorary Secretary at any time while the office of the Honorary Secretary is vacant or there is for any other reason no secretary capable of acting.

#### 9.12 Ordinary Board Members

- 9.12.1 In this Article 9.12 a 'year' means the period between one AGM and the next, and an Ordinary Board Member's term of office expires at the close of an AGM.
- 9.12.2 Ordinary Board Members are elected at an AGM for a term of office of three years. Subject to Article 9.12.4, an Ordinary Board whose term of office comes to an end may not be re-elected until one year after his or her retirement.
- 9.12.3 Only Honorary, Ordinary, Reduced Rate or Retired Members of the Society are eligible for election as an Ordinary Board Member except for the Ordinary Board Member's post for the Early Career Representative where the person may be a Student Member of the Society.
- 9.12.4 The Board may at any time and from time to time appoint an Honorary, Ordinary Reduced Rate or Retired Member of the Society to fill a vacancy occurring among the Ordinary Board Members arising otherwise than by retirement pursuant to Article 9.12.2. A person so appointed shall hold office until the close of the next AGM, at which he or she shall be eligible for election. If elected, that person shall be deemed to have taken office when the last term of office of the person whose place he filled commenced or was deemed hereby to commence. If, when he or she retires pursuant to Article 9.12.2, his or her own period in office as an Ordinary Board Member, calculated from the date he or she was appointed by the Board up to the date of such retirement, does not exceed two calendar years, then he shall be eligible for immediate re-election as an Ordinary Board Member.

## **10 PROCEEDINGS OF TRUSTEES**

- 10.1 The Trustees must hold at least four meetings each year.
- 10.2 On request of a Trustee the Secretary shall summon a meeting of the Board by reasonable notice sent to each Trustee specifying the place, day and hour of the meeting and the business to be discussed.
- 10.3 A quorum at a meeting of the Trustees is five Trustees, excluding any Conflicted Trustee who has not been authorised to participate in discussions or a vote in accordance with the procedure set out in section 175 of the Act.
- 10.4 A meeting of the Trustees may be held either in person or by suitable Electronic Means agreed by the Trustees in which all participants may communicate with all the other participants simultaneously.
- 10.5 The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 10.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing agreed by all of the Trustees (other than any Conflicted Trustee who has not been authorised to vote in accordance with the procedure set out in section 175 of the Act) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature provided that it is within the period of 28 days beginning with the circulation date.
- 10.7 Except for the chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 10.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **11 POWERS OF TRUSTEES**

The Trustees have the following powers in the administration of the Society in their capacity as Trustees:

- 11.1 to invite observers to attend meetings of the Trustees, and to pay their reasonable expenses out of the Society's funds. For the avoidance of doubt, such observers are not Trustees and shall not count towards the quorum for a meeting, shall not have any power to vote on a matter and shall leave the meeting when the Trustees vote on a matter;
- 11.2 to delegate any of their functions to committees consisting of at least one Trustee who shall be the chair of the committee and such other individuals (who may or may not be Trustees) as the chair of the committee shall decide. All proceedings of committees must be reported promptly to the Trustees. The Trustees may:
  - 11.2.1 impose conditions when delegating, including the conditions that:
    - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees;
  - 11.2.2 revoke or alter a delegation;
- 11.3 to delegate the day to day management of the affairs of the Society in accordance with the directions of the Trustees to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including the payment of a salary) as they think fit;

- 11.4 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;
- 11.5 to 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. Such rules or bye laws may regulate the following matters but are not restricted to them:
  - 11.5.1 the admission of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 11.5.2 the conduct of Members in relation to one another and to the Society's employees and volunteers;
  - 11.5.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - 11.5.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or these Articles;
  - 11.5.5 generally, all such matters as are commonly the subject matter of company rules;provided that:
  - 11.5.6 the Society in general meeting has the power to alter, add to or repeal the rules or bye laws;
  - 11.5.7 the Trustees adopt such means as they think sufficient to bring the rules and bye laws to the notice of the Members;
  - 11.5.8 no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles;and
  - 11.5.9 the rules or bye laws shall be binding on all Members;
- 11.6 to establish procedures to assist the resolution of disputes within the Society; and
- 11.7 to exercise any powers of the Society which are not reserved to the Members.

## **12 RECORDS & ACCOUNTS**

- 12.1 The Trustees must comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 12.1.1 annual reports;
  - 12.1.2 annual returns; and
  - 12.1.3 annual statements of account.
- 12.2 The Trustees must keep records of:
  - 12.2.1 all proceedings at general meetings;
  - 12.2.2 all proceedings at meetings of the Trustees;
  - 12.2.3 all reports of committees; and
  - 12.2.4 all professional advice obtained.
- 12.3 Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.

12.4 A copy of the Society's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

### 13 MEANS OF COMMUNICATION TO BE USED

(In this Article "**Document**" includes without limitation a notice, guarantee certificate or other information, except where expressly excluded.)

13.1 Any Document to be given to or by any person pursuant to these Articles must be in writing and sent or supplied in Hard Copy Form or Electronic Form, or (in the case of communications by the Society) by making it available on a website, to an address for the time being notified for that purpose to the person giving the Document.

13.2 A Document may only be given in Electronic Form where the recipient has agreed (specifically or generally) that the document or information may be sent in that form, and this agreement has not been revoked.

13.3 A Document may only be given by being made available on a website if the recipient has agreed (specifically or generally) that the document or information may be sent in that form, or if the recipient is deemed to have agreed in accordance with the Act.

13.4 The Society may deliver a Document to a Member:

13.4.1 by delivering it by hand to the postal address recorded for the Member on the register;

13.4.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the postal address recorded for the Member on the register;

13.4.3 by fax (except a guarantee certificate) to a fax number notified by the Member in writing;

13.4.4 by electronic mail (except a guarantee certificate) to an address notified by the Member in writing;

13.4.5 by a website (except a guarantee certificate) the address of which shall be notified to the Member in writing; or

13.4.6 by advertisement in at least two national newspapers.

This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.

13.5 If a Document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

13.6 If a Document is sent by post or other delivery service not referred to below, it is treated as being delivered:

13.6.1 forty eight hours after it was posted, if first class post was used; or

13.6.2 seventy two hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a Document was delivered by post or other delivery service by showing that the envelope containing the Document was:

13.6.3 properly addressed; and

13.6.4 put into the post system or given to delivery agents with postage or delivery paid.

13.7 If a Document (other than a guarantee certificate) is sent by fax, it is treated as being delivered at the time it was sent.

- 13.8 If a Document (other than a guarantee certificate) is sent by electronic mail, it is treated as being delivered at the time it was sent.
- 13.9 If a Document (other than a guarantee certificate) is sent by a website (in the case of communications by the Society), it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 13.10 If a Document is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.
- 13.11 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 13.12 A Member present in person or by a duly authorised representative of an organisation at any general meeting of the Society shall be deemed to have received notice of the meeting, and where necessary of the purpose for which it was called.
- 13.13 A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

#### **14 EXCLUSION OF MODEL ARTICLES**

Any model articles for a company limited by guarantee that may exist (including those constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 are hereby expressly excluded.

#### **15 INDEMNITY**

- 15.1 The Society shall indemnify every Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.
- 15.2 In this Article a "Trustee" means any Trustee or former Trustee of the Society.
- 15.3 The Society may indemnify an auditor against any liability incurred by him or her:
- 15.3.1 in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she is acquitted; or
  - 15.3.2 in connection with an application under section 1157 of the Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

#### **16 DISSOLUTION**

- 16.1 If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 16.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
  - 16.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or
  - 16.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.
- 16.2 A final report and statement of account must be sent to the Commission.
- 16.3 This Article may not be amended without the prior written consent of the Commission.

## 17 INTERPRETATION

- 17.1 References to an act of parliament are references to that act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 17.2 In these Articles expressions not otherwise defined which are defined in the Act have the same meaning.
- 17.3 In these Articles words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 17.4 In these Articles:

**“Act”** means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Society;

**“Address”** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

**“AGM”** means an annual general meeting of the Society;

**“these Articles”** means these articles of association;

**“Board” or “Board of Trustees”** means, collectively, the people who are the Trustees of the Society;

**“the Charities Act”** means the Charities Act 2011;

**“Charity Trustee”** has the meaning prescribed by section 177 of the Charities Act;

**“Circulation Date”** has the meaning prescribed by section 290 of the Act;

**“Clear Day”** in relation to the period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**“the Commission”** means the Charity Commission for England and Wales or any body which replaces it;

**“Conflicted Trustee”** means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;

**“Connected Person”** means, in relation to a Trustee, a person connected with a director within the meaning of the Act or a person connected with a Society Trustee or a trustee for a charity within the meaning of the Charities Act;

**“document”** includes, unless otherwise specified, any document sent or

|   |  |
|---|--|
|   | supplied in electronic form;   |
| <b>“EGM”</b>                                    | means an extraordinary general meeting of the Society;   |
| <b>“Electronic Form” and “Electronic Means”</b> | have the meanings respectively prescribed to them in the Act;  |
| <b>“executed”</b>                               | includes any mode of execution;  |
| <b>“Financial Expert”</b>                       | means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;  |
| <b>“firm”</b>                                   | includes Limited Liability Partnership;  |
| <b>“Hard Copy Form”</b>                         | has the meaning prescribed by the Companies Act 2006;  |
| <b>“indemnity insurance”</b>                    | means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty; |
| <b>“material benefit”</b>                       | means a benefit, direct or indirect, which may not be financial but has monetary value   |
| <b>“Member” and “Membership”</b>                | refer to company membership of the Society;  |
| <b>“month”</b>                                  | means calendar month;  |
| <b>“Objects”</b>                                | “Objects” means the objects of the Society as defined in Article 3;  |
| <b>“Taxable Trading”</b>                        | means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;  |
| <b>“Trustee”</b>                                | means a director of the Society and <b>“Trustees”</b> means the directors;   |
| <b>“written” or “in writing”</b>                | means 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, without limitation by, Hard Copy Form, Electronic Means or otherwise; and   |
| <b>“year”</b>                                   | means calendar year.   |

**SCHEDULE**  
**The Transitional Board**

1. From the date of adoption of these Articles until the end of the AGM held in the year 2019 (the **“Transitional Period”**) the composition of the Board of Trustees shall be as follows:
  - a. Officers, as set out in Articles 9.2.1 to 9.2.5;
  - b. Ordinary Board Members already in office at the start of the Transitional period, who shall retire in accordance with paragraph 2a, below; and
  - c. Ordinary Board Members elected at AGMs during the Transitional Period in the number and for the terms set out in paragraph 2b, below.
  
2. During the Transitional Period:
  - a. Ordinary Board Members already in office at the start of the Transitional period shall retire as follows:

| <b>Name of Ordinary Board Member</b> | <b>Date of retirement</b> |
|--------------------------------------|---------------------------|
| Yvonne Buckley                       | 13 December 2017          |
| Markus Eichhorn                      | 13 December 2017          |
| Diana Gilbert                        | 13 December 2017          |
| Dawn Scott                           | 13 December 2017          |
| Iain Stott                           | 13 December 2017          |
| Lindsay Turnbull                     | 13 December 2017          |
| Peter Brotherton                     | AGM 2018                  |
| Nina Hautekéete                      | AGM 2018                  |
| Cristina Banks-Leite                 | AGM 2019                  |
| Helen Roy                            | AGM 2019                  |
| Peter Thomas                         | AGM 2019                  |

- b. Ordinary Board Members shall be elected at AGMs for term terms of three years, as follows:

| <b>Description of new Ordinary Board Member</b> | <b>Date of appointment</b> |
|---|----------------------------|
| Early Career Representative                     | 13 December 2017           |
| Ordinary Board Member                           | AGM 2018                   |
| Ordinary Board Member                           | AGM 2019                   |

